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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Chongqing Machinery & Electric Co., Ltd.* (the “Company”), you should at once hand this circular to the purchaser or the transferees or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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CQME

Chongqing Machinery & Electric Co., Ltd.*
重慶機電股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 02722)

- 1. CONSIDERATION AND APPROVAL OF PROFIT DISTRIBUTION PLAN
FOR THE SIX MONTHS ENDED 30 JUNE 2025;**
 - 2. CONSIDERATION AND APPROVAL OF AMENDMENTS TO THE RULES
OF PROCEDURE OF GENERAL MEETING OF THE COMPANY;**
 - 3. CONSIDERATION AND APPROVAL OF AMENDMENTS TO THE
ADMINISTRATION MEASURES FOR DIRECTORS' REMUNERATION OF THE COMPANY;**
 - 4. CONSIDERATION AND APPROVAL OF AMENDMENTS TO THE ARTICLES OF
ASSOCIATION OF THE COMPANY AND ABOLITION OF SUPERVISORY COMMITTEE; AND**
 - 5. NOTICE OF THE EXTRAORDINARY GENERAL MEETING**
-

The letter from the Board of the Company is set out on pages 3 to 6 of this circular.

Notice convening the Extraordinary General Meeting of Chongqing Machinery & Electric Co., Ltd.* to be held at the Conference Room, 16/F, Jidian Building, No. 60, Middle Section of Huangshan Avenue, New Northern Zone, Chongqing City, the PRC on Tuesday, 28 October 2025 at 2:00 p.m. is set out on pages 31 to 32 of this circular.

A form of proxy for use at the Extraordinary General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.chinacqme.com). Whether or not you intend to attend the Extraordinary General Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Extraordinary General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the Extraordinary General Meeting and voting in person if you so wish.

* For identification purposes only

8 October 2025

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Articles of Association” or “Articles”	means the articles of association of the Company currently in force
“associates”	has the meaning ascribed to it under the Listing Rules
“Audit and Risk Management Committee”	means the Audit and Risk Management Committee under the Board of Directors of the Company
“Audit Committee”	means the former Audit and Risk Management Committee proposed to be renamed as the Audit Committee upon the approval of Shareholders at the EGM
“Board”	means the board of directors of the Company
“Company”	means Chongqing Machinery & Electric Co., Ltd.* (重慶機電股份有限公司), a joint stock limited company incorporated in the PRC
“Controlling Shareholder”	has the meaning ascribed to it under the Listing Rules
“CQMEHG”	means Chongqing Machinery & Electronics Holding (Group) Co., Ltd. (重慶機電控股(集團)公司), the Controlling Shareholder of the Company and a limited liability company registered in the PRC
“Director(s)”	means the director(s) of the Company
“Extraordinary General Meeting” or “EGM”	means the 2025 first extraordinary general meeting of the Company proposed to be held at the Conference Room, 16/F, Jidian Building, No. 60, Middle Section of Huangshan Avenue, New Northern Zone, Chongqing City, the PRC on Tuesday, 28 October 2025 at 2:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the extraordinary general meeting which are set out on pages 31 to 32 of this circular, or any adjournment thereof
“Group”	means the Company and its associates
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC

* For identification purposes only

DEFINITIONS

“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange
“New Articles of Association”	means the amended and restated articles of association of the Company proposed to be approved by the Shareholders at the EGM which includes the amendments as set out in this circular
“PRC”	means the People’s Republic of China, which, for the purpose of this circular, excludes the Hong Kong Special Administrative Region, the Macau Special Administrative Region and the Taiwan region
“Rules of Procedure of General Meeting”	means the Rules of Procedure of General Meeting of the Company currently in force
“Shareholder(s)”	means holder(s) of the Shares of the Company
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“Supervisory Committee”	means the Supervisory Committee of the Company
“Supervisor(s)”	means the supervisor(s) of the Company

LETTER FROM THE BOARD



CQME

Chongqing Machinery & Electric Co., Ltd.*
重慶機電股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 02722)

Executive Directors:

Mr. Yue Xiangjun
Mr. Qin Shaobo
Mr. Deng Rui

Non-executive Directors:

Mr. Lei Bin
Ms. Zhu Ying
Mr. Cai Zhibin

Independent non-executive Directors:

Mr. Ke Rui
Mr. Liu Lijun
Ms. Pu Huayan
Mr. Wong Chun Wa

***Registered office and principal place of business
in the PRC:***

No. 60 Middle Section of
Huangshan Avenue,
New Northern Zone,
Chongqing City, the PRC

Principal place of business in Hong Kong:

Room 1204-06, 12th Floor,
The Chinese Bank Building,
61 Des Voeux Road Central,
Central, Hong Kong

8 October 2025

To the Shareholders

Dear Sir or Madam,

- 1. PROFIT DISTRIBUTION PLAN FOR THE
SIX MONTHS ENDED 30 JUNE 2025;**
- 2. AMENDMENTS TO THE RULES OF PROCEDURE OF
GENERAL MEETING OF THE COMPANY;**
- 3. AMENDMENTS TO THE ADMINISTRATION MEASURES FOR
DIRECTORS' REMUNERATION OF THE COMPANY;**
- 4. AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE
COMPANY AND ABOLITION OF SUPERVISORY COMMITTEE; AND**
- 5. NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you the notice of the Extraordinary General Meeting and to provide you with information regarding certain resolutions to be proposed at the Extraordinary General Meeting to enable you to make an informed decision on whether to vote for or against those resolutions at the Extraordinary General Meeting.

* For identification purposes only

LETTER FROM THE BOARD

2. PROFIT DISTRIBUTION PLAN FOR THE SIX MONTHS ENDED 30 JUNE 2025

As disclosed in the announcement of the Company dated 20 August 2025, the Board has recommended the payment of an interim dividend of RMB0.01 per share (tax inclusive) for the six months ended 30 June 2025.

In light of the fact that the foundation of domestic economic recovery is still unstable, combined with the actual circumstances of the Company's technological innovation, increased investment in new energy projects and rising capital expenditure, we recommend a cash dividend of RMB0.01 per share (tax inclusive) based on the total share capital of 3,684,640,154 shares as at the end of June 2025. The total amount of dividend to be distributed will be RMB36,846,401.54 (tax inclusive) this time.

Subject to the approval by Shareholders at the forthcoming Extraordinary General Meeting, the proposed interim dividend will be paid on 25 November 2025 to Shareholders whose names appear on the register of members of the Company on 11 November 2025. In order to ascertain the entitlements of the Shareholders to receive the interim dividend, the register of members of the Company will be closed from Tuesday, 4 November 2025 to Tuesday, 11 November 2025 (both days inclusive), during which period no transfer of shares will be registered. All transfer documents accompanied by share certificates must be lodged at our H Share Registrar at Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 3 November 2025.

3. AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETING OF THE COMPANY

In accordance with the laws and regulations such as the Company Law of the People's Republic of China and the Articles of Association, combined with the actual circumstances of the Company, amendments are hereby made to the Rules of Procedure of General Meeting (the "Rules").

The major amendments are as follows:

- (1) Deletion of all the provisions in the Rules which are related to the Supervisory Committee and the Supervisors;
- (2) The Audit and Risk Management Committee of the Board is renamed as the Audit Committee, and the Audit Committee shall exercise the powers of the Supervisory Committee as stipulated in the Company Law of the People's Republic of China;
- (3) The phrase "general meeting(s)" is uniformly amended to "shareholders' meeting(s)".

The amended Rules shall take effect from the date of approval at the forthcoming Extraordinary General Meeting.

The English translation of the Rules is for reference only. In the event of any discrepancy between the English and Chinese versions, the Chinese version shall prevail.

LETTER FROM THE BOARD

4. AMENDMENTS TO THE ADMINISTRATION MEASURES FOR DIRECTORS' REMUNERATION OF THE COMPANY

In accordance with the laws and regulations such as the Company Law of the People's Republic of China and the Articles of Association, and in order to further motivate our Independent Directors and enhance our operating and management efficiency, amendments are proposed to be made to the "Administration Measures for Director's Remuneration" (the "Measures"). The major amendments are as follows:

(1) Deletion of provisions related to the Supervisors

- ① The title "Administration Measures for Directors and Supervisors' Remuneration" is revised to "Administration Measures for Directors' Remuneration";
- ② All the provisions in the Measures related to the Supervisory Committee and Supervisors are deleted.

(2) Adjustment of Directors' Remuneration

The remuneration of Independent Non-executive Directors in the PRC will be adjusted from RMB7,000 per person per month to RMB10,000 per person per month.

The revised Measures will take effect and be implemented from the date of approval at the forthcoming Extraordinary General Meeting.

5. AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY AND ABOLITION OF SUPERVISORY COMMITTEE

In accordance with the Company Law of the People's Republic of China and taking into account the actual needs of development of the Company, amendments are proposed to be made to the Articles of Association of the Company. The major amendments are as follows:

- (1) The Company will no longer establish the Supervisory Committee and Supervisors. All provisions in the Articles of Association which are related to the Supervisory Committee and Supervisors are deleted;
- (2) The Audit and Risk Management Committee under the Board will be renamed as the Audit Committee, and the Audit Committee will exercise the powers of the Supervisory Committee as stipulated in the Company Law of the People's Republic of China;
- (3) Addition of a new section titled "Audit Committee of the Company" to clarify the composition structure, term of office of the members, powers of the Committee and Rules of Procedure of the Audit Committee;
- (4) The phrase "general meeting(s)" is uniformly amended to "shareholders' meeting(s)" in the Articles of Association.
- (5) The legal representative, being the chairman of the Company, is amended to "The Company's legal representative is the Director who executes the affairs of the Company on behalf of the Company".

The English translation of the Articles of Association is for reference only. In the event of any discrepancy between the English and Chinese versions, the Chinese version shall prevail.

LETTER FROM THE BOARD

6. NOTICE OF THE EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Extraordinary General Meeting is set out on pages 31 to 32 of this circular. At the Extraordinary General Meeting, resolutions will be proposed to approve, inter alia, profit distribution plan for the six months ended 30 June 2025, amendments to the Administration Measures for Directors' Remuneration, amendments to the Rules of Procedure of General Meeting, amendments to the Articles of Association and abolition of Supervisory Committee.

A form of proxy for use at the Extraordinary General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.chinacqme.com). Whether or not you intend to attend the Extraordinary General Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Extraordinary General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the Extraordinary General Meeting and voting in person if you so wish.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, none of the Directors or Shareholders has a material interest in the resolutions to be proposed at the Extraordinary General Meeting and no Shareholder is required to abstain from voting on any of the resolutions at the Extraordinary General Meeting.

7. PROCEDURES FOR VOTING AT THE EXTRAORDINARY GENERAL MEETING

According to Rule 13.39(4) of the Listing Rules, any vote at an extraordinary general meeting must be taken by poll.

8. RECOMMENDATION

The Directors consider that all resolutions to be proposed for consideration and approval by Shareholders at the Extraordinary General Meeting are in the best interests of the Company and Shareholders as a whole.

Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the resolutions to be proposed at the Extraordinary General Meeting as set out in the notice of the Extraordinary General Meeting.

Yours faithfully,
By Order of the Board
Chongqing Machinery & Electric Co., Ltd.*
Yue Xiangjun
Executive Director and General Manager
(performing duties and powers of the Chairman of the Board)

* For identification purposes only

**Chongqing Machinery & Electric Co., Ltd.*
(重慶機電股份有限公司)**

Rules of Procedure of ~~General Meeting~~Shareholders' Meeting

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to safeguard the legitimate rights and interests of Chongqing Mechanical & Electrical Co., Ltd. (the “Company”) and its shareholders, clarify the duties and powers of the ~~general meetings~~shareholders' meeting and ensure that the ~~general meetings~~shareholders' meeting exercises its powers in accordance with the laws, these Rules are formulated in accordance with the laws, regulations and rules such as the Company Law of the People's Republic of China (the “Company Law”), the Code of Corporate Governance for Listed Companies, the Opinions on Regulating the ~~General Meetings~~Shareholders' Meetings of Listed Companies as well as the Articles of Association of Chongqing Machinery & Electric Co., Ltd. (the “Articles of Association”).

Article 2 These Rules apply to the ~~general meetings~~shareholders' meetings of the Company, including annual and extraordinary ~~general meetings~~shareholders' meetings, and are binding on the Company and its shareholders, proxies of shareholders attending the ~~general meetings~~shareholders' meetings, directors, ~~supervisors~~ and other non-voting participants who are present at the ~~general meetings~~shareholders' meetings.

Article 3 The Board shall strictly abide by all the provisions of the Company Law, the Articles of Association and other relevant regulations regarding the convening of ~~general meetings~~shareholders' meetings, and shall conscientiously and punctually organize the ~~general meetings~~shareholders' meetings. All directors of the Company are subject to a duty of good faith in the proper convening of ~~general meetings~~shareholders' meeting and may not obstruct the ~~general meetings~~shareholders' meeting from exercising its powers in accordance with the law.

CHAPTER 2 NATURE AND POWERS OF THE ~~GENERAL MEETINGS~~
SHAREHOLDERS' MEETINGS

Article 4 The ~~general meetings~~shareholders' meeting is the organ of authority of the Company.

Article 5 The ~~general meetings~~shareholders' meeting shall exercise its powers in accordance with the laws, regulations and the Articles of Association.

CHAPTER 3 CONDITIONS OF CONVENING THE ~~GENERAL MEETINGS~~
SHAREHOLDERS' MEETINGS

Article 6 ~~General meetings~~Shareholders' meetings are classified into annual ~~general meetings~~shareholders' meetings and extraordinary ~~general meetings~~shareholders' meetings.

Article 7 Annual ~~general meetings~~shareholders' meetings shall be held once a year within six months after the end of the previous accounting year.

Article 8 In the event of any of the following circumstances specified in (1), (2), (4) or (6) below, the Board shall convene an extraordinary ~~general meetings~~shareholders' meeting within two months of the occurrence of the event. In the event of any of the following circumstances specified in (3) or (5) below, the Board shall convene or decide whether to convene an extraordinary ~~general meetings~~shareholders' meeting in accordance with the Articles of Association upon the occurrence of the event.

APPENDIX I AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETING

- (1) the number of Board members is less than the minimum number prescribed by the Company Law, or less than two-thirds of the number prescribed in the Articles of Association;
- (2) the unrecovered losses of the Company amount to one-third of its total share capital;
- (3) any shareholder(s) who individually or jointly hold(s) 10% or more of the shares of the Company request(s) in writing for the convening of an extraordinary ~~general meetings~~shareholders' meeting;
- (4) when deemed necessary by the Board;
- (5) the ~~Supervisory Committee proposes to convene a meeting~~Audit Committee proposes to convene a meeting;
- (6) two or more independent non-executive directors ("Independent Director(s)") proposes to the Board.

The number of shares held as referred to in item (3) above shall be calculated on the date the shareholder submits the written request.

Article 9 If the number of Board members is less than the minimum number prescribed by the Company Law or less than two-thirds of the number prescribed by the Articles of Association, or if the unrecovered losses of the Company amount to one-third of its total share capital and the Board fails to convene an extraordinary ~~general meetings~~shareholders' meeting within the prescribed period, the ~~Supervisory Committee~~Audit Committee or shareholders may convene an extraordinary ~~general meetings~~shareholders' meeting by itself/themselves.

Article 10 When shareholder(s) who individually or jointly hold(s) 10% or more of the total voting rights of the Company ("Proposing Shareholder(s)") ~~or the Supervisory Committee proposes~~ or Independent Director(s) request(s) the Board to convene an extraordinary ~~general meetings~~shareholders' meeting, a written proposal containing a complete list of the agenda items and the particulars shall be submitted to the Board. The Proposing Shareholder(s) and Independent Director(s) ~~or Supervisory Committee~~ shall ensure that the proposals are in compliance with the laws, regulations and Articles of Association.

CHAPTER 4 NOTICE OF GENERAL MEETINGSSHAREHOLDERS' MEETINGS

Article 11 The Company shall issue a written notice 20 days before convening an annual ~~general meetings~~shareholders' meeting. The Company shall issue a written notice 15 days before convening an extraordinary ~~general meetings~~shareholders' meeting, notifying all registered shareholders of the matters to be considered at the meeting, the date, time, location of the meeting and the record date. The location of the ~~general meetings~~shareholders' meeting shall be the domicile of the Company or other specific location notified by the convener of the ~~general meetings~~shareholders' meeting.

Article 12 Unless otherwise required by the relevant laws, regulations, regulatory documents, the securities regulatory authority where the Company's shares are listed or Articles of Association, notice of the ~~general meetings~~shareholders' meeting shall be made to shareholders (regardless of whether they have voting rights at the ~~general meetings~~shareholders' meeting) by way of a public announcement.

The announcement referred to in the preceding paragraph means the publication on the designated website of the Hong Kong Stock Exchange and the Company's website before the deadline prescribed by applicable laws and regulations, the Articles of Association and these Rules of Procedure. Once publication is made, all shareholders (domestic and foreign) shall be deemed to have received the notice of the ~~general meetings~~shareholders' meeting.

Article 13 Notice of the ~~general meetings~~shareholders' meeting shall include the following and comply with the relevant provisions in the Articles of Association:

- (1) be in written form;
- (2) specify the venue, date and time of meeting;
- (3) the record date for shareholders who are entitled to attend the ~~general meetings~~shareholders' meeting;
- (4) name and telephone number of the permanent contact person for the meeting;
- (5) a description of the matters to be discussed at the meeting;
- (6) specify explicitly in plain language that shareholders who are entitled to attend and vote have the right to appoint one or more proxies to attend and vote on their behalf, who need not be shareholders;
- (7) specify the time and place for delivery of proxy forms;
- (8) other particulars required by laws, regulations, regulatory provisions, self-regulatory rules, the Articles of Association and other relevant provisions.

