Note: If there is any inconsistency between the English and Chinese versions of the rules of procedures, the Chinese version shall prevail.

THE RULES OF PROCEDURE FOR THE SHAREHOLDERS' MEETING

(Passed by the Shareholders' Meeting on 26 November 2025)

Chapter I General Provisions

Article 1 With an aim to further regulate the discussion methods and decision-making procedures of the Shareholders' Meeting of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the "Company"), urge the shareholders and the general meeting to effectively fulfill their obligations and improve the standard operation and scientific decision-making levels of the general meeting, the Rules of Procedures (the "Rules") are formulated in accordance with the requirements under the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the Measures for the Continuous Supervision and Administration of the Companies Listed on the Sci-Tech Innovation Board (Trial), the Rules for the Shareholders' Meetings of Shareholders of Listed Companies, the Rules Governing the Listing of Stocks on the Science and Technology Innovation Board of the Shanghai Stock Exchange and the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"), other relevant laws, administrative regulations, department regulations, normative documents and the Articles of Association of Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the "Articles"), in conjunction with the actual situation of the Company.

Article 2 The Rules shall apply to matters such as the convocation, proposal, notice, and holding of the Company's general meetings of shareholders. From the date of their entry into force, the Rules shall have binding effect on the general meetings, shareholders, shareholders' proxies, and the directors, senior management members, and other personnel who attend the general meetings.

Article 3 The Company shall hold general meetings strictly in accordance with the laws, administrative regulations, the Rules, and the Articles of Association so as to ensure shareholders being able to lawfully exercise their rights.

The board of directors of the Company shall duly perform its duties and organise general meetings as scheduled. All the directors of the Company shall be diligent and responsible so as to ensure that general meetings are held normally and exercise their functions on a legal basis.

The board secretary shall be responsible for all works of preparation and organisation for holding of the general meetings.

Chapter II General Rules of General Meetings

Article 4 The general meeting is the organ of authority of the Company, and shall exercise the following functions and powers in accordance with law:

(I) to elect and replace directors who are not employee representatives and decide on matters relating to the remuneration of directors;

(II) to consider and approve the reports of the Board;

(III) to consider and approve the profit distribution plans and loss recovery plans of the Company;

(IV) to adopt resolutions on increases or reductions of registered capital of the Company;

(V) to decide on matters such as merger, division, dissolution, liquidation, or change of the corporate form of the Company;

(VI) to adopt resolutions on any issuance of bonds of the Company;

(VII) to make resolutions on the appointments or dismissals of the accounting firm that undertakes the Company's audit business;

(VIII) to amend the Articles;

(IX) to pass resolutions on the external guarantees which shall be approved by the general meeting pursuant to the Articles;

(X) to consider matters regarding the purchase and sales within one year by the Company of major assets which exceed 30% of the latest audited total assets of the Company;

(XI) to consider, approve and change the usage of the funds raised;

(XII) to consider the equity incentive scheme and the employee share ownership plan (including only the circumstances that are required to be deliberated by the general meeting in accordance with applicable laws and regulations, as well as the rules of the securities regulatory authorities and stock exchanges where the company's shares are listed);

(XIII) The annual general meeting of the Company may authorize the board of directors to decide on the issuance of A-shares to specific targets with a total financing amount of no more than RMB 300 million and no more than 20% of the net assets at the end of the latest year. And such authorization will expire on the convention date of the next annual general meeting, subject to the provisions of applicable laws and regulations, and the securities regulatory authorities and stock exchanges of the place where the Company's shares are listed;

(XIV) The Shareholders' meeting of the Company may authorize the board of directors to decide on the issuance of H-shares to specific targets not exceeding 20% of the total issued shares of the Company at that time. And such authorization will expire on the convention date of the next annual general meeting, subject to the provisions of applicable laws and regulations, and the securities regulatory authorities and stock exchanges of the place where the Company's shares are listed;

(XV) to examine other matters required to be resolved at the general meeting pursuant to laws, administrative regulations, departmental rules, and the Articles.

The Company may issue stocks, corporate bonds convertible into stocks, and corporate bonds upon resolution of the general meeting, or by resolution of the board of directors as authorised by the Articles or the general meetings. The specific implementation shall comply with the provisions of applicable laws and regulations, and the securities regulatory authorities and stock exchanges of the place where the Company's shares are listed.

Unless otherwise provided by laws, administrative regulations, provisions of the China Securities Regulatory Commission (the "CSRC"), or the rules of the Shanghai Stock Exchange (the "SSE") and The Stock Exchange of Hong Kong Limited (the "HKEX"), the aforementioned powers of the general meetings shall not be delegated to the board of directors or other institutions or individuals for exercise.

Article 5 General meetings may be either annual general meetings or extraordinary general meetings. The annual general meeting shall be held once a year within six months after the closing of the previous accounting year. The extraordinary general meeting may be held from time to time and shall be held within two months upon the occurrence of any of circumstances as set forth in the Company Law and the Articles for holding such a meeting occurs.

In case that the Company is unable to hold a general meeting within the aforesaid time frame, it shall be reported and explained to the local office of the CSRC and the SSE and the HKEX, and an announcement shall be made.

