CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.*
(A joint stock limited company incorporated in the People's Republic of China)

Rules of Procedures for the Shareholders' Meeting

国银金租
CHINA DEVELOPMENT BANK LEASING

Considered and approved at the third extraordinary
shareholders' meeting of 2025 of CDB Leasing on 31 December 2025

The English version of these Rules of Procedures is for reference only. In case of any inconsistency with the Chinese version, the Chinese version shall prevail.

* *China Development Bank Financial Leasing Co., Ltd. is (a) not an authorized institution within the meaning of the Banking Ordinance; (b) not authorized to carry on banking business/deposit-taking business in Hong Kong; and (c) not subject to the supervision of the Hong Kong Monetary Authority.*

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CHAPTER I GENERAL PROVISIONS

Article 1 In order to protect the shareholders to exercise their functions and powers in accordance with the law, ensure the efficient and regular operation and scientific decision-making of the shareholders' meeting, and improve the corporate governance structure, these Rules have been formulated by China Development Bank Financial Leasing Co., Ltd. (the "Company") in accordance with the Company Law of the People's Republic of China (the "Company Law"), Securities Law of the People's Republic of China, Law of the People's Republic of China on Regulation of and Supervision over the Banking Industry, Administrative Measures on Financial Leasing Companies, Implementation Measures for Administrative Licensing Matters of Non-banking Financial Institutions, Corporate Governance Standards for Banking and Insurance Institutions (the "Governance Standards"), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and Articles of Association of China Development Bank Financial Leasing Co., Ltd. (the "Articles of Association"), with reference to Guidelines for the Articles of Association of the Listed Companies (revised in 2025) and the Rules Governing Shareholders' Meetings of Listed Companies (revised in 2025) and in the light of the actual situation of the Company.

Article 2 The Rules shall be binding upon the Company and its shareholders, the directors, senior management and other non-voting attendees present at the shareholders' meeting.

Article 3 The shareholders' meeting of the Company shall be held in strict compliance with the relevant requirements of laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed, the Articles of Association and the Rules hereof in order to ensure that the rights of shareholders can be exercised in accordance with the law.

The board of directors of the Company shall conscientiously perform its duties, and organise the shareholders' meeting in a serious and timely manner. All directors of the Company shall diligently and conscientiously ensure that shareholders' meeting is properly held and the functions and powers of the shareholders' meeting are exercised in accordance with the laws.

Article 4 Secretary of the board of directors and the office of the board of directors of the Company shall be responsible for preparing for and organising the shareholders' meeting.

Article 5 All ordinary shareholders registered on the registration date of equity interest shall be entitled to attend in person or entrust a proxy to attend the shareholders' meeting, and be entitled to various shareholders' rights pursuant to the laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed, the Articles of Association and the Rules hereof. Where the banking regulatory authority or the Company imposes restrictions on shareholders' rights in accordance with laws and regulations, such restrictions shall be enforced in accordance with the relevant provisions.

Shareholders and proxies attending the shareholders' meeting shall observe relevant laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed, the Articles of Association and the Rules hereof, and shall keep order in earnest, and shall not infringe upon the legitimate rights and interests of the Company and other shareholders.

CHAPTER II POWERS AND AUTHORISATION OF THE SHAREHOLDERS' MEETING

Article 6 The shareholders' meeting consists of all shareholders and is the organ of authority of the Company. The shareholders' meeting shall exercise the following functions and powers within the scope prescribed by laws, administrative regulations and the Articles of Association:

(1) electing and replacing directors who are not employee representatives and deciding on matters concerning their remuneration;

(2) examining and approving work report of the board of directors;

(3) examining and approving the Company's annual financial budget and final account proposals;

(4) examining and approving the Company's plans for profit distribution and loss recovery plan;

(5) adopting resolutions concerning the increase or reduction of the Company's registered capital;

(6) adopting resolutions on merger, division, dissolution, liquidation or change of corporate form of the Company;

(7) adopting resolutions on the annual plans for issuance of corporate bonds;

(8) adopting resolutions on the engagement, dismissal or non-reappointment of accounting firms who conduct regular statutory audits of the Company's financial reports, as well as determining their remuneration;

(9) amending the Articles of Association, and considering and approving the Rules of Procedures for the Shareholders' Meeting and the Rules of Procedures for the Board of Directors;

(10) examining the material equity investment, bond investment, asset acquisition, asset disposal, asset write-off, external guarantee and other trading matters that shall be approved by the shareholders' meeting as stipulated by laws, regulations and the listing rules of the place where the shares of the Company are listed;

(11) examining and approving the equity incentive scheme;

(12) adopting resolutions on acquisition of the shares of the Company in accordance with laws and regulations;

(13) adopting resolutions on the listing of the Company;

(14) examining the proposals submitted by shareholders who individually or jointly hold 1% or more of the shares of the Company;

(15) other issues that shall be approved by the shareholders' meeting as stipulated by laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed, regulatory requirements or the Articles of Association.