Article 14 The Board shall provide a list of the matters to be discussed at the forthcoming ~~general meetings~~shareholders' meeting in the notice convening the ~~general meetings~~shareholders' meeting and all the proposals put forward by the Board should be disclosed adequately. For any proposal which involves making changes to matters resolved at the previous ~~general meetings~~shareholders' meeting, the content of the proposal shall be complete and shall not merely list the amendments.

Matters listed under "Other Matters" without specific content may not be regarded as proposals and shall not be voted on at the ~~general meetings~~shareholders' meeting.

Article 15 After the Board issues a notice convening a ~~general meetings~~shareholders' meeting, the ~~general meetings~~shareholders' meeting may not be postponed or cancelled without justifiable reasons. If the Company has to postpone a ~~general meetings~~shareholders' meeting due to special reasons, it shall issue a notice of postponement at least two business days before the originally scheduled date of meeting. In the event of an postponement or cancellation, the Board shall describe the reasons and announce the date of the postponed meeting in the notice of postponement.

Notwithstanding the postponement of a ~~general meetings~~shareholders' meeting by the Company, the record date for ascertaining the right of the shareholders to attend the ~~general meetings~~shareholders' meeting which is specified in the original notice may not be changed.

Article 16 The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of an extraordinary ~~general meetings~~shareholders' meeting within 10 days of the receipt of the proposal(s). In the event that the Board agrees to convene an extraordinary ~~general meetings~~shareholders' meeting, it shall serve a notice of the ~~general meetings~~shareholders' meeting within five days after such resolution is made by the Board. Any changes to the original proposal(s) in the notice shall be subject to the consent of the proposer. In the event that the Board disagrees to convene an extraordinary ~~general meetings~~shareholders' meeting, or no reply is made within 10 days upon the receipt of the proposal(s), the Board is deemed to be unable or fail to perform its duty of convening a ~~general meetings~~shareholders' meeting, in which case the ~~Supervisory Committee~~Audit Committee shall convene and preside over such meeting promptly. If the ~~Supervisory Committee~~Audit Committee does not convene and preside over the meeting, shareholder(s) who individually or jointly hold more than 10% of the shares of the Company for more than 90 consecutive days may convene and preside over the meeting by himself/themselves.

Article 17 If Proposing Shareholder(s) decide(s) to convene an extraordinary ~~general meetings~~shareholders' meeting by himself/themselves, he/they shall notify the Board in writing and issue a notice convening an extraordinary ~~general meetings~~shareholders' meeting. In addition to complying with the relevant provisions of the Articles of Association, the content of the notice shall also comply with the following provisions:

- (1) New content may not be added to the proposal(s). Otherwise, the Proposing Shareholder(s) shall submit the request of convening a ~~general meetings~~shareholders' meeting to the Board in accordance with the above procedure again;
- (2) The location of meeting shall, in principle, be in the city where the Company is located.

CHAPTER 5 AGENDA AND PROPOSALS OF GENERAL MEETINGS SHAREHOLDERS' MEETINGS

Article 18 The agenda (motions) for a ~~general meetings~~shareholders' meeting shall be determined by the Board at a Board meeting (or ad hoc Board meeting) held prior to the ~~general meetings~~shareholders' meeting and shall be notified in writing to the shareholders. The agenda items shall be determined by the Board based on the motions which are required to be submitted to the ~~general meetings~~shareholders' meeting for consideration and approval pursuant to the Articles of Association and these Rules, as well as the proposals submitted by the shareholders in accordance with the law.

Article 19 When the Company convenes a ~~general meetings~~shareholders' meeting, shareholder(s) individually or jointly holding 1% or more of the total voting shares of the Company is/are entitled to put forward ad hoc proposal in writing and submit to the Board 10 days before the convening of the ~~general meetings~~shareholders' meeting. The Board shall notify other shareholders within two days after receiving the proposal and submit the ad hoc proposal to the ~~general meetings~~shareholders' meeting for consideration, except where the ad hoc proposal violates the laws, administrative regulations or the Articles of Association, or does not fall within the scope of the terms of reference of the ~~general meetings~~shareholders' meeting.

Except as referred to in the preceding paragraph, after a notice of the ~~general meetings~~shareholders' meeting has been issued, the Board may not amend the proposals or add any new proposal in the notice of the ~~general meetings~~shareholders' meeting.

Article 20 The secretary of the Board of the Company is responsible for collecting proposals from the ~~Supervisors, Independent Directors and the Audit Committee~~, and submitting to the Board for consideration and approval first before putting forward as proposals for consideration at the ~~general meetings~~shareholders' meeting.

APPENDIX I AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETING

The proposals must meet the following requirements:

- (1) The content must comply with laws, regulations and the Articles of Association and fall within the scope of duties of the ~~general meetings~~shareholders' meeting;
- (2) Contain clear agenda items and specific matter to be resolved;
- (3) Submit in writing to the Board.

Article 21 With respect to the ad hoc proposals submitted to the annual ~~general meetings~~shareholders' meeting as described in the preceding Article, the Board shall review the proposals in accordance with the following principles:

- (1) **Relevance.** The Board shall review the proposals of the shareholders. If proposals involve matters that are directly related to the Company and fall within the terms of reference of the ~~general meetings~~shareholders' meeting as stipulated by laws, regulations and the Articles of Association, they shall be submitted to the ~~general meetings~~shareholders' meeting for discussion. Proposals that do not meet the above requirements shall not be submitted to the ~~general meetings~~shareholders' meeting for discussion. If the Board decides not to submit a proposal of the shareholders for voting at the ~~general meetings~~shareholders' meeting, it shall provide an explanation and clarification at such ~~general meetings~~shareholders' meeting.
- (2) **Procedural.** The Board may make decisions on procedural issues related to the proposals of shareholders. If a proposal is to be split or merged when voting, the consent of the original proposer has to be obtained. If the original proposer disagrees with the change, the Chairman of the ~~general meetings~~shareholders' meeting may submit the procedural issue to the ~~general meetings~~shareholders' meeting for making a decision, and the proposal shall be discussed in accordance with the procedure determined by the ~~general meetings~~shareholders' meeting.

Article 22 The Board shall act in the best interests of the Company and its shareholders when reviewing proposals submitted to the ~~general meetings~~shareholders' meeting.

Article 23 If Proposing Shareholder(s) object(s) to the Board's decision of excluding his/their proposal in the agenda of the ~~general meetings~~shareholders' meeting, the shareholder(s) may, subject to the relevant provisions of the Articles of Association, request(s) to convene an extraordinary ~~general meetings~~shareholders' meeting in accordance with the procedure set forth in such Article.

Article 24 If any proposal involves investment, disposal of property, mergers and acquisitions and so forth, the details of the matter, including the amount involved, price (or valuation method), book value of assets, impact on the Company, approval status, and whether connected transactions are involved should be fully explained. If asset appraisal or audit has to be conducted or an independent financial advisor report is required in accordance with relevant regulations, the Board shall publish the status of asset appraisal, audit result or independent financial advisor report in accordance with the Listing Rules of the Stock Exchange.

Article 25 If the Board proposes to change the purposes of fund raising, the reasons for changing the purposes of fund raising, brief description of the new project and its future impact on the Company should be stated in the notice of convening the ~~general meetings~~shareholders' meeting.

Article 26 For any matter involving additional share issuance, rights issue and other matters which requires the approval of the China Securities Regulatory Commission, a special proposal shall be submitted in each case separately.

Article 27 After reviewing and approving the annual report, the Board shall make a resolution on the profit distribution plan and submit it as a proposal to the annual ~~general meetings~~shareholders' meeting. When the Board proposes a plan of capitalization of reserve into share capital, a detailed explanation of the reasons for capitalization shall be disclosed in the announcement. When announcing a share distribution or capitalization of reserve into share capital, the earnings per share and net asset value per share before and after the distribution or capitalization, as well as the impact on the Company's future development shall be disclosed.

Article 28 The appointment of an accounting firm shall be proposed by the Board. When the Board proposes to terminate or not renew the contract with an accounting firm, it shall notify the accounting firm in advance and explain the reasons to the ~~general meetings~~shareholders' meeting. The accounting firm has the right to express its views to the ~~general meetings~~shareholders' meeting.

In the event that the Board terminates the appointment of an accounting firm for legitimate reasons during a time when a meeting is not held, it may appoint other accounting firm as a temporary replacement provided that such appointment shall be ratified and approved in the forthcoming ~~general meetings~~shareholders' meeting.