Article 6 When holding a general meeting, the Company shall engage lawyers to advise on the following matters and make an announcement in accordance with the rules of the stock exchanges on which the shares are listed:

(I) Whether the procedures for convening and holding the meeting are compliant with laws, administrative regulations, the Articles, and these Rules;

(II) Whether the qualifications of the attendees and the conveners are lawful and valid;

(III) Whether the voting procedures and results of the meeting are lawful and valid;

(IV) Other relevant matters at the request of the Company.

Chapter III Convening of General Meetings

Article 7 The board of directors shall convene general meetings within the time frame as prescribed in Article 5 hereof. The Board's convening of a general meeting shall be subject to a corresponding resolution of the Board.

Article 8 With the consent of more than half of all independent (non-executive) directors, the independent (non-executive) directors have the right to propose to the board of directors to convene an extraordinary general meeting and shall make such a proposal in written form. In response to a proposal by independent (non-executive) directors to convene an extraordinary general meeting, the board of directors shall give a written reply on whether to agree or not to hold such meeting within ten days upon receipt of the proposal in accordance with the laws, administrative regulations and the Articles.

Where the board of directors agrees to hold such a meeting, a notice of general meeting shall be given within five days after the resolution of the board of directors is made. Where the board of directors does not agree to hold such a meeting, its reasons shall be given and an announcement shall be made.

Article 9 When the Audit Committee proposes to the board of directors to convene an extraordinary general meeting, it shall submit the proposal to the board of directors in writing. The board of directors shall give a written reply on whether to agree or not to hold such meeting within ten days upon receipt of the proposal in accordance with the laws, administrative regulations and the Articles.

Where the board of directors agrees to hold such meeting, a notice of general meeting shall be given within five days after the resolution of the board of directors is made. Any change to the original proposal in the notice shall be subject to the approval from the Audit Committee.

If the board of directors disagrees to convene an extraordinary general meeting, or fails to provide written feedback within 10 days of receiving the proposal, it shall be deemed that the board of directors is unable or fails to perform its duty to convene the general

meeting, and the Audit Committee may convene and preside over the meeting on its own.

Article 10 Shareholders who individually or jointly hold more than 10% of the Company's shares and request the board of directors to convene an extraordinary general meeting shall submit the request to the board of directors in writing. The board of directors shall give a written reply on whether to agree or not to hold such meeting within ten days upon receipt of the proposal in accordance with the laws, administrative regulations and the Articles.

Where the board of directors agrees to hold such meeting, a notice of general meeting shall be given within five days after the resolution of the board of directors is made. Any change to the original proposal in the notice shall be subject to the approval of the relevant shareholders.

In the event that the board of directors does not agree to convene an extraordinary general meeting, or does not furnish any written reply to the relevant shareholders within ten days after having received such proposal, any shareholders who individually or jointly hold more than 10% of the Company's shares may propose to the Audit Committee to convene an extraordinary general meeting, and shall submit the proposal to the Audit Committee in writing. The agenda items and proposals for the meeting shall be identical to those submitted to the board of directors as mentioned above.

In the event that the Audit Committee agrees to convene an extraordinary general meeting, it shall serve the notice of such meeting within five days after having received such proposal. Consent of the relevant shareholders shall be obtained in the event of any changes made to the original proposal in the notice.

In the event that the Audit Committee does not serve any notice of a general meeting within the specified period, the Audit Committee is deemed not to convene and preside over such meeting, in which case the shareholder(s) individually or jointly holding more than 10% of the shares of the Company for more than ninety consecutive days may convene and preside over such a meeting by himself/themselves.

Article 11 In the event that the Audit Committee or shareholders decide to convene a general meeting on their own, they shall notify the board of directors in writing, file with the SSE and the HKEX at the same time, and promptly issue a notice of the extraordinary general meeting. The content of the proposals in the notice shall not include new content; otherwise, the relevant parties shall re-submit a request to the board of directors to convene a general meeting in accordance with the aforementioned procedures.

For a general meeting convened by the shareholders themselves, the shareholding by the shareholders who convene the meeting shall be not less than 10% prior to the announcement of the resolution of the general meeting.

The Audit Committee or the convening shareholders shall submit relevant supporting documents to the SSE and the HKEX when issuing the notice of general meeting and making the announcement of the resolutions of the general meeting.

Article 12 With respect to a general meeting convened by the Audit Committee or shareholders, the board of directors and the board secretary shall corporate. The board of directors shall provide the share register of the record date. Where the board of directors fails to offer the share register list on the equity registration date, the convener(s) may apply to the securities registration and clearing institution for such a registration list with the announcement relating to the notice of convening the general meeting. The members' registration list offered to the convener(s) shall not be used for other purposes, except for the general meeting.

Article 13 The necessary expenses required for a general meeting convened by the Audit Committee or shareholders shall be borne by the Company.

Chapter IV Proposals and Notices of General Meetings

Article 14 The proposed matters shall be within the scope of duties and powers of the general meetings. A proposal shall have a clear subject and specific matters to be resolved, and shall be in compliance with relevant requirements of the laws, administrative regulations and the Articles.

Article 15 When the Company convenes a general meeting, the board of directors, the Audit Committee, and shareholders who individually or jointly hold more than 1% of the Company's shares shall have the right to submit proposals to the Company in writing.