Article 7 The matters within the scope of functions and powers of the shareholders' meeting as specified in Article 6 hereof shall be discussed and decided by the shareholders' meeting to safeguard the shareholders of the Company's decision-making power in respect of such matters. The shareholders' meeting may authorise the board of directors to decide or delegate to the board of directors such matters that are related to those to be resolved but cannot or need not be resolved promptly at the shareholders' meeting under circumstances that are necessary, reasonable, legal and compliant. The content of authorisation or delegation shall be clear and specific.

For the authorisation to the board of directors by the shareholders' meeting, if matters authorised are those that shall be adopted by the shareholders' meeting by means of ordinary resolution as specified in the Articles of Association, they shall be adopted by more than half of the voting rights held by the shareholders (including shareholder proxies) present at the meeting. If matters authorised are those that shall be adopted by the shareholders' meeting by means of special resolution as specified in the Articles of Association, they shall be adopted by more than two-thirds of the voting rights held by the shareholders (including shareholder proxies) present at the meeting.

Article 8 The Company shall not, without the prior approval of shareholders' meeting or any party authorised by shareholders' meeting, enter into any contract with any person, other than a director, President and other senior management, whereby the Company delegates the management and administration of the whole or any substantial part of the Company's business to such person. Where the banking regulatory authority takes over the Company or facilitates its restructuring in accordance with laws, such actions shall be carried out in accordance with relevant laws and regulations.

CHAPTER III PROCEDURES FOR CONVENING OF THE SHAREHOLDERS' MEETING

Section I Form of Convening of the Shareholders' Meeting

Article 9 Shareholders' meetings include annual shareholders' meetings and extraordinary shareholders' meetings.

Article 10 Annual shareholders' meetings shall be held once each year and within six months from the close of the preceding accounting year.

Article 11 The Company shall convene an extraordinary shareholders' meeting within two months from the date of occurrence of any of the following events:

(1) the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association;

(2) the uncovered losses of the Company reach one-third of the Company's total share capital;

(3) shareholders who individually or jointly hold 10% or more of the shares of the Company (the "convening shareholders") request to convene the extraordinary shareholders' meeting in writing;

(4) no less than one-half of all independent directors and no less than two independent directors so propose;

(5) the board of directors deems it necessary or the audit committee so proposes;

(6) any other circumstances stipulated by laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed, the Articles of Association and the Rules hereof.

Article 12 In the event that an annual shareholders' meeting or an extraordinary shareholders' meeting is not convened within the aforesaid time limit, a written report shall be made to the regulatory authorities and the stock exchange on which the Company's shares are listed and traded (hereinafter referred to as the stock exchange) stating the reasons and making an announcement thereof.

The Company shall engage a lawyer to issue legal opinions when convening the shareholders' meeting.

Section II Convening of the Shareholders' Meeting

Article 13 The board of directors shall convene the shareholders' meeting within the stipulated time limit in Article 10 and Article 11 hereof.

Article 14 Where any shareholders, the audit committee or independent directors request for the convention of an extraordinary shareholders' meeting or a class meeting, the following procedures shall be followed:

(1) Shareholders who individually or jointly hold more than ten percent of the Company's voting shares shall have the right to request the board of directors in writing to convene the extraordinary shareholders' meeting. Two or more shareholders that jointly hold ten percent or more of the Company's voting shares in such a meeting shall have the right to sign a copy or more of the request in writing in the same form and content with the proposals to be discussed and request the board of directors to convene an extraordinary shareholders' meeting or a class meeting. The board of directors shall convene the extraordinary shareholders' meeting or class meeting as soon as possible after it receives the request. The board of directors shall, within ten days after it receives the aforesaid request, decide whether to convene an extraordinary shareholders' meeting or a class meeting and provide a response in writing to the shareholders. If the board of directors decides to convene an extraordinary shareholders' meeting or a class meeting, it shall convene the extraordinary shareholders' meeting or class meeting as soon as possible. The numbers of shares held by the shareholders shall be counted on the date of the request in writing. If the board of directors disagrees to convene a meeting or fails to respond within ten days after it receives the aforesaid written request, it shall be deemed that the board of directors is unable or fails to fulfil its duty to convene a shareholders' meeting. Shareholders who individually or jointly hold more than 10% of the Company's shares may propose in writing to the audit committee to convene an extraordinary shareholders' meeting. If the audit committee agrees to convene an extraordinary shareholders' meeting, it shall issue a notice to convene the meeting within five days after it receives the request. If the audit committee fails to convene and preside over the meeting, or fails to respond within ten days after it receives the shareholders' request, shareholders who individually or jointly hold 10% or more of the Company's shares for a continuous period of more than ninety days may convene and preside over the meeting at their discretion, and the meeting may be conducted in a manner which is as similar as possible to that of shareholders' meetings convened by the board of directors.