If an accounting firm resigns, the Board shall explain the reasons at the forthcoming ~~general meetings~~shareholders' meeting. The resigning accounting firm is obliged to, in writing or by sending a representative to attend the ~~general meetings~~shareholders' meeting, explain to the ~~general meetings~~shareholders' meeting whether there is any misconduct on the part of the Company.

Article 29 A list of nominations for directors ~~or supervisors~~ are submitted by way of proposal to be resolved at a ~~general meetings~~shareholders' meeting.

The Board and shareholder(s) who individually or jointly hold more than 1% of the total number of outstanding voting shares of the Company shall have the right to nominate candidates for directors (excluding Independent Directors, the same applies in this Article). The number of candidates for each proposal shall not exceed the number of Directors specified in the Articles of Association. ~~The Supervisory Committee and shareholder(s) who individually or jointly hold more than 1% of the total number of outstanding voting shares of the Company shall have the right to nominate candidates for election as Supervisors. The number of candidates for each proposal shall not exceed the number of Shareholders' representatives sitting on the Supervisory Committee as specified in the Articles of Association.~~

The proposer shall provide the Board with the brief biographies, basic information and relevant supporting documents of the candidates, which shall be reviewed by the Board. Proposals which comply with the relevant laws, regulations and the Articles of Association shall be submitted to the ~~general meetings~~shareholders' meeting for discussion. Proposals which are not in compliance with the aforesaid requirement will not be submitted to the ~~general meetings~~shareholders' meeting for discussion, and should be explained and clarified at the ~~general meetings~~shareholders' meeting.

The Board shall provide shareholders with the brief biographies and basic information of the candidates for Directors ~~and Supervisors~~.

Article 30 The procedure for nomination of Independent Directors are as follows: the Board; ~~Supervisory Committee~~ and shareholder(s) who individually or jointly hold more than 1% of the issued shares of the Company may nominate candidates for Independent Directors. The nominator of an Independent Director should obtain the consent of the nominee before making the nomination, and shall be fully aware of such particulars of the nominee as his occupation, academic qualification, professional title, detailed work experience and all information regarding his positions held concurrently and be responsible for providing to the Company his opinions in relation to the nominee's qualification as an Independent Director and independence. The nominee shall make a public announcement stating that there exists no relationship between the Company and him/her that affects his/her independent and objective judgment.

Before the ~~general meetings~~shareholders' meeting is convened for the election of Independent Directors, the Company shall announce the abovementioned information in accordance with the relevant requirements.

Article 31 The Board shall provide each shareholder (or shareholder's proxy), Director; ~~Supervisor~~; and other senior management personnel attending the ~~general meetings~~shareholders' meeting with a copy of the documents including the agenda, motions of the meeting, relevant background information and voting ballots in respect of the issues to be discussed at the meeting, so as to ensure that the attendees understand the issues under consideration and can make accurate judgment. When the Proposing Shareholder(s) decide(s) to convene a ~~general meetings~~shareholders' meeting by himself/ themselves, the Proposing Shareholder(s) shall provide documents and information in accordance with the above requirements.

CHAPTER 6 ELIGIBILITY AND REGISTRATION OF SHAREHOLDERS ATTENDING THE ~~GENERAL MEETING~~SHAREHOLDERS' MEETINGS

Article 32 The Board shall designate a date as the record date. The registered shareholders at the close of the record date shall be the shareholders who are entitled to attend the ~~general meetings~~shareholders' meeting.

Article 33 A shareholder may attend the ~~general meetings~~shareholders' meeting in person or appoint a proxy to attend and vote on his/her behalf. A shareholder shall appoint a proxy in writing. The instrument to appoint a proxy shall be in writing and signed by the principal or his/her attorney duly authorized in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its duly authorized attorney. Any shareholder entitled to attend and vote at a shareholders' meeting shall have the right to appoint one or more persons (who need not be shareholders) as their proxies to attend and vote on their behalf. When a shareholder appoints a proxy to attend a shareholders' meeting, the matters for entrustment, scope of authorization and the validity period shall be clearly stated. The proxy shall submit a proxy form to the Company and exercise voting rights within the scope of authorization.

Article 34 Shareholders who wish to attend a ~~general meetings~~shareholders' meeting shall register at the date and location specified in the notice.

- (1) Where a corporate shareholder is represented by its legal representative at the meeting, the legal representative shall produce his/her identification card;
- (2) Where a corporate shareholder is represented by a proxy other than its legal representative, the proxy shall produce his/her identification card, proxy form affixed with the common seal or signed by the legal representative (original);
- (3) Where a natural person shareholder attends the meeting in person, he/she shall produce his/her identification card;
- (4) Where a natural person shareholder is represented by a proxy at the meeting, the proxy shall produce a copy of the identification card of the principal, the power of attorney signed in the principal's own hand (original) and the identification card of the proxy;

- (5) If a proxy delegates a third party to attend the meeting on behalf of a shareholder (including corporate shareholder or natural person shareholder, i.e., the principal), a copy of the principal's identification card or business license, the power of attorney in writing which is stamped or signed and notarized by the principal authorizing the proxy to delegate the third party to attend a meeting, and the third party's identification card shall be produced;
- (6) The attendees of the meeting shall present the aforementioned power of attorney (original) and their original identification cards to the registration office of the meeting, along with the aforementioned supporting documents.

Shareholders residing in other locations may register by letter or fax, and the letter or fax must include the aforementioned documents and information.

Article 35 A power of attorney issued by a shareholder authorizing another person to attend a ~~general meeting~~shareholders' meeting shall contain the following:

- (1) the name of the proxy;
- (2) whether the proxy has voting rights;
- (3) instructions on whether to vote in favour of, against, recusing or abstaining from voting on every issue included in the agenda of the ~~general meeting~~shareholders' meeting, save for the circumstance under which the securities registration and clearing institution, acting as the nominal holder of shares under the Mainland-Hong Kong Stock Connect, makes a declaration according to the intentions of the de facto holders;
- (4) whether the proxy has voting rights on ad hoc proposals that may be included in the agenda of the ~~general meeting~~shareholders' meeting, and if yes, specific instructions on how to exercise such voting rights;
- (5) the date of issuance and validity period of the power of attorney;
- (6) the signature (or common seal) of the principal. If the principal is a corporate shareholder, the common seal of the legal person shall be affixed.

The proxy form shall state clearly whether the proxy shall be entitled to vote at his/her discretion in the absence of specific instructions from the shareholder.

Article 36 The eligibility of an attendee of meeting shall be deemed invalid if the evidence produced involves one of the following conditions:

- (1) the identification card of the principal or attendee of the meeting is found to be forged, expired, altered or the digits in the identity card number are incorrect, which does not comply with the provisions of the Resident Identity Card Regulations and its implementing rules;
- (2) the information on the identification card produced by the principal or attendee of the meeting is illegible;

- (3) where multiple proxies are appointed by the same shareholder to attend the meeting but the signatures on the power of attorney are obviously inconsistent;
- (4) the signature on the power of attorney faxed in for registration and the signature on the original copy of the power of attorney produced when attending the meeting are obviously inconsistent;
- (5) lack of signature or common seal of the principal on the power of attorney;
- (6) the relevant evidence produced by the principal or his/her proxy attending the meeting obviously contravenes the relevant provisions of the laws, regulations and the Articles of Association.

Article 37 Where the principal or his/her proxy is ineligible for attending the meeting as a result of irregularities of the principal's authorization or the fact that the relevant documents submitted by his/her proxy evidencing the legitimate identity of the principal or the authorization do not comply with the laws, regulations or the Articles of Association, the legal consequences so arising shall be borne by the principal or his/her proxy.

CHAPTER 7 MEETING ATTENDANCE SIGN-IN

Article 38 The attendance sheet of the attendees shall be prepared by the Company. The attendance sheet shall specify the names of the attendees (or the entity name) and the names of the principals (or the entity name).

Article 39 Registered shareholders shall present their identification documents and sign on the attendance sheet.

In principle, unregistered shareholders are not permitted to attend such ~~general meetings~~shareholders' meeting. However, with the special approval of the Chairman of the meeting, shareholders who submit the documents specified in Chapter 6 of these Rules and, upon review and confirmation that they meet the requirements set forth in the notice of the meeting, may sign on the attendance sheet and attend such ~~general meetings~~shareholders' meeting.

Article 40 Shareholders shall enter the venue of meeting before the meeting begins. Any shareholder who enters the venue during the course of a meeting must obtain the permission of the Chairman of the meeting.

CHAPTER 8 PROCEDURES OF THE ~~GENERAL MEETING~~SSHAREHOLDERS' MEETINGS

Article 41 A ~~general meetings~~shareholders' meeting shall be convened by the Board in accordance with the laws and presided over and chaired by the Chairman of the Board. If the Chairman of the Board is unable to perform his duties or fails to perform his duties, a Director elected by a majority of the Directors shall preside over and chair the meeting. If a Director is unable to be elected by a majority of the Directors to preside over and chair the meeting, the shareholders present at the meeting shall jointly nominate a shareholder to preside over and chair the meeting. If a shareholder is unable to be elected to preside over and chair the meeting for any reasons, the shareholder (or his proxy) holding the most voting shares who is present at the meeting shall preside over and chair the meeting.