Shareholders who individually or jointly hold more than 1% of the Company's shares may submit an extraordinary proposal in writing to the convener 10 days before the general meeting is held. The convener shall, within 2 days of receiving the proposal, issue a supplementary notice of the general meeting, announce the content of the extraordinary proposal, and submit the extraordinary proposal to the general meeting for review. However, this does not apply if the extraordinary proposal violates the provisions of laws, administrative regulations, or the Articles, or does not fall within the scope of the powers of the general meeting. The Company shall not raise the shareholding ratio required for shareholders to submit extraordinary proposals.

Except for circumstances provided in the above paragraph, the convener, after issuing the notice of the general meeting, cannot revise the proposals stated in the notice of general meetings or add new proposals.

A general meeting shall not vote or make resolve on any proposal which is not listed in the notice of the general meeting or does not comply with the provisions of these Rules.

Article 16 When the Company convenes an annual general meeting, the convener shall notify all shareholders by public announcement 20 days before the meeting is held; when the Company convenes an extraordinary general meeting, the convener shall notify all shareholders by public announcement 15 days before the meeting is held.

When the Company calculates the starting period, the date on which the meeting is held shall not be included.

Article 17 The notice of the general meeting shall be made in writing and shall include the following content:

(I) time, place, and duration of the meeting;

(II) matters and resolutions to be proposed for consideration at the meeting;

(III) a clear statement that all shareholders are entitled to attend the general meeting and may appoint a proxy in writing to attend the meeting and vote, and that the proxy need not be a shareholder of the Company;

(IV) the shareholding registration date for shareholders who are entitled to attend the general meeting;

(V) the name and telephone number of the contact persons who handles the meeting affairs;

(VI) the time and procedures of the voting online or by any other means; and

(VII) Other content required by the rules of the SSE and the HKEX.

The interval between the shareholding record date of a general meeting and the date of the meeting shall not exceed 7 working days. Once the shareholding record date is confirmed, it shall not be altered.

Article 18 If a general meeting will discuss the election of directors, the notice of general meeting shall disclose full information of each candidate for directors. It shall at least include the following:

(I) personal particulars such as education background, work experience , part-time job and so on;

(II) whether he/she has any connected relationship with the Company or the controlling shareholder and actual controller of the Company;

(III) the number of shares held in the Company;

(IV) whether he/she has received any punishment by CSRC or other securities regulatory authorities or sanctions by any stock exchange;

(V) other content required by applicable laws and regulations, and the rules of the securities regulatory authorities and stock exchanges of the place where the Company's shares are listed.

Except for the election of directors by cumulative voting system, each director candidate shall be the subject of a separate proposal.

Article 19 The register of shareholders shall not be changed within 20 days before the general meeting is held or within 5 days before the record date for the Company's decision to distribute dividends. Where applicable laws and regulations, or the securities regulatory authorities and stock exchanges of the place where the Company's shares are listed have other provisions on changes to the register of shareholders of a listed company, such provisions shall prevail.

Article 20 After issuance of the notice for the general meeting, the general meeting shall not be postponed or cancelled without proper reasons and the proposals specified in the notice shall not be withdrawn. In case of delay or cancellation, the convener shall make a public announcement, together with the reasons for such delay or cancellation, at least 2 working days before the scheduled date of the meeting.

Chapter V Holding of General Meetings

Article 21 The place for holding the Company's general meetings shall be: the residence of corporation or the place specified in the notice of the general meeting. After issuance of the notice for the general meeting, the place of the on-site meeting shall not be changed without a valid reason. If a change is indeed necessary, the convener shall make a public announcement, together with the reasons at least 2 working days before the scheduled date of the meeting.

A general meeting shall be held at a meeting place in the form of on-site meeting. The Company will also provide convenience to shareholders by adopting secure, economical, and convenient online and other methods in accordance with the provisions of laws, administrative regulations, the CSRC, or the Articles.

The identity of shareholders that attend the meeting through internet or other means shall be confirmed by the legal and effective voting system or trading system of the stock exchange approved by regulatory authorities.

A shareholder may attend a general meeting in person and exercise his/her voting right, or may appoint other person to attend the meeting and exercise the voting right to the extent of the authorization given.

Article 22 The voting online or by any other means shall be started not earlier than 3:00 pm on the day before the on-site general meeting is held and not later than 9:30 am on the day when the on-site general meeting is held, and shall be concluded not earlier than 3:00 pm on the day when the on-site general meeting ends.

Article 23 The board of directors together with other conveners thereof shall adopt necessary measures to maintain the normal order of the general meeting. Measures shall also be adopted to stop any acts from interfering with the general meeting, creating quarrels and nuisance as well as infringing the lawful interests of the shareholders while timely report of the same shall also be made to the relevant authority for investigation. Except for shareholders (or their proxies), directors, senior management members, engaged lawyers, and persons invited by the convener who are attending the meeting, the Company has the right to refuse entry of other persons in accordance with the law.

Article 24 All the shareholders or their proxies registered on the share record date shall be entitled to attend the general meeting and exercise their voting rights in accordance with relevant laws, regulations, and the Articles. The Company and the convener(s) shall not refuse them for whatever reasons.

Article 25 The power of attorney appointing a proxy by the appointing shareholder shall be in writing. The power of attorney, as issued by the shareholders, indicating that proxies are entrusted to attend the general meeting shall contain the following items:

(I) The name or title of the principal, and the class and number of shares held in the Company;

(II) The name or title of the proxy;

(III) Specific instructions from the shareholder, including indication on affirmative, against or abstention vote upon each matter which is listed in the agenda of and shall be deliberated at the general meeting;

(IV) issuing date and term of validity of the power of attorney;

(V) signature (or seal) of the principal. Where the principal is a legal person shareholder, the official seal of the legal entity.