(2) The audit committee shall have the right to propose to the board of directors to convene an extraordinary shareholders' meeting and the proposal should be made in writing. The board of directors shall, in accordance with the requirements of the laws, administrative regulations and the Articles of Association, give a written response on whether or not it agrees to convene such meeting within ten days after receipt of the proposal. If the board of directors agrees to convene an extraordinary shareholders' meeting, it will issue a notice to convene such meeting within five days after it has so resolved. The consent of the audit committee shall be obtained if any change is to be made to the original proposal in the notice. If the board of directors does not agree to convene such meeting, or fails to give a response within ten days after receipt of the proposal, it shall be deemed to be unable to or have failed to perform its duty of convening shareholders' meeting, and the audit committee may itself convene and preside over such meeting.

(3) Half or more and not less than two of the independent directors have the right to propose to the board of directors to convene an extraordinary shareholders' meeting and such proposal shall be in writing. In response to such a proposal from independent directors requesting to convene an extraordinary shareholders' meeting, the board of directors shall, in accordance with the laws, the administrative regulations and the Articles of Association, adopt resolution within ten days after receipt of the proposal and issue a notice convening such meeting within five days after adoption of the resolution, and convene an extraordinary shareholders' meeting within two months of receiving the proposal. Changes made to the original proposal in the notice shall be approved by the independent directors.

If the audit committee or shareholders decide to convene a shareholders' meeting at their discretion, the Company shall bear the necessary expenses for the meeting.

Article 15 When the audit committee or the convening shareholders decide to convene an extraordinary shareholders' meeting by themselves, they shall notify the board of directors in writing, and issue a notice convening the extraordinary shareholders' meeting after filing with the stock exchange and banking regulatory authority. The content of the notice shall comply with the following requirements and the provisions in Article 23 hereof:

(1) the convening shareholders or the audit committee shall not alter the original request proposed to the board of directors, otherwise, the convening shareholders or the audit committee shall make a new request to the board of directors for convening of the extraordinary shareholders' meeting according to the Articles of Association and Article 14 hereof;

(2) the place of meeting shall be the Company's domicile or such other place as may be notified by the convener of the meeting. When the audit committee or the convening shareholders decide to convene an extraordinary shareholders' meeting by themselves, the shareholding of the convening shareholders shall be no less than 10% before a resolution passed at the shareholders' meeting is announced.

The audit committee or the convening shareholders shall submit relevant supporting documents to the stock exchange and banking regulatory authority upon issuing the notice and publishing the announcement on resolution of the shareholders' meeting.

Article 16 The board of directors and the secretary of the board of directors shall actively assist the audit committee or the convening shareholders in holding extraordinary shareholders' meetings by themselves.

The board of directors shall provide the register of shareholders on the record date. If the board of directors fails to provide the register of shareholders, the convener may apply to the securities registration and settlement institution for the access to such register by presenting relevant notice convening the shareholders' meeting. The register shall not be used for any purpose other than the holding of the shareholders' meeting.

Section III Proposals of the Shareholders' Meeting

Article 17 Proposals (proposals) shall be specified for the subject matters to be discussed at a shareholders' meeting, and the meeting shall make resolutions on specific proposals in accordance with the Articles of Association and the Rules hereof.

Article 18 The contents of proposals shall belong to the scope of functions and powers of the shareholders' meeting, and shall have definite subjects for discussion and specific matters to be resolved, and shall comply with the requirements of the laws, administrative regulations and the Articles of Association. The proposals shall be submitted or sent to the board of directors in writing.

Article 19 The board of directors, the audit committee and the shareholders independently or jointly holding more than 1% of shares of the Company shall have the right to submit proposals at the shareholders' meeting held by the Company.

Article 20 Shareholders independently or jointly holding more than 1% of shares of the Company may submit ad hoc proposal in writing to the board of directors ten days before holding of a shareholders' meeting. The board of directors shall notify other shareholders within two days upon receipt of the proposals, and submit such ad hoc proposal to the shareholders' meeting for consideration.

Ad hoc resolutions proposed by shareholders shall meet the following requirements:

(1) the content of the resolutions shall fall within the business scope of the Company and the functions and powers of the shareholders' meeting without violating any requirement of the laws, administrative regulations or the Articles of Association;

(2) contain definite subjects for discussion and specific matters to be resolved;

(3) shall be delivered to the board of directors in writing ten days prior to the date of the shareholders' meeting.