APPENDIX I AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETING

Article 42 In respect of extraordinary ~~general meetings~~shareholders' meetings convened at the request of shareholders, the Board and the Board secretary shall perform their duties conscientiously. The Board shall ensure the orderly conduct of the meeting, with reasonable expenses borne by the Company. The procedure of convening the meeting shall comply with the following provisions:

- (1) the meeting shall be convened by the Board. The Board Secretary must attend the meeting. The Directors ~~and Supervisors~~ shall attend the meeting. The Chairman shall preside over the meeting. Where the Chairman is unable to perform his duties or fails to perform his duties, the provisions of ~~Article 44~~Article 41 of these Rules shall apply;
- (2) the Board shall engage a solicitor qualified to practise in China or a solicitor qualified to practise in Hong Kong to issue a solicitor's attestation opinion;
- (3) the procedure for convening the meeting shall comply with the relevant provisions of the Articles of Association.

Where shareholders propose to convene an extraordinary ~~general meetings~~shareholders' meeting but the Board or ~~Supervisory Committee~~Audit Committee fails to convene the meeting in accordance with the Articles of Association, the Proposing Shareholder(s) shall convene the meeting by himself/themselves and appoint a representative to preside over the meeting. Where shareholders convene and hold a meeting due to the failure of the Board or ~~Supervisory Committee~~Audit Committee to convene the meeting in compliance with the aforementioned requirements, the reasonable expenses incurred shall be borne by the Company and shall be deducted from the sums owed by the Company to the negligent Directors.

Article 43 The Chairman of the meeting shall declare that the meeting begins at the scheduled time. However, in any of the following circumstances, the Chairman may declare that the meeting starts after the scheduled time: (1) Directors ~~and Supervisors~~ are not present; (2) there are other significant reasons.

Article 44 After the Chairman of the meeting declares the meeting starts, the Chairman shall first announce to the shareholders present at the ~~general meetings~~shareholders' meeting the status of the attending shareholders and their proxies, and the voting shares represented by them.

Article 45 The meeting is presided over by the Chairman and proceeds, item by item, in the order of the agenda items and proposals. The Chairman may, depending on the actual circumstances, adopt a method of first reporting and then centralized deliberation and centralized voting on the agenda. For more complex issues, it is also possible to adopt a method of reporting item by item and deliberating and voting item by item. Reasonable time should be allowed for discussion on each issue in the ~~general meetings~~shareholders' meeting.

Article 46 (Deleted)

~~Article 46 At the annual general meetings~~shareholders' meeting, the Supervisory Committee shall read out the supervisory report on the Company's performance in the past year, which shall include:

- ~~(1) the status of examining the financial situation of the Company;~~
- ~~(2) the status of directors and senior management in performing their duties and the status of compliance with relevant laws, regulations, the Articles of association and the resolutions of the general meetings~~shareholders' meeting;

- (3) ~~other significant events that the Supervisory Committee deems necessary to be reported to the general meetingsshareholders' meeting. The Supervisory Committee may also issue opinions on proposals being considered at the general meetingsshareholders' meeting and submit independent reports, if deemed necessary.~~

Article 47 When deliberating on a topic, shareholders or their proxies should state their views clearly and concisely. They may raise questions and request for explanation and clarification on issues which is not addressed by the person making the report and that may affect their judgment or voting.

Article 48 Shareholders may make inquiries and suggestions on the content of the motions. The Chairman shall personally or designate the attending Directors ~~or Supervisors~~ or other relevant personnel to respond to or make explanation on the questions and suggestions of shareholders. The Chairman may refuse to answer a question under any of the following circumstances, but should give reasons to the questioner:

- (1) the question is not related to the subject matter;
- (2) the question is subject to investigation;
- (3) the question involves the Company's commercial secrets, which cannot be disclosed at a ~~general meetingsshareholders' meeting~~;
- (4) answering the question would be significantly detrimental to the common interests of shareholders;
- (5) other important reasons.

Article 49 When the matters relating to the connected transactions are being reviewed at a ~~general meetingsshareholders' meeting~~, the shareholders (including their proxies) who have affiliated relationship to such connected transaction may attend the ~~general meetingsshareholders' meeting~~ but shall declare such affiliated relationship on their own initiative. The affiliated shareholders may express their views to the shareholders present at the meeting in accordance with the procedure of the meeting, but they shall abstain from voting and the number of voting shares they represent shall not be counted in the total number of valid votes. In the motions of the ~~general meetingsshareholders' meeting~~, the status of voting of non-affiliated shareholders should be fully explained. If, due to special circumstances, an affiliated shareholder cannot recuse himself/herself, the Company may, after obtaining the unanimous consent of other non-affiliated shareholders, proceed with the vote according to normal procedures and provide detailed explanation in the motions of the ~~general meetingsshareholders' meeting~~. If affiliated shareholders should recuse themselves but fail to do so, non-affiliated shareholders may request that they do so. If affiliated shareholders explicitly express their recusal in respect of a proposal, such connected transaction will be reviewed and voted on by the other shareholders attending the ~~general meetingsshareholders' meeting~~. The voting results will have the same legal effect as other resolutions passed at the ~~general meetingsshareholders' meeting~~.

The above-mentioned special circumstances refer to:

- (1) the affiliated shareholder is the only shareholder present at the ~~general meetingsshareholders' meeting~~;
- (2) if an affiliated shareholder requests to participate in the voting on a proposal which is submitted to the ~~general meetingsshareholders' meeting~~, the other non-affiliated shareholders present at the ~~general meetingsshareholders' meeting~~ unanimously agree to allow the affiliated shareholder to participate in the voting;
- (3) other circumstances which the affiliated shareholder cannot recuse.

Article 50 When deliberating on a connected transaction at a ~~general meetings~~shareholders' meeting, the Chairman shall announce the names of the affiliated shareholders and give a brief description of the connected transaction. The Chairman shall then state whether the affiliated shareholders will participate in the voting. If an affiliated shareholder participates in the voting, such affiliated shareholder shall provide the reasons and details of the relevant department's approval. If an affiliated shareholder recuses and does not participate in the voting, the Chairman shall announce the aggregate number of voting shares held by the non-affiliated shareholders or their proxies who are present in the meeting and their percentage of the total shares of the Company, and then proceed to deliberation and voting.

Article 51 At an annual ~~general meetings~~shareholders' meeting, any shareholder present who objects to a motion may submit a separate ad hoc proposal in accordance with these Rules, which will be voted on and resolved together with the original proposal.

Article 52 Matters which are included in the agenda of a ~~general meetings~~shareholders' meeting shall be approved by voting. Each shareholder (including his/her proxy) shall vote in accordance with the number of voting shares represented, with each share having one vote. Voting shall be in the form of open ballot.

Article 53 At a ~~general meetings~~shareholders' meeting, each proposal listed on the agenda shall be voted on one by one, and no proposal shall be shelved or not voted on for any reason. Where different proposals are submitted in respect of the same matter at the annual ~~general meetings~~shareholders' meeting, the proposals shall be voted on in the order in which they are submitted.

Article 54 For any proposal regarding the election of Directors ~~and Supervisors~~ in a ~~general meetings~~shareholders' meeting, the candidates for each Director ~~and Supervisor~~ shall be voted on individually in accordance with the voting method stipulated in the Articles of Association. After the proposals for the re-election of Directors ~~and Supervisors~~ is approved, the newly elected Directors ~~and Supervisors~~ shall assume office immediately after the conclusion of the meeting.

Article 55 Matters which are not set out in the notice of extraordinary ~~general meetings~~shareholders' meeting shall not be voted on at the extraordinary ~~general meetings~~shareholders' meeting. When considering a proposal set out in the notice of extraordinary ~~general meetings~~shareholders' meeting, any alteration to such proposal is deemed a new proposal and shall not be put to a vote in such ~~general meetings~~shareholders' meeting.

Article 56 For the voting on each item to be considered at a ~~general meetings~~shareholders' meeting, at least two ~~shareholder representatives and one supervisor~~ shall participate in the process of vote counting the share registrar, as the scrutineer, shall count the votes, and the ~~counter of votes~~representative of scrutineer announces the voting result on the spot.

When considering connected transactions, the affiliated shareholder(s) shall not take part in counting the votes or scrutinizing the conduct of the poll.

Article 57 In accordance with the provisions of these Rules regarding the discipline of meetings, for shareholders who are ordered by the Chairman to leave the meeting before the poll and do not complete their ballot papers for reasons such as leaving the meeting venue during the course of a meeting, their shares shall not be counted in the total number of shares with valid voting rights represented by shareholders who are present in the meeting.