Article 26 If the power of attorney for proxy voting is signed by a person authorised by the principal, the power of attorney for signing or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents, together with the proxy form for voting, shall be kept at the Company's domicile or another place specified in the notice for convening the meeting.

Article 27 If an individual shareholder attends the meeting in person, such shareholder shall present his/her identity card or other valid documents or certificates that can be used to substantiate his/her identity. If a proxy is appointed to attend the meeting, the proxy shall present his/her valid identity card and proxy form issued by the shareholder.

With respect to a legal person shareholder, its legal representative or a proxy appointed by the legal representative shall attend the meeting. If the legal representative attends the meeting, he shall present his/her own identity card, valid proof evidencing his/her qualification of serving as the legal representative. If a proxy is appointed to attend the meeting, the proxy shall present his/her own identity card and the written proxy form issued in accordance with the law by the legal representative of the legal person shareholder.

Article 28 The attendance register for meeting attendees shall be prepared by the Company. The attendance register shall state matters such as the name (or entity name) of the attendees, identity card number, the number of voting shares held or represented, and the name (or entity name) of the principal.

Article 29 The convener(s) and the lawyers engaged by the Company shall jointly verify the validity of shareholders' qualifications based on the share register list offered by the securities registration and clearing institution, and shall register names of shareholders and the number of voting shares they hold. The registration for the meeting shall be terminated before the presider of the meeting announces the number of shareholders and proxies present at the meeting as well as the total number of voting shares they hold.

Article 30 Where the general meeting requests directors and senior executives to be present at the meeting, the said directors and senior executives shall be present and respond to shareholders' inquiries.

Article 31 A general meeting shall be chaired by the Chairman of the board of directors. In the event that the Chairman of the board of directors is incapable of performing or fails to perform his/her duties, the meeting shall be chaired by the Vice Chairman of the board of directors (in case of two or more Vice Chairmen, the one elected by more than half of all directors shall preside). In the event that the Vice Chairman is incapable of performing or fails to perform his/her duties, the meeting shall be chaired by a director elected by more than half of all directors.

A general meeting convened by the Audit Committee on its own shall be chaired by the convener of the Audit Committee. If the convener of the Audit Committee is unable or fails to perform his/her duties, the meeting shall be chaired by a member of the Audit Committee elected by more than half of all members of the Audit Committee.

A general meeting convened by shareholders shall be presided over by the convener or a representative elected by the convener.

In the event that the general meeting cannot proceed due to violation of the Rules by the presider of the meeting, the general meeting may appoint one person as the presider of the meeting upon consent of a simple majority of the voting shareholders present at the meeting.

Article 32 In the annual general meeting, the board of directors shall report their work during the past year to the general meeting. Each independent (non-executive) director shall also present a work report. The annual report on the performance of duties by independent (non-executive) directors shall be disclosed no later than when the Company issues the notice of the annual general meeting.

Article 33 Directors and senior management members shall explain and answer the enquiries and suggestions from shareholders at the general meeting.

Chapter VI Voting and Resolutions of General Meetings

Article 34 Resolutions of general meetings shall be divided into ordinary resolutions and special resolutions.

To adopt an ordinary resolution, votes representing a majority of the voting rights represented by the shareholders present at the general meeting must be exercised in favour of the resolution in order for it to be passed. To adopt an special resolution, votes representing more than two-thirds of the voting rights represented by the shareholders present at the general meeting must be exercised in favour of the resolution in order for it to be passed.

The term "shareholders" in this article includes shareholders who attend the general meeting through their proxies.

Article 35 The following matters shall be passed by an ordinary resolution of the general meeting:

(I) work reports of the board of directors;

(II) proposals formulated by the board of directors for distribution of profits and for making up losses;

(III) appointment and removal of members of the board of directors, their remuneration, and the method of payment;

(IV) matters other than those required by the laws and administrative regulations or the Articles to be approved by special resolutions.

Article 36 The following matters shall be resolved by a special resolution of a general meeting:

(I) The increase or decrease of the Company's registered capital;

(II) the division, spin-off, merger, dissolution and liquidation of the Company;

(III) amendments to the Articles;

(IV) any acquisition or disposition of material assets or provision of guarantees to others, by the Company within one year that are in excess of 30% of the latest audited total assets of the Company;

(V) the share incentive schemes; and

(VI) any other circumstances prescribed by the laws, administrative regulations or the Articles or any other matters which considered by the general meeting, if resolved by way of an ordinary resolution will be of a nature which may have a material impact on the Company and should be adopted by a special resolution.

Any resolution passed by the general meeting shall be in compliance with the laws, administrative regulations of China and provisions of these Articles.

Article 37 When shareholders vote at the general meeting, they shall exercise their voting rights according to the number of voting shares that they represent. Except in cases where a cumulative voting system is adopted, each share shall carry one vote.
The share held by the Company has no voting right, and this part of share cannot be counted in the total number of shares with voting right in the general meeting.
Shareholders, who purchase the voting shares of the Company in violation of provisions of the first clause and the second clause of Article 63 of the Securities Law, shall not exercise the voting rights of the shares that exceed the prescribed ratio within 36 months after purchasing them, and such shares shall not be included in the total number of shares with voting rights at a general meeting.
The term "shareholders" in the first paragraph of this article includes shareholders who attend the general meeting through their proxies.