Article 21 If a proposal is amended, withdrawn or cancelled pursuant to a legitimate reason, the board of directors shall issue a supplemental circular or publish an announcement at least ten days before the shareholders' meeting to notify other shareholders.

Apart from the aforesaid circumstances of amendment, withdrawal or cancellation of proposals based on proper reasons and cases of addition of new proposals in accordance with Article 20 hereof, the Company shall neither amend, withdraw or cancel the proposals nor add new proposals in the notice of the shareholders' meeting after issue of the notice.

Proposals that are not set out in the notice of the shareholders' meeting or that do not comply with the provisions of Articles 17 to 20 hereof shall not be voted on and resolved at the shareholders' meeting.

Section IV Notice of Shareholders' Meeting

Article 22 When the Company convenes an annual shareholders' meeting, a notice of the meeting shall be given twenty days before the date of the meeting and no later than fifteen days before the date of the extraordinary shareholders' meeting to notify all shareholders in writing of the time and place of the meeting and the matters to be considered.

When calculating the days of notice, the date of the meeting and the date of the notices sent should not be included.

Article 23 A notice of shareholders' meeting of the Company shall be made in writing and contain the following contents:

(1) the place, date and time of the meeting;

(2) matters and proposals submitted for consideration at the meeting;

(3) the shareholding registration date for shareholders eligible to attend the meeting;

(4) a conspicuous statement that shareholders entitled to attend and vote have the right to entrust in writing one or more proxies to attend and vote on their behalf and that such proxy need not be a shareholder;

(5) the name, telephone number and the email address of the standing contact person of the meeting;

(6) the voting time and voting procedures of the shareholders' meeting;

(7) other contents required by laws, administrative regulations, regulatory requirements and the listing rules of the place where the shares of the Company are listed.

The Company shall also issue a circular of the shareholders' meeting in accordance with the listing rules of the place where the shares of the Company are listed, fully and completely disclosing the specific details of all proposals, along with all information or explanations necessary for shareholders to make a reasonable judgment on the matters to be discussed.

Article 24 Notice and circular of shareholders' meetings shall be published by way of announcement on the websites of the Hong Kong Stock Exchange and the Company.

The public notice and circular for holders of Domestic Shares shall also be sent to shareholders specifically by email.

Article 25 The accidental omission to give notice of a meeting to, or the non-receipt of the notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting or any resolutions adopted thereat.

Article 26 Notice of class meetings may only be served to shareholders entitled to vote thereat.

Except as otherwise provided in the Articles of Association and the Rules hereof, class meetings shall be conducted in a manner as similar as possible to that of shareholders' meetings. The provisions of these Rules relating to the manner of convening shareholders' meetings shall apply to class meetings.

Article 27 If the election of directors is to be discussed at the shareholders' meeting, the notice of the shareholders' meeting shall fully disclose the detailed information of the candidates for directors, which shall at least include the following contents:

(1) Educational background, work experience, part-time jobs, and other personal data;

(2) Whether they are related parties of the Company or its controlling shareholder and actual controller;

(3) Number of shares held in the Company;

(4) Whether they have been penalised by the securities regulatory authority and other relevant authorities, and the stock exchange.

Each of the candidates for directors shall be proposed in a separate motion.

Article 28 After the said notice is issued, the shareholders' meeting shall not be deferred or cancelled, without proper reason. In case of deferment or cancellation, the convener shall make an announcement and state the reasons at least two workdays prior to the original date of holding the meeting.

In the event that a shareholders' meeting is postponed, the registration date of equity interest shall be re-established or the original registration date of equity interest shall be postponed accordingly in accordance with the requirements of the laws and regulations, departmental rules or the regulations of the place where the shares of the Company are listed, and an announcement shall be made in accordance with the regulations.

Section V Attendance and Registration of Shareholders' Meeting

Article 29 The shareholders' meetings shall be held at a meeting place in the form of on-site meeting. The Company may also use the network or any other means for its shareholders to make it convenient for them to participate in the shareholders' meetings. Shareholders may attend in person or entrust other persons to attend shareholders' meetings and exercise the rights of voting on their behalf within the scope of authority.

Article 30 Any shareholder entitled to attend a shareholders' meeting of the Company shall be entitled to speak at the meeting. Any shareholder entitled to attend and vote at a shareholders' meeting of the Company may attend and vote at the meeting in person or appoint one or more other persons (whether a shareholder or not) as his/her/its proxy to attend and vote on his/her/its behalf.