Article 58 If a ballot paper does not comply with the instructions for completing the ballot or if the handwriting is illegible, it shall be invalid and not counted in the total number of shares with valid voting rights represented by shareholders who are present in the meeting.

Article 59 For any person who is not legally and validly qualified to attend a meeting, the shareholder's rights (including but not limited to the votes cast) exercised by him/her or his/her proxy at the meeting shall be invalid. The invalid ballots resulting therefrom shall not be counted in the total number of shares with valid voting rights represented by shareholders who are present in the meeting.

CHAPTER 9 RESOLUTIONS AT THE ~~GENERAL MEETING~~SHAREHOLDERS' MEETINGS

Article 60 Resolutions of ~~general meetings~~shareholders' meeting shall be made for matters which are passed after voting. The resolutions are classified as ordinary resolutions and special resolutions in accordance with the Articles of Association. An ordinary resolution made at a ~~general meetings~~shareholders' meeting shall be consented and passed by more than one-half of the voting shares represented by the shareholders (including proxies) present at the ~~general meetings~~shareholders' meeting. A special resolution made at a ~~general meetings~~shareholders' meeting shall be consented and passed by more than two-thirds of the voting shares represented by the shareholders (including proxies) present at the ~~general meetings~~shareholders' meeting.

Article 61 The contents of all resolutions of the ~~general meetings~~shareholders' meeting shall comply with the provisions of the law and the Articles of Association. Directors who attend the meeting shall perform their duties faithfully, ensure the truthfulness, accuracy and completeness of the resolutions, and shall not use expressions that may cause ambiguity.

Article 62 Annual ~~general meetings~~shareholders' meetings and extraordinary ~~general meetings~~shareholders' meetings may be held in the form of physical meetings, online, by communication, electronically or by other voting methods.

Article 63 Where a resolution is passed at a ~~general meetings~~shareholders' meeting in respect of a connected transaction, if it is an ordinary resolution, it shall be passed by more than one-half of the voting rights held by the non-affiliated shareholders (including their proxies) present at the ~~general meetings~~shareholders' meeting; if it is a special resolution, it shall be passed by more than two-thirds of the voting rights held by the non-affiliated shareholders (including their proxies) present at the ~~general meetings~~shareholders' meeting.

Article 64 The Chairman of the meeting shall determine whether a resolution of the ~~general meetings~~shareholders' meeting is passed based on the voting results, and shall announce the voting results at the meeting. The voting result is recorded in the minutes of meeting.

Article 65 If the Chairman of the meeting has any doubt as to the result of a resolution submitted to a vote, the Chairman may count the votes cast; if the Chairman of the meeting does not count the votes, any shareholder or proxy present at the meeting who objects to the result announced by the Chairman of the meeting is entitled to request for vote counting immediately after the announcement of the voting result, and the Chairman of the meeting shall count the votes immediately.

Article 66 The Board of the Company shall engage lawyers qualified to practise in China or lawyers qualified to practise in Hong Kong to attend the ~~general meetings~~shareholders' meetings, issue opinions on the following matters and make an announcement:

- (1) Whether the convening and procedures for convening the ~~general meetings~~shareholders' meetings comply with the provisions of laws and regulations and the Articles of Association;
- (2) Verify the legality and validity of the qualifications of the persons attending the meeting;

APPENDIX I AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETING

- (3) Verify the eligibility of shareholder(s) who propose new resolution(s) at the annual ~~general meetings~~shareholders' meetings;
- (4) Whether the voting procedure of the ~~general meetings~~shareholders' meetings is legal and valid;
- (5) Legal opinion issued on other matters at the request of the Company.

The Board may also simultaneously engage a notary to attend the ~~general meetings~~shareholders' meetings and notarize relevant matters.

Article 67 The trading of the shares of the Company shall be suspended during the period when a ~~general meetings~~shareholders' meeting is convened. The Board shall ensure that the ~~general meetings~~shareholders' meeting is held continuously during reasonable working hours until a final resolution is reached. In the event that a ~~general meetings~~shareholders' meeting cannot be convened properly or a resolution cannot be made due to an event of force majeure or other extraordinary causes, the Board shall explain the reasons to the Stock Exchange and make an announcement, and the Board shall be obliged to take necessary measures to resume the convening of the ~~general meetings~~shareholders' meeting as soon as possible.

CHAPTER 10 DISCIPLINE OF ~~GENERAL MEETING~~SSHAREHOLDERS' MEETINGS

Article 68 Shareholders of the Company or their authorized proxies who have completed the registration formalities, Directors, ~~Supervisors~~, the Board Secretary, senior management, lawyers and notaries engaged and guests and journalists invited by the Board or the Proposing Shareholder(s) may attend the ~~general meetings~~shareholders' meeting. No other persons shall be admitted into the venue, and those who have already entered the venue shall be requested to leave the meeting.

Article 69 The Chairman of a meeting may order any of the following persons to leave the meeting:

- (1) any person who is not qualified to be present at the meeting;
- (2) any person who disrupts the order at the meeting;
- (3) any person who is dressed improperly or immorally;
- (4) any person who carries dangerous objects;
- (5) other circumstances requiring to withdraw from the meeting.

If any of the aforesaid persons disobey an order of withdrawal from the meeting, the Chairman of the meeting may assign personnel to forcibly remove them from the premises.

Article 70 When considering a proposal, only shareholders or their proxies shall have the right to speak. Other attendees may not ask questions or speak. Any of them wishing to make a statement shall raise his or her hand to seek the permission of the Chairman of the meeting before speaking from their seats or at the designated speaking area.

When multiple shareholders raise their hands and request to speak, the Chairman shall select one shareholder and call on him/her to speak.

The Chairman shall, depending on the circumstances, specify the speaking time limit and the number of times each person may speak. To ensure that shareholders fully enjoy their right to speak, shareholders shall not be interrupted during their designated time period.

The Chairman of ~~general meetings~~shareholders' meeting may refuse or prohibit any shareholder from speaking which is in contravention of the provisions of this Article.

Directors, ~~Supervisors~~, general manager, other senior management personnel of the Company and those approved by the Chairman may speak at the meeting.

Article 71 A shareholder or his/her proxy shall first introduce his or her shareholder status, the division or entity he/she represents and the number of shares held before expressing his/her views.

Article 72 The convening of ~~general meetings~~shareholders' meeting shall adhere to the principle of simplicity and frugality, and no additional benefits shall be granted to the shareholders (or their proxies) attending the meeting.

CHAPTER 11 MINUTES OF ~~GENERAL MEETING~~SSHAREHOLDERS' MEETINGS

Article 73 Minutes of a ~~general meetings~~shareholders' meeting shall be prepared. The minutes of meeting record the following:

- (1) the number of voting shares held by shareholders attending the ~~general meetings~~shareholders' meeting and its percentage to the total number of shares of the Company;
- (2) date and venue of convening the meeting;
- (3) the name of the Chairman of the meeting and the agenda of the meeting;
- (4) key points of each speaker's address on each matter under consideration;
- (5) the voting result for each matter put to a vote;
- (6) the inquiries and suggestions of shareholders and the answers or explanation made by the Board and ~~Supervisory Committee~~;
- (7) other matters that the ~~general meetings~~shareholders' meeting deems appropriate to be recorded in the minutes of the meeting or in accordance with the provisions of the Articles of Association.

Article 74 Resolutions of a ~~general meetings~~shareholders' meeting shall be signed by Directors attending the meeting and the recorder of minutes, and shall be kept by the Secretary of the Board as a part of the Company's records. The minutes of the ~~general meetings~~shareholders' meeting together with the attendance register of shareholders who are present at the physical meeting and the proxy forms, as well as valid information on the votes cast via the internet and otherwise shall be kept for a period of ten years. If the impact of a matter voted on at a ~~general meetings~~shareholders' meeting has lasted for over ten years, the relevant records shall be retained until the impact of such matter ceases to exist.

CHAPTER 12 CLOSING AND ADJOURNMENT OF MEETINGS

Article 75 The Chairman of the ~~general meetings~~shareholders' meeting shall have the right to announce that the meeting is temporarily adjourned in accordance with the progress of meeting and time arrangement. The Chairman of the meeting may also announce the adjournment when it is deemed necessary to do so.

Article 76 After the Chairman announces the voting result of all resolutions at the ~~general meetings~~shareholders' meeting and no shareholder raises any objection, the Chairman may then declare the meeting is closed.

**CHAPTER 13 IMPLEMENTATION OF RESOLUTIONS OF
~~GENERAL MEETING~~SHAREHOLDERS' MEETINGS AND
INFORMATION DISCLOSURE REQUIREMENTS**

Article 77 After a ~~general meetings~~shareholders' meeting of the Company is convened, information shall be disclosed in accordance with the Articles of Association and relevant laws and regulations. The content of information disclosure shall be reviewed by the Chairman in accordance with the relevant regulations and specifically implemented by the Board Secretary in accordance with the law.