Article 38 The chairman of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting as well as the total number of voting shares held by them, which shall be the number of shareholders and proxies attending the meeting in person and the total number of their voting shares as indicated in the meeting's registration record.

Article 39 If the resolution of the general meeting affects major events for benefits of minority investors, the voting rights from minority investor shall be counted separately. The separate counting result shall be disclosed publicly in time.
The board of directors, independent (non-executive) directors, shareholders holding 1% or more shares with voting rights or investor protection agencies pursuant to laws, administrative regulations, or the provisions of the CSRC may publicly solicit shareholder voting rights. When soliciting shareholder voting rights, information such as the specific voting intention shall be fully disclosed to the persons being solicited. It is prohibited to collect shareholder voting right in paid or distorted paid way. Save for statutory conditions, the Company shall not propose the lowest limit of shareholding ratio for voting right collection.

Article 40 When the general meeting deliberates connected transactions, the connected shareholders shall abstain from voting upon such associated transactions, and the number of voting shares they represent shall not be calculated in the total number of valid votes at the general meeting; the announcement of the general meeting shall fully disclose the votes of the non-connected shareholders.

Article 41 Related shareholders' avoidance of voting and the voting procedure are as follows:

(I) if matters submitted to the general meeting for consideration involve related (connected) transactions, the convener shall duly give a prior notice to the related shareholders, and the shareholders shall duly inform the convener of the relevant information they acquired;

(II) If the connected transaction matter requires the engagement of a professional accountant or appraiser for an audit or valuation, or an opinion from an independent financial advisor, the convener shall truthfully disclose the audit or valuation conclusions or the opinion of the independent financial advisor at the meeting;

(III) the related shareholders which shall abstain from voting may participate in discussing related (connected) transactions involving the said shareholders and explain and describe to the general meeting the reasons for the related (connected) transactions, basic information of the transactions, whether the transactions are fair and lawful, etc.

Article 42 Where voting for the election of directors at the meeting, cumulative voting system can be adopted in accordance with the provisions in the Articles or resolutions made at the meeting. If the largest shareholder of the Company and persons acting in concert interest hold an equity of 30% or above of the shares, or if the Company's general meeting elects 2 or more independent (non-executive) directors, a cumulative voting system shall be implemented.

The cumulative voting system as mentioned in the preceding paragraph means that in the election of directors at the general meeting, each share carries a voting right equivalent to the number of directors to be elected. A shareholder may concentrate the votes on one candidate. The board of directors shall announce the resume and basic information of each candidate of directors to the shareholders.

(I) Method and Procedure for Nominating Director Candidates

1. Shareholders who individually or jointly hold more than 1% of the Company's shares may nominate director candidates (including independent (non-executive) directors, the same below) in writing. After a qualification review by the Nomination Committee of the board of directors, the nomination shall be submitted to the board of directors for review and then submitted by the board of directors to the general meeting for election and decision, or submitted to the general meeting for election and decision in the form of an extraordinary proposal.

2. The board of directors may nominate director candidates. After a qualification review by the Nomination Committee of the board of directors, a written proposal shall be formed in the form of a Board resolution and submitted to the general meeting for election and decision.

(II) Matters Related to the Cumulative Voting System

1. Principles for Determining Voting Rights

(1) Each share held by a shareholder attending the meeting shall have voting rights equal to the number of directors to be elected.

(2) The product of the total number of voting shares represented by the shareholders attending the general meeting and the number of directors to be elected shall be the total number of valid voting rights.

2. Method for Calculating Cumulative Votes

(1) The product of the total number of voting shares held by each shareholder and the number of directors to be elected at that general meeting is the number of cumulative voting rights for that shareholder in this vote.

(2) The board secretary of the Company shall, before the cumulative voting takes place, announce the number of cumulative voting rights of the Company's shareholders and the principles for its calculation. If shareholders, independent (non-executive) directors, shareholder vote counters, scrutineers, or witnessing lawyers have any objection to the announced result, a verification shall be conducted immediately.

3. Voting Principles

(1) Non-independent directors and independent (non-executive) directors shall be elected by separate votes.

(2) Shareholders may cast all the voting rights corresponding to their shares for one non-independent director or independent (non-executive) director candidate, or distribute them among several non-independent director or independent (non-executive) director candidates.

(3) When electing non-independent directors, the maximum number of voting rights held by a shareholder present at the meeting is equal to the product of the total number of voting shares they hold and the number of non-independent directors to be elected at that general meeting. These voting rights can only be cast for the non-independent director candidates at that general meeting.

When electing independent (non-executive) directors, the maximum number of voting rights held by a shareholder present at the meeting is equal to the product of the total number of voting shares they hold and the number of independent (non-executive) directors to be elected at that general meeting. These voting rights can only be cast for the independent (non-executive) director candidates at that general meeting.

(4) When voting, shareholders shall indicate the number of voting rights used for each non-independent director and independent (non-executive) director candidate they elect. This number must be a positive integer or zero. The number of votes cast for each non-independent director and independent (non-executive) director candidate may be higher or lower than the total number of voting shares held by the shareholder, and does not need to be an integer multiple of that number of shares.