If the shareholder is a HKSCC, as defined by relevant rules applicable from time to time in Hong Kong, the HKSCC is entitled to appoint one or more persons it thinks fit as its proxies to attend on its behalf at any shareholders' meeting, any class meeting or any creditor meeting; but, if one or more persons have such authorisation, the letter of authorisation shall contain the number and class of the shares under authorisation with respect to each of such persons and shall be signed by the persons authorised by the HKSCC. Such authorised person can attend the meeting (without presenting the proof of shareholding, notarially certified authorisation and/or further proofs to verify that he/she is duly authorised) and exercise the right on behalf of the HKSCC as if he/she is a shareholder of the Company, and shall be entitled to the statutory rights same as those of other shareholders, including the right to speak and vote.

Article 31 Shareholders who entrust a proxy to attend a shareholders' meeting shall issue a proxy authorisation letter in writing.

The proxy letter issued by a shareholder to entrust a proxy to attend shareholders' meeting shall contain the following contents:

(1) name or designation of the appointer, and the class and number of shares in the Company held by him/her;

(2) name of the proxy;

(3) specific instructions from the shareholder, including instructions on each item to be discussed on the agenda of the shareholders' meeting, stating whether the shareholder agrees to, objects to or abstains from voting on the resolution, etc.;

(4) issuing date of the proxy letter and its effective period;

(5) signature (or seal) of the appointer; where the appointer is a shareholder which is a legal entity, it shall be stamped with the seal of legal entity or signed by its director or duly authorised representative.

Article 32 Individual shareholders attending the meeting in person shall present their ID cards or other valid documents or certificates that can prove their identities. Proxies attending the meeting on behalf of shareholders shall present their valid identity documents and the shareholder's proxy authorisation letter.

If the shareholder is a legal entity or other institution, its legal representative, responsible person or such person as authorised by resolution of its board of directors or other governing bodies may attend any shareholders' meeting as a representative of the appointer (all deemed to be shareholders present in person). A legal representative or responsible person who attends the meeting shall present his/her ID card and valid proof of his/her status as legal representative or responsible person. A proxy who attends the meeting shall present his/her own ID card and the written proxy authorisation letter issued by the legal entity or other institution.

If a shareholder is unable to attend in person and unable to sign the proxy authorisation letter in person, he/she may authorise other person to sign on his/her behalf. The power of attorney or other authorisation documents authorising other person to sign must be notarised. Notarised power of attorney or documents shall be deposited at the Company's residence or at other place specified in the notice convening the shareholders' meeting, together with the proxy authorisation letter.

Article 33 The format of power of attorney or proxy letter provided to shareholders by the board of directors of the Company for appointing proxies shall enable the shareholders to instruct their proxies to vote for or against or abstain from voting and to make instructions on each item to be discussed on the agenda of the shareholders' meeting. The proxy letter shall specify whether the proxy may vote as he/she thinks fit in the absence of instructions from the shareholder.

Article 34 A vote given in accordance with the terms of an instrument of proxy shall be valid if no notice in writing had been given to the Company with respect to the previous death or loss of capacity of the appointer, revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the relevant shares before the commencement of the relevant meeting.

Article 35 The board of directors and other conveners shall take necessary measures to safeguard the normal order of the shareholders' meeting. The board of directors shall take measures to obstruct and report relevant departments to investigate in a timely manner for the acts of disturbing the shareholders' meeting, stirring up fights and causing trouble, or infringing upon shareholders' legitimate rights and interests.

Article 36 All shareholders registered on the date of record or their proxies shall be entitled to attend the shareholders' meeting, to whom the Company and the convener of the meeting shall not reject for any reason.

Article 37 The Company shall be responsible for preparing an attendance register to be signed by those attending the shareholders' meeting. The attendance register shall state the names or names of the corporations, identification document number of the attendees, the number of voting shares held or represented, names of the principal (or names of the corporations) and so on.

Article 38 The convener and the Company's share registrar shall jointly verify the legality of shareholder qualification based on the register of shareholders provided by the securities registration institution; and record the shareholders' names and the number of voting shares held by them. The registration shall be terminated when the chairman of the meeting announces the number of shareholders and proxies present at the meeting and the shares held by them.

Article 39 The chairman of the meeting should, before voting, announce the number of shareholders and their proxies as well as their shares held with voting rights. The number of shareholders and their proxies, as well as their shares held with voting rights, shall be in accordance with those registered at the meeting.

Article 40 When a shareholders' meeting is held, the directors and senior management of the Company should attend the meeting, and answer and give explanation to the inquiries and proposals raised by shareholders unless there is a proper reason.

Section VI Holding of Shareholders' Meetings

Article 41 Shareholders' meeting shall be convened by the board of directors and presided over by the chairman of the board of directors. If the chairman of the board of directors is unable or fails to perform his/her duties, the meeting shall be presided over by the vice chairman of the board of directors. If the vice chairman of the board of directors is unable or fails to perform duties, a director of the Company shall be elected by no less than half of the directors to preside over the meeting.