Article 78 In the announcement on the resolutions of a ~~general meetings~~shareholders' meeting, the number of shareholders (and their proxies) attending the meeting, the total number of shares held (or represented) and the percentage to the total number of voting shares of the Company, the voting method, the voting result of each proposal and the opinions of the lawyers who are engaged should be specified. Resolutions made on shareholders' proposals shall specify the name of the Proposing Shareholder(s), the shareholding percentage and the content of the proposal.

Article 79 If a proposal is not passed at a meeting, or if the ~~general meetings~~shareholders' meeting makes changes to a resolution of the previous ~~general meetings~~shareholders' meeting, the Board shall give an account of this in the announcement on the resolutions of the ~~general meetings~~shareholders' meeting.

Article 80 Resolutions made at a ~~general meetings~~shareholders' meeting shall be executed by the Board and shall be handed over to the General Manager of the Company who will, depending on the content of resolutions, assign relevant personnel to coordinate and implement the resolutions thereof. For matters which are required by the resolutions of the ~~general meetings~~shareholders' meeting to be handled by the ~~Supervisory Committee~~Audit Committee, they should be directly organized and implemented by the ~~Supervisory Committee~~Audit Committee.

Article 81 After the ~~general meetings~~shareholders' meeting has approved the profit distribution plan or the capitalization of reserves into share capital, the Board shall complete the distribution (or capitalization) of dividends (or shares) within two months after the holding of the ~~general meetings~~shareholders' meeting.

Article 82 The General Manager shall report to the Board on the implementation of resolutions of a ~~general meetings~~shareholders' meeting, and the Board shall report to the next ~~general meetings~~shareholders' meeting. The implementation of matters involving the ~~Supervisory Committee~~Audit Committee shall be reported directly by the ~~Supervisory Committee~~Audit Committee to the ~~general meetings~~shareholders' meeting. The ~~Supervisory Committee~~Audit Committee may also notify the Board in advance if it deems necessary.

Article 83 The Chairman of the Company shall supervise and inspect the implementation of the resolutions of a ~~general meetings~~shareholders' meeting, other than those which are implemented by the ~~Supervisory Committee~~Audit Committee. When necessary, the Chairman may convene an extraordinary meeting of the Board to hear and consider the report on the status of implementation of the resolutions of the ~~general meetings~~shareholders' meeting.

APPENDIX I AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETING

Article 84 The Chairman or other Director authorized by the Chairman is primarily responsible for the disclosure of information by the Company to its shareholders and the public. The Board Secretary is the Company's designated media spokesperson.

CHAPTER 14 SUPPLEMENTARY PROVISIONS

Article 85 These Rules shall become effective after being considered and approved at the ~~general meetings~~shareholders' meeting.

Article 86 If these Rules contravene laws such as the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China and the Listing Rules or the Articles of Association, the aforementioned laws and regulations shall prevail.

Article 87 The Company shall amend these Rules under any of the following circumstances:

- (1) After the Company Law or relevant laws, administrative regulations or the Articles of Association is revised, the matters stipulated in these Rules are in conflict with such revised laws, administrative regulations or the Articles of Association;
- (2) The ~~general meetings~~shareholders' meeting decides to amend these Rules.

Article 88 Any amendments to these Rules shall be determined by the ~~general meetings~~shareholders' meeting, and the Board shall be authorized by the ~~general meetings~~shareholders' meeting to draft the proposed amendments, which shall become effective after being submitted and approved at the ~~general meetings~~shareholders' meeting.

Article 89 The power of interpretation of these Rules shall be vested in the Board.

Article 90 For the purposes of these Rules, references to "more than", "within" and "inclusive" include the indicated number, while "other than", "below", "over", "beyond", "exceed" and "less than" do not include the indicated number. "Day" refers to a natural day.

"Connected transaction" in these Rules has the meaning ascribed to it under the listing rules of the stock exchange where the Company's shares are listed.

In these Rules, "accounting firm" has the same meaning as "auditor".

In these Rules, the "State" refers to the People's Republic of China.

Before amendment	After amendment
Article 4	Article 4
The Company's legal representative is the Director ~~(namely the chairman of the Company)~~ who executes the affairs of the Company on behalf of the Company. If the chairman of the Board who serves as the legal representative resigns, he is deemed to have resigned as the legal representative at the same time. If the legal representative resigns, the Company shall determine a new legal representative within 30 days from the date of the legal representative's resignation.	The Company's legal representative is the Director who executes the affairs of the Company on behalf of the Company. If the chairman of the Board who serves as the legal representative resigns, he is deemed to have resigned as the legal representative at the same time. If the legal representative resigns, the Company shall determine a new legal representative within 30 days from the date of the legal representative's resignation.
Article 58	Article 58
The powers exercisable by the general meeting are as follows: (1) to elect and re-elect the Directors and to determine their remunerations; ~~(2) to elect and re-elect the supervisors not as employee representatives and to determine their remunerations;~~ (3) to consider and approve the report of the Board; ~~(4) to consider and approve the report of the Supervisory Committee;~~ (5) to consider and approve the Company's annual budget scheme and final accounts; 	The powers exercisable by the general meeting are as follows: (1) to elect and re-elect the Directors and to determine their remunerations; (2) to consider and approve the report of the Board; (3) to consider and approve the Company's annual budget scheme and final accounts;

Before amendment	After amendment
Article 83 (2) If the Board fails to issue a notice of such meeting within 30 days from the date of the receipt of the request, ~~the shareholders submitting such request may require the Supervisory Committee to convene an extraordinary general meeting pursuant to the requirement in the above subparagraph (1). If the Supervisory Committee fails to convene and preside over an extraordinary general meeting according to law within 5 days from the date of the receipt of the request, the shareholders submitting such request and individually or jointly holding 10% or more of the shares of the Company for more than 90 consecutive days may convene such a meeting by themselves within 4 months from the date of receipt of the request by the Board, following the procedure for convening such meeting by the Board as much as possible.~~ 	Article 83 (2) If the Board fails to issue a notice of such meeting within 30 days from the date of the receipt of the request, the shareholders submitting such request and individually or jointly holding 10% or more of the shares of the Company for more than 90 consecutive days may convene such a meeting by themselves within 4 months from the date of receipt of the request by the Board, following the procedure for convening such meeting by the Board as much as possible.
~~Chapter 13 Supervisory Committee of the Company~~	Chapter 13 Audit Committee of the Company
~~Article 121~~ ~~The Company shall establish a supervisory committee.~~	Article 121 The Company shall not establish a supervisory committee. The audit committee shall exercise the powers of the supervisory board as stipulated in the Company Law.
~~Article 122~~ ~~The supervisory committee comprises 5 supervisors, one of which acts as the chairman of supervisory committee. The term of office of supervisors shall be three years, renewable upon re-election.~~ ~~The appointment and dismissal of the chairman of the supervisory committee shall be passed by votes of more than two-thirds of its members.~~	Article 122 The audit committee comprises three or more non-executive directors, the majority of whom shall be independent non-executive directors. The Board has the right to adjust the number of members of the committee as necessary, subject to the requirements of regulatory provisions.

Before amendment**After amendment****~~Article 123~~**

~~The supervisory committee shall comprise one shareholder representatives, two independent supervisors (refer to supervisors who are independent of the shareholders and do not hold any internal positions in the Company) and two staff representatives. Appointment and removal of supervisors as shareholder representatives and independent supervisors shall be subject to election at the general meeting, while appointment and removal of supervisors as staff representatives shall be subject to democratic election at the staff representative meetings, staff meetings or by other way.~~

~~Supervisors elected as additional or supplemental supervisors at a general meeting or by staffs of the Company shall hold office from the effective date of such election to the expiry of the term of such session of the supervisory committee.~~

~~More than half of the external supervisors of the supervisory committee (refer to supervisors who do not have any positions in the Company, including supervisors who are representatives of shareholders and independent supervisors, the same below). The external supervisors shall report independently to the general meeting the performance of the senior management members of the Company in relation to their faithfulness and diligence.~~

~~The proportion of staff representatives in the supervisory committee shall not be less than one-third.~~

~~Article 124~~

~~None of the Directors, general manager and other senior management members may hold concurrent post of supervisor.~~

Article 123

The audit committee shall have a chairman, who shall be an independent non-executive director designated by the Board and responsible for presiding over the committee.

Article 124

The term of office of audit committee is consistent with that of the Board. Each member of the audit committee shall be eligible for re-election upon completion of his/her term of office. If any member ceases to be a non-executive director of the Company during the term, his/her membership in the committee shall lapse automatically, and the vacancy shall be filled by the person elected by the Board in accordance with the relevant provisions of the Company.