(5) When shareholders vote for independent (non-executive) director and non-independent director candidates, they shall vote within the limit of the maximum cumulative voting rights for that group of proposals. The sum of the votes cast shall not exceed the maximum cumulative voting rights they have for that group of proposals.

4. Principles for the Election of Non-Independent Directors and Independent (Non-Executive) Directors

(1) Within the limit of the number of directors to be elected, the non-independent director and independent (non-executive) director candidates shall be elected in descending order of the number of votes received. The candidates who receive more votes shall be elected, and the number of votes received by each elected candidate must exceed 1/2 of the valid voting rights held by the shareholders present at that general meeting (based on the number of non-cumulative voting shares).

(2) If two or more non-independent director or independent (non-executive) director candidates receive the same number of votes, making it impossible to determine who is elected, another general meeting shall be convened to hold an election for those with the same number of votes, and the cumulative voting system shall continue to be implemented.
(3) In the election for a new term of the board of directors, if the number of directors elected is less than the number of directors to be elected, the matter shall be handled according to the following situations:
1) If the number of directors elected does not exceed 1/2 of the number of directors to be elected, the original board of directors shall continue to perform its duties, and the Company shall convene another general meeting within 2 months after the end of that general meeting to re-submit a new proposal and hold an election for the number of directors to be by-elected.
2) If the number of directors elected exceeds 1/2 of the lower limit of the number of directors to be elected but is less than the number to be elected, the new board of directors shall be established, and the matter shall be handled according to the following situations:
① If the number of directors elected is less than 2/3 of the number of board members stipulated in the Company Law or the Articles, another general meeting shall be convened within 2 months after the end of that general meeting to elect the vacant director positions.
② If the number of directors elected is less than the number to be elected, but the number of elected directors has already exceeded 2/3 of the number of board members stipulated in the Company Law and the Articles, the vacancies shall be filled by election at the next general meeting.

Article 43 Except for the cumulative voting system, the general meeting shall vote on each proposal individually. Where there are different proposals for the same issue, voting should be carried out according to the order of the proposals raised. Except for special reasons such as force majeure causing the meeting to suspend or unable to reach a resolution, the meeting shall not set aside any proposal or have any proposal not voted on.

Article 44 When reviewing any proposal, the general meeting shall make no change to the proposal. Any change shall be deemed a new proposal and shall not be voted on at the current general meeting.

Article 45 Any voting right may be exercised through only one means: on site, online or any other means. The first voting result shall prevail where one voting right is repeatedly exercised.

Article 46 Voting at general meeting will record the name of the voter. Before a proposal is voted on at the meeting, two representatives of the shareholders shall be elected to take part in counting the votes and scrutinizing the conduct of the poll. Any shareholder who is interested in the matter under consideration and his/her proxy shall not take part in counting the votes or scrutinizing the conduct of the poll.

When a proposal is being voted on at the meeting, lawyers, the shareholders' representatives shall be jointly responsible for counting the votes and scrutinizing the conduct of the poll. The voting result shall be recorded in the meeting minutes. The Company shall, in accordance with the requirements of the securities regulatory authorities and stock exchange of the place where its H-shares are listed, appoint its auditor or share registrar or an external accountant qualified to act as an auditor to act as the scrutineer for the vote count, and shall state the identity of the scrutineer in the announcement.

Shareholders or their proxies, who have cast their votes through online voting system or by other means, shall have the right to check the voting results through the respective voting system.

Article 47 The on-site general meeting shall not end earlier than the online meeting or meeting delivered through other means. The presider of the meeting shall announce the voting status and voting result for each proposal and announce whether a resolution is passed according to the voting result.

Before the voting result is officially announced, the Company, counter, scrutineer, shareholders, network services provider and other related parties involved in the on-site general meeting, online meeting or meeting delivered through other means shall keep in confidential the voting result.

Article 48 Shareholders attending the general meeting shall vote "Yes", "No" or "Abstain" on each proposal presented for approval. Except that securities registration and settlement institutions, being the nominal holders of shares subject to the Mainland-Hong Kong stock connect, may express opinions according to the intentions of actual holders. A ballot that is blank, improperly marked or not voted shall be considered as an abstention by the voter, and the voting result of the shares held by the voter shall be deemed "Abstain". The abstention vote shall be regarded as valid votes when the Company counts the votes in respect of the relevant matter.

Where any shareholder is, under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, required to abstain from voting on any particular resolution or restricted to voting only for or only against particular resolution, any vote cast or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

Article 49 If the chairperson of the meeting has any doubt about the result of a resolution submitted for voting, they may organise a poll on the votes cast. If the chairperson does not conduct a poll, and a shareholder or shareholder's proxy present at the meeting objects to the result announced by the chairperson, they have the right to demand a poll immediately after the announcement of the voting result, and the chairperson shall immediately organise a poll. If the general meeting conducts a poll, the results of the poll shall be recorded in the meeting minutes.

Article 50 Any resolutions of the general meeting shall be announced in a timely manner, and such announcement shall indicate the number of shareholders and proxies present at the meeting, the total number of voting shares they hold and its proportion to the total voting shares of the Company, the means of voting, the voting results of each proposal as well as the details of each resolution adopted. Attendance and votes by the holders of A Shares and H Shares at the general meeting shall be counted and announced separately.

Article 51 Where the proposed resolution is not passed, or the meeting alters the resolution(s) passed at the previous meeting, a special note shall be made in the announcement of the resolutions of the meeting.

Article 52 The convener shall ensure that the general meeting be conducted continuously until final resolutions are made. If the general meeting is suspended or resolutions cannot be made because of force majeure or other special circumstances, the convener shall take necessary measures to promptly resume the meeting or directly terminate that meeting, and make a timely public announcement. Meanwhile, the convener shall report to the local office of CSRC, the SSE and the Stock Exchange.

Article 53 Where proposed resolutions in relation to the election of directors are passed at a meeting, the term of office of the new directors shall take effect in accordance with the requirements of the Articles.

Article 54 If the general meeting passes proposals in connection with the distribution of cash dividend, allotment of bonus shares, or conversion of capital reserve into share capital, the Company shall implement detailed plans thereof within 2 months after the conclusion of such general meeting.

Article 55 If the content of a resolution of the Company's general meeting violates laws or administrative regulations, shareholders have the right to request a people's court to declare it invalid.

If the convening procedures or voting methods for the general meeting violate the laws, administrative regulations or the Articles, or any content of the resolution thereof violates the Articles, the shareholders shall have the right to submit to a court within 60 days after such a resolution is made to revoke it. However, this does not apply if the

convocation procedure or voting method of the general meeting has only minor flaws that do not have a substantial impact on the resolution.

If the board of directors, shareholders, or other relevant parties have disputes over matters such as the validity of a resolution of the general meeting, they shall promptly file a lawsuit with a people's court. Before a people's court makes a judgment or ruling to revoke a resolution, the relevant parties shall implement the resolution of the general meeting. The Company, its directors, and senior management members shall earnestly perform their duties to ensure the normal operation of the Company.

If a people's court makes a judgment or ruling on relevant matters, the Company shall, in accordance with the provisions of laws, administrative regulations, the CSRC, and the stock exchanges, fulfill its information disclosure obligations, fully explain the impact, and actively cooperate with the execution after the judgment or ruling takes effect. If it involves correcting prior matters, it shall be handled promptly, and the corresponding information disclosure obligations shall be fulfilled.

Article 56 A resolution of the Company's general meeting shall be deemed not to have been formed under any of the following circumstances:

(I) A resolution is made without holding a general meeting;

(II) The general meeting fails to vote on the matter for resolution;

(III) The number of voting rights held by shareholders who approve the matter for resolution does not reach the number of voting rights required by the Company Law or the Articles.

Chapter VII Special Procedures for Voting by Class Shareholders

Article 57 Shareholders who hold different classes of shares shall be shareholders of different classes. Shareholders of different classes shall enjoy rights and undertake obligations in accordance with the laws, administrative regulations and the Articles.

Article 58 The Company shall not proceed to change or abrogate the shareholders' rights of a class of shares unless such change or abrogation has been approved by way of a special resolution of the general meeting and by a separate class meeting of the affected class shareholders convened in accordance with the Articles.

The rights of shareholders of a certain class shall be deemed to have been changed or abrogated in the following conditions:

(I) an increase or reduction in the number of shares of such class or an increase or reduction in the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;

(II) conversion of all or part of the shares of such class into shares of another class, conversion of all or part of the shares of another class into shares of such class or grant of the right to make such conversion;

(III) removal or reduction of rights to accrued dividends or cumulative dividends attached to shares of such class;

(IV) removal or reduction of any preference granted to shares of such class in distribution of dividends or distribution of assets during liquidation of the Company;

(V) increase, removal or reduction of share conversion rights, options, voting rights, transfer rights, preemptive rights to rights issues or rights to acquire securities of the Company attached to shares of such class;

(VI) removal or reduction of rights attached to shares of such class to receive amounts payable by the Company in a particular currency;

(VII) creation of a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of that class;

(VIII) imposition of restrictions or additional restrictions on the transfer or ownership of shares of such class;

(IX) issuance of rights to subscribe for, or convert into, shares of such class or another class;

(X) increase in the rights and privileges of shares of another class;

(XI) any restructuring of the Company which causes shareholders of different classes to bear liability out of proportion during the restructuring;

(XII) any amendment or cancellation of the provisions of the Articles.

Affected class shareholders, whether or not otherwise having the right to vote at the general meeting, shall have the right to vote at class meetings in respect of matters referred to in items (II) to (VIII) and (XI) to (XII) of the second paragraph above, except that interested shareholders shall not vote at class meetings.

The term "interested shareholders" in the preceding paragraph shall have the following meanings:

(I) in respect of a tender offer made by the Company to all shareholders in the same proportion or repurchase by the Company of its own shares through open market transactions on a stock exchange in accordance with the Articles, the "interested shareholders" shall mean the controlling shareholder;

(II) in respect of repurchase by the Company of its own shares by off-market repurchase through an agreement in accordance with the Articles, the "interested shareholders" shall mean any shareholder in relation to such agreement; and

(III) in respect of a restructuring proposal of the Company, the "interested shareholders" shall mean shareholders who will bear a lower proportion of liability than that other shareholders of the same class, or shareholders who have an interest that is different from the interest of other shareholders of the same class.

Article 59 Resolutions of a class meeting shall be passed by at least two-thirds of the voting rights of that class represented at the class meeting in accordance with the Articles.

Where any shareholder is, under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, required to abstain from voting on any particular resolution or restricted to voting only for or only against particular resolution at the class meeting, any vote cast or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

Article 60 When the Company convenes a class shareholder meeting, it shall issue an announcement or written notice at least 20 business days before an annual general meeting is held, or 15 days (no less than 10 business days) before an extraordinary general meeting is held, to inform all registered shareholders of that class of shares of the matters to be reviewed at the meeting, as well as the date and place of the meeting.

Article 61 The notice of a class meeting of shareholders is only required to be delivered to the shareholders entitled to vote at such meeting.

The procedure of a class meeting shall, to the extent possible, be identical with the procedure of a general meeting. Provisions of the Articles of the Company related to procedure for holding a general meeting shall be applicable to a class meeting.

Article 62 Apart from the holders of other classes of shares, holders of A shares and holders of H shares are deemed to be different classes of shareholders.

The special procedure for voting in class meeting shall not apply to the following circumstances:

(I) upon approval by a special resolution of its shareholders in a general meeting, the Company issues A shares and H shares, separately or concurrently once every 12 months, and the number of each class of shares to be issued is not more than 20% of the issued shares of such class;

(II) the Company implements its plan, which was prepared upon its incorporation, to issue domestic shares and H shares, provided that such plan shall be implemented within 15 months from the date of approval by the CSRC.

Chapter VIII The Minutes of General Meetings

Article 63 The board secretary shall keep minutes for each general meeting. The minutes shall contain the following contents:

(I) the time, venue and agenda of the meeting and names of the conveners;

(II) the name of the meeting presider and the names of the directors and senior management members attending the meeting;

(III) the number of shareholders and their proxies attending the meeting, the total number of voting shares held by holders and the percentage of the total number of shares of the Company they represent;

(IV) the process of review and discussion, summary of any speech and voting results of each proposal;

(V) shareholders' questions, opinions or suggestions and corresponding answers or explanations;

(VI) the names of the lawyers, the persons who count votes and the persons supervising the voting process;

(VII) the total number of voting shares held by holders of A shares (including their proxies) and H shares (including their proxies) at the meeting and the percentage of the total number of shares of the Company they represent;

(VIII) when the voting results are recorded, the votes by the attending shareholders who hold A shares and those who hold H shares upon each matter deliberated;

(IX) other contents to be included as specified in the Articles.

Article 64 The directors, board secretary, convener or their representative who attend or are present at the meeting, and the chairperson of the meeting shall sign the meeting minutes and ensure the authenticity, accuracy and completeness of the minutes of the general meeting. Meeting minutes shall, together with the register of the present shareholders and the powers of attorney for attendance by proxy, and valid materials concerning votes through the internet and other means shall be kept together for a period of no less than 10 years.

Chapter IX Implementation of the Resolutions of General Meetings and Information Disclosure

Article 65 The board of directors shall be responsible for the implementation of the resolutions adopted at a general meeting and shall procure the management of the Company to conduct specific work for such implementation according to the contents and division of responsibilities as stated in the resolutions.

Article 66 The Company shall convene a general meeting in accordance with the relevant provisions of applicable laws and regulations, the rules of the securities regulatory authorities and stock exchanges of the place where the Company's shares are listed, and the Articles. The content of such information disclosure shall be implemented by the board secretary in accordance with relevant requirements.

Article 67 The board secretary is responsible for disclosing information of the Company to the shareholders, and the board secretary is the external spokesman designated by the Company.

Article 68 Information that the Company is required to disclose shall be published in designated media in accordance with the relevant provisions of applicable laws and regulations, and the rules of the securities regulatory authorities and stock exchanges of the place where the Company's shares are listed.

Chapter X Supplementary Provisions

Article 69 Unless the context otherwise requires, "public announcement" referred to in the Rules shall refer to, if issued to holders of A shares or within the PRC in accordance with relevant regulations and these Articles, an announcement published in such Chinese newspapers or websites as specified, agreed and approved by the Chinese laws and regulations or the CSRC; when referring to an announcement issued to H-share shareholders or an announcement required to be issued in Hong Kong in accordance with relevant regulations and the Articles, such announcement must be published on the designated website of the HKEX and the Company's website, or in designated newspapers or other designated media as required by the Hong Kong Listing Rules.

Except as otherwise provided in the Rules, where a notice from the Company to holders of H shares is served by way of a public announcement, the public announcement should be issued at the website of the HKSE, the website of the SSE and the website of the Company respectively on the same day in accordance with the requirements of the local listing rules.

The supplementary notice of the general meeting as referred to herein shall be announced on the designated newspaper or website where the notice of the general meeting is published.

Article 70 The terms "or more" and "within" shall include the given figure; while the terms "over," "less than," and "exceed" shall not include the given figure.

Article 71 Matters not covered by these Rules shall be executed in accordance with the relevant national laws, administrative regulations, regulatory documents, the Articles, and the rules of the securities regulatory authorities and stock exchanges of the place of listing; in the event that the Rules are inconsistent with national laws, administrative regulations, regulatory documents, the Articles as amended through legal procedures, or the rules of the securities regulatory authorities and stock exchanges of the place where the Company's shares are listed, they shall be executed in accordance with the foresaid rules, and these Rules shall be revised and submitted to the general meeting for review and approval as soon as possible.

Article 72 The Rules, as an annex to the Articles, shall be approved by the general meeting and shall be interpreted by the board of directors.

Article 73 The amendments of the Rules shall be drafted by the board of directors and come into effect after consideration and approval by the general meeting.