A shareholders' meeting convened by the audit committee shall be presided over by the convener of the audit committee. Where the convener of the audit committee is unable or fails to perform his/her duties, the meeting shall be presided over by a member jointly elected by more than half of the members of the audit committee.

The shareholders' meeting convened by shareholders at their discretion shall be presided over by the convener or representative recommended by the convener.

If a shareholders' meeting in process is discontinued by virtue of violation of the Rules hereof by the chairman of the meeting, the meeting may elect a chairman to continue it upon approval of the shareholders present with more than half of the voting shares.

Article 42 The chairman of the meeting should, before discussing the resolutions, announce the following:

(1) the formal commencement of the meeting;

(2) the number of shareholders and their proxies present at the meeting, the number of shares they held with voting rights, and whether statutory requirements have been met;

(3) the meeting agenda stated in the notice.

Article 43 At the annual shareholders'meeting, the board of directors shall report to the meeting on its work performance over the past one year.

Article 44 The chairman of the meeting shall instruct relevant members of the board of directors or senior management to respond to or make explanations on the inquiries and proposals raised by shareholders, except the Company's business secrets that are forbidden to be disclosed at the shareholders' meeting are involved.

Article 45 The shareholders (or their proxies) present at the shareholders' meeting shall have the right to speak. The speech of the shareholders (or their proxies) shall observe the following regulations:

The shareholders requesting to deliver speeches shall register before or at the meeting and before the voting. The sequence of speech shall be consistent with that of the registration. The chairman of the meeting may decide on the number of spokesmen and the time of their speeches in line with the conditions of the meeting. If shareholders (or their proxies) breach the above regulations, the chairman of the meeting may reject or stop their speeches.

In review of a proposal, the directors, President and other senior management present and any other person with the approval of the chairman of the meeting may speak at the meeting.

Section VII Voting, Resolutions and Minutes of the Shareholders' Meeting

Article 46 Resolutions of the shareholders' meeting are divided into ordinary resolutions and special resolutions. An ordinary resolution must be passed by a majority of the voting rights held by the shareholders (including proxies) present at the meeting.

A special resolution must be passed by two-thirds or more of the voting rights held by the shareholders (including proxies) present at the meeting.

Article 47 The following matters shall be resolved by an ordinary resolution of a shareholders' meeting:

(1) work reports of the board of directors;

(2) profit distribution plans and loss make-up plans prepared by the board of directors;

(3) election of non-employee directors and their remuneration and manner of payment, dismissal of directors other than employee directors and independent directors;

(4) annual budgets and final account reports of the Company;

(5) appointment, removal or non-reappointment of the accounting firm that conducts regular statutory audits of the Company's financial reports, as well as matters related to its remuneration;

(6) matters other than those which are required by the laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association to be adopted by special resolutions.

Article 48 The following matters shall be resolved by a special resolution of a shareholders' meeting:

(1) increase or reduction of the Company's share capital, repurchase of shares of the Company and issuance of any category of shares, warrants or other similar securities;

(2) issuance of corporate bonds or the listing of the Company;

(3) division, merger, dissolution, liquidation and change of the form of the Company;

(4) amendment of the Articles of Association;

(5) removal of independent director(s);

(6) consideration and approval of proposal for equity incentive plan;

(7) any other matters that, as required by laws, administrative regulations, regulatory documents, departmental rules, the listing rules of the place where the shares of the Company are listed or the Articles of Association, and as resolved by way of an ordinary resolution of the shareholders' meeting, may have a significant impact on the Company and require adoption by a special resolution.

Article 49 When the shareholders' meeting is examining connected transactions, the connected shareholders shall not vote and the shares they hold shall not be counted into the effective total voting shares. The announcement of the shareholders' meeting resolution shall disclose the voting results of non-connected shareholders.

Where any shareholder, under laws and regulations, departmental rules, the listing rules of the place where the shares of the Company are listed and regulatory requirements, is required to abstain from voting on or restricted to vote only for or only against any particular resolution, any votes cast by such shareholder or its proxy in contravention of such requirement or restriction shall not be counted in the total number of valid votes cast.

Article 50 Shareholders (including their proxies) are entitled to exercise such voting rights as attached to the voting shares which they represent at shareholders' meeting. Each share shall have one voting right.

Shares of the Company held by the Company shall not carry voting rights and shall not be included in the total number of voting shares present at the shareholders' meeting.

The same voting right shall only select any one of the voting methods, namely voting on-site, voting online or other voting methods. Only the first voting result is viewed as valid for any multiple voting of the same voting right.

Article 51 Any vote of shareholders at a shareholders' meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

Article 52 On a poll, a shareholder (including his/her/its proxy) who is entitled to have two or more votes needs not cast all of his/her/its votes for or against a resolution or abstain from voting.

Article 53 The shareholders' meeting shall vote on all proposals one-by-one. In the event that different proposals are proposed for the same matters, voting on such proposals shall be conducted based on the order of the time of proposing such proposals to the shareholders' meeting. Except in the case of force majeure or other special reasons which lead to suspension of the shareholders' meeting or its failure to adopt a resolution, voting on the same shall neither be put on hold nor be refused for any reason.

Article 54 In the course of considering the content of the proposals of a shareholders' meeting, no alteration shall be made to the content of the proposals. If any alteration is made, the alteration shall be deemed to be a new proposal which shall not be voted upon at the shareholders' meeting.

Article 55 Shareholders present at the shareholders' meeting shall express one of the following opinions on the proposal put forward for voting: "for", "against", or "abstention".

Any ballot paper which is left blank or is not duly completed or the handwriting thereon is found to be illegible or which is not cast shall deemed to be an abstention of voting by the voter and the votes represented thereon shall be counted as "abstention".

Article 56 The scrutineer for the shareholders' meeting shall be the Company's auditor, the share registrar or an external accountant qualified to act as auditor. The Company shall state the identity of the scrutineer in the relevant announcement of the shareholders' meeting.

Article 57 The chairman of the meeting shall announce the voting results of each proposal at the meeting and declare whether the proposal is adopted based on the voting results.

Article 58 If the chairman of the meeting has any doubt as to the result of a resolution which has been put to vote at a shareholders' meeting, he/she may have the votes counted. If the chairman of the meeting has not counted the votes, any shareholder who is present in person or by proxy and who objects to the result announced by the chairman of the meeting may, immediately after the declaration of the result, demand that the votes be counted and the chairman of the meeting shall arrange for the votes counting immediately. If votes are counted in a shareholders' meeting, the result of the count shall be recorded in the minutes of the meeting.

Article 59 Minutes of a shareholders' meeting shall be kept by the secretary to the board of directors. Such meeting minutes should set out the following:

(1) the date and venue for convening the meeting, meeting agenda and the name of the convener;

(2) the name of the chairman of the meeting as well as those of the directors and senior management who attend the meeting as attendees and non-voting attendees;

(3) the number of shareholders and proxies attending the meeting, the total number of voting shares represented by the shareholders who are entitled to vote; the proportion of the number of voting shares represented by the shareholders who are entitled to vote out of the total number of shares of the Company;

(4) a description of the considerations taken for each proposal, the main points put forward by each speaker relating thereto and the voting results thereof;

(5) details of queries and recommendations of the shareholders and the corresponding response or explanation in relation thereto;

(6) the names of the lawyers and the persons responsible for counting the votes and for supervising the counting process;

(7) other contents which should be recorded in the minutes as provided for in the laws, administrative regulations, departmental rules and the Articles of Association.

Article 60 The minutes of shareholders' meetings shall be signed by the chairman of the meeting, the directors who attend the meeting, the board secretary and the recorder. The minutes shall be kept as corporate records together with the attendance lists of the shareholders present at the meeting and proxy authorisation letter permanently.

Article 61 If the proposal of the election of a director was passed by the shareholders' meeting, the appointment of a director shall take effect when:

(1) the resolution effecting such appointment is passed at the shareholders' meeting;

(2) the qualification of the director is approved by the banking regulatory authority of the State Council.

Article 62 If the resolution of a shareholders' meeting violates laws or administrative regulations, it shall be deemed as invalid.

If the procedure for convening or the method of voting at a shareholders' meeting violates any laws, administrative regulations or the Articles of Association, or if the contents of a resolution breach the Articles of Association, a shareholder may file a petition with the People's Court to revoke the resolution within sixty days from the date on which the resolution is passed, except for those that have only minor flaws and have no substantial impact on resolutions.

Shareholders who have not been notified to participate in the shareholders' meeting may file a petition with the People's Court to revoke the resolution within sixty days from the date when they know or should know that the resolution is made; if they do not exercise the right to revoke within one year from the date of the resolution, the revoke right shall be extinguished.

If the resolution of the shareholders' meeting of the Company is declared invalid, revoked or confirmed to be invalid by the People's Court, the Company shall apply to the company registration authority to cancel the registration that has been processed based on the resolution.

If the resolutions of the shareholders' meeting or the meeting of the board of directors are declared invalid, revoked or confirmed to be invalid by the People's Court, the civil legal relationship formed between the Company and its bona fide counterparties based on the resolution will not be affected.

CHAPTER IV SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS

Article 63 Except shareholders of other types of shares, shareholders holding Domestic Shares and shareholders holding H shares are considered as shareholders of different classes.

Article 64 Rights conferred on any class of shareholders in the capacity of shareholders may not be varied or abrogated, unless approved by a special resolution of shareholders' meeting and by holders of that affected class of shares at a separate class meeting by a special resolution in accordance with Articles 65 to 67 hereof.

Article 65 The following circumstances shall be deemed to be variation or abrogation of the rights of class shareholders:

(1) to increase or decrease the number of shares of such class, or to increase or decrease the number of shares of class having voting or distribution rights or privileges equal to or more than those of shares of such class;

(2) to effect an exchange of all or part of the shares of such class into shares of another class or to effect an exchange or create a right of exchange of all or part of the shares of another class into the shares of such class;

(3) to remove or reduce rights to accrued dividends or rights to cumulative dividends attached to shares of such class;

(4) to reduce or remove a dividend preference or a liquidation preference during the process of the Company's liquidation, attached to shares of such class;

(5) to add, remove or reduce conversion rights, options, voting rights, transfer or pre-emptive rights, or rights to acquire securities of the Company attached to shares of such class;

(6) to remove or reduce rights to receive payment payable by the Company in particular currencies attached to shares of such class;

(7) to create a new class of shares having voting or distribution right or other privileges equal to or more than those of the shares of such class;

(8) to restrict the transfer or ownership of the shares of such class or add such restriction;

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

(10) to increase the rights and privileges of shares of another class;

(11) to restructure the Company where the proposed restructuring will result in different classes of shareholders bearing a disproportionate burden of responsibilities in such proposed restructuring;

(12) to revise or abrogate any provisions of the Articles of Association relating to class shareholders.

Article 66 Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 65 hereof, but interested shareholder(s) shall not be entitled to vote at such class meetings.

"Interested shareholder(s)", as such term is used in the preceding paragraph shall have the same meaning with the reference in the Articles of Association.

Article 67 Resolutions of a class meeting shall be passed by more than two-thirds of the voting rights held by the shareholders of that class presented at the relevant meeting who, according to Article 66 hereof, are entitled to vote thereat.

CHAPTER V ADJOURNMENT

Article 68 The convener shall ensure that a shareholders' meeting is being held smoothly without being interrupted until the final resolution is agreed upon. In case the shareholders' meeting is suspended or prevented from making the final resolution due to special reasons including force majeure, the convener shall take necessary measures to resume the shareholders' meeting as soon as possible or to directly terminate the meeting, and publish a timely announcement. Furthermore, the convener shall report to the regulatory authority and the stock exchange on which the Company's shares are listed.

Article 69 If during a shareholders' meeting, conflicts arising among the shareholders present (including shareholder proxies) on the identity of shareholders and the counting result, cannot be resolved on the spot, for which reason the meeting is disturbed and interrupted, the chairman of the meeting shall announce the adjournment for the time being.

After the above-mentioned situation disappears, the meeting chairmen shall send a notice of resumption to each of the shareholders.

CHAPTER VI POST-MEETING MATTERS

Article 70 Resolutions of the shareholders' meeting shall be published in an announcement, which shall indicate the number of participating shareholders and proxies, the sum of voting shares held by the shareholders, the proportion of such shares in the Company's total shares, voting method, voting result of each proposal and the relevant contents of each resolution adopted.

Article 71 If a proposal is not adopted at a shareholders' meeting, or if the shareholders' meeting changes the resolution passed at the previous shareholders' meeting, a special reminder thereof shall be made in the announcement of resolutions of the shareholders' meeting.

Article 72 Resolutions, minutes and other relevant materials of the shareholders' meeting shall be provided to or filed with the relevant departments, if the provision or filing is so required by relevant laws, administrative regulations, rules and requirements of the securities regulatory authority or stock exchange in the place where the Company's shares are listed.

Article 73 Written materials of a shareholders' meeting such as the attendance sheet, power of attorney, counting results of votes, minutes, and legal opinions from the lawyers as witness shall be kept in accordance with the Company's archive management system.

Article 74 For confidential information in relation to the shareholders' meeting, the participants and other persons who have access to such information shall keep confidential such information. The Company preserves the right to investigate the responsibilities and liabilities in accordance with relevant laws and regulations for breach of such confidentiality.

Article 75 The board of directors is responsible for implementing the resolution passed at a shareholders' meeting and instructing the senior management to handle the specific implementation according to the content of the resolution and allocation of responsibilities.

CHAPTER VII SUPPLEMENTARY PROVISIONS

Article 76 Unless otherwise specified, the terms used herein shall have the same meaning with their references in the Articles of Association.

Article 77 These Rules shall be formulated and amended by the board of directors, and become effective after being adopted at the shareholders' meeting as evidenced