Before amendment

After amendment

~~Article 125~~

~~Meetings of the supervisory committee shall be held at least every six months. The supervisors may propose convening of extraordinary meeting of the supervisory committee.~~

~~Meetings of the supervisory committee shall be convened and presided over by the chairman of the supervisory committee; Should the chairman of the supervisory committee be unable to, or fail to perform his duties, a supervisor elected by more than half of the supervisors shall convene and preside over the meeting.~~

~~Article 126~~

~~The supervisory committee shall be accountable to the general meeting and exercise the following powers in accordance with law:~~

- ~~(1) to examine the Company's financial situation;~~
- ~~(2) to supervise Directors, the general manager and other senior management members in performing their duties to the Company and to propose dismissal of those who violate any laws, administrative regulations and the Articles of Association;~~
- ~~(3) to demand rectification from a Director, the general manager and any other senior management members when the acts of such persons are harmful to the Company's interest;~~

Article 125

Meetings of the audit committee shall be held at least twice every year. The chairman of the committee is responsible for convening and presiding over the meetings.

Article 126

The audit committee shall exercise the following powers in accordance with law:

- (1) to examine the Company's financial situation;
- (2) to supervise Directors, the general manager and other senior management members in performing their duties to the Company and to propose dismissal of those who violate any laws, administrative regulations and the Articles of Association;
- (3) to demand rectification from a Director, the general manager and any other senior management members when the acts of such persons are harmful to the Company's interest;

Before amendment	After amendment
~~(4) to verify the financial information such as the financial report, business report and plans for distribution of profits to be submitted by the Board to the general meetings and, should any queries arise, to engage, in the name of the Company, the certified public accountants and practicing auditors to conduct a re-examination;~~	(4) to propose the convening of an extraordinary shareholders' meeting and to convene and preside over the shareholders' meeting when the Board fails to perform such duties as specified under the Articles of Association;
~~(5) to propose the convening of an extraordinary general meeting and to convene and preside over the general meeting when the Board fails to perform such duties as specified under the Articles of Association;~~	(5) to put forward proposals to the shareholders' meeting;
~~(6) to put forward proposals to the general meeting;~~	(6) to take legal actions against Directors, general manager and other senior management members pursuant to provisions of Article 189 of the Company Law;
~~(7) to take legal actions against Directors, general manager and other senior management members pursuant to provisions of Article 189 of the Company Law;~~	(7) to supervise the Company's financial reporting system, internal control procedure and internal audit matters;
~~(8) to exercise other powers specified in the Articles of Association.~~	(8) to exercise other powers specified in the Articles of Association.
~~The supervisors shall attend the Board meetings as non-voting participants, and deliver enquiries or suggestions regarding resolutions passed at the Board meetings.~~	

Before amendment**After amendment****~~Article 127~~**

~~The notice of a meeting of the supervisory committee shall be served in writing to all members of the supervisory committee in person or through fax, express mail, registered mail or e-mail, etc. five (5) days before the date of the meeting.~~

~~Should a supervisor attend the meeting, and has not raised any issues of not having received such notice of the meeting prior to or at the meeting, such notice shall be deemed as sent out to him/her.~~

~~Resolutions of the supervisory committee shall be approved by a simple majority of all supervisors. Voting on resolutions of the supervisory committee shall be conducted on a one-person-one-vote basis.~~

~~Article 128~~

~~A supervisor shall attend the meeting of supervisory committee in person, or appoint in written other supervisor to attend the meeting on his/her behalf due to his/her absence. The name of the proxy, the matters for entrustment, the scope of authorization and the validity period shall be specified in the power of attorney which shall be signed and sealed by the appointing party.~~

~~The appointed supervisor attending the meeting shall only exercise the rights within the power of attorney. Should a supervisor neither attend a meeting of the supervisory committee nor appoint another supervisor to attend on his/her behalf, the said supervisor shall be deemed as waiving his/her voting rights at the meeting.~~

Article 127

The notice of a meeting of the audit committee shall be served in writing to all members of the audit committee three days before the date of the meeting.

Article 128

Meetings of the audit committee shall be convened if a majority of its members are present, and may be held by means of telephone conference or video conference.

The committee may accept a written resolution in lieu of convening a committee meeting and pass the relevant resolution by way of written resolution, without the need to convene a committee meeting.

Before amendment**After amendment****Article 129**

~~The supervisory committee may adopt resolution in writing instead of holding a meeting. Draft of such resolutions shall be delivered to each supervisor by one of these means: by hand, by post, by fax or e-mail. If relevant written resolution has been delivered to all supervisors, one or more counterpart drafts have been signed and approved by supervisors above quorum and delivered to the chairman of the supervisory committee by one of the aforesaid means; such resolution shall become the resolution passed by the supervisory committee and no further meeting of supervisory committee shall be further required to be held.~~

Article 130

~~All reasonable expenses incurred in respect of the employment of professionals such as lawyers, certified public accountants or practising auditors as are required by the supervisory committee in discharging its duties shall be borne by the Company.~~

Article 131

~~Minutes shall be prepared for the meeting of supervisory committee, which shall be signed by supervisors present at the meeting and the person who recorded the minutes. A supervisor is entitled to request that an explanation of his comments made at the meetings be noted in the minutes. The minutes of meetings of supervisory committee shall be kept by secretary of the Board as corporate archives. The meeting minutes shall be kept for at least 10 years.~~

Article 132

~~A supervisor shall perform his duties honestly and faithfully in accordance with laws, administrative regulations and the Articles of Association.~~

Article 129

The resolutions of the audit committee meetings shall be passed by a vote of two-thirds or more of all members, with each member having one vote. The Committee may invite senior management and other Directors of the Board to attend the committee meetings as and when the committee deems necessary. Persons in attendance shall have no voting right.

Article 130

The resolutions of the meetings of the audit committee shall be in writing and signed by the members who are present at the meeting separately.

Article 131

Minutes shall be prepared for the meetings of the audit committee. The minutes shall be complete and truthful, and the original minutes of the meeting are shall be kept by secretary of the Board.

Article 132

The audit committee shall perform its duties honestly and faithfully in accordance with laws, administrative regulations and the Articles of Association.

Note: For easy reference purpose, amendments in relation to the terms “supervisors”, “supervisory committee” and “general meetings” only are not listed in the comparison table of amendments above. Since the Company is incorporated in the PRC and the official Articles of Association of the Company are in the Chinese language, the corresponding proposed amendments in the English version of this circular are an unofficial English language translation of the corresponding official proposed amendments in the Chinese language (the “**Official Amendments**”), which are set out in the Chinese version of this circular. Accordingly, in the event of any inconsistency between the unofficial English translation and the Official Amendments, the Official Amendments shall prevail.



CQME

Chongqing Machinery & Electric Co., Ltd.*

重慶機電股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 02722)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**” or “**EGM**”) of Chongqing Machinery & Electric Co., Ltd.* (the “**Company**”) will be held at the Conference Room, 16/F, Jidian Building, No. 60, Middle Section of Huangshan Avenue, New Northern Zone, Chongqing City, the PRC on Tuesday, 28 October 2025 at 2:00 p.m. (or any adjournment thereof) for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the profit distribution plan for the six months ended 30 June 2025;
2. To consider and approve the amendments to the Rules of Procedure of General Meeting of the Company;
3. To consider and approve the amendments to the Administration Measures for Directors' Remuneration of the Company;

SPECIAL RESOLUTION

4. To consider and approve the amendments to the Articles of Association of the Company and abolition of Supervisory Committee.

By Order of the Board

Chongqing Machinery & Electric Co., Ltd.*

Yue Xiangjun

Executive Director and General Manager

(performing duties and powers of the Chairman of the Board)

Chongqing, the PRC

8 October 2025

* *For identification purposes only*

APPENDIX III NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notes:

1. A member of the Company (“**Member**”) entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not to be a Member. A form of proxy for use at the Meeting is enclosed herewith. Where two or more persons are registered as joint holders of any Share, only the person whose name appears first in the register of members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such Share at the Meeting, and this notice shall be deemed to be given to all joint holders of such Share.
2. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company’s H shares registrar Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 24 hours before the time appointed for holding the Meeting or any adjournment thereof or the time appointed for passing the resolutions.
3. In case of holders of Domestic Shares, to be valid, please return to the Company’s mailing address at No. 60, Middle Section of Huangshan Avenue, New Northern Zone, Chongqing City, the PRC. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In order to determine the Members who are entitled to attend and vote at the Meeting, the register of Members will be closed from 23 October 2025 to 28 October 2025, both days inclusive, during which period no transfer of H shares of the Company will be effected. All transfer documents accompanied by the relevant share certificate must be lodged with the Company’s H share registrar Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 22 October 2025.

As at the date of the notice, the executive Directors are Mr. Yue Xiangjun, Mr. Qin Shaobo and Mr. Deng Rui; the non-executive Directors are Mr. Lei Bin, Ms. Zhu Ying and Mr. Cai Zhibin; and the independent non-executive Directors are Mr. Ke Rui, Mr. Liu Lijun, Ms. Pu Huayan and Mr. Wong Chun Wa.

* *For identification purposes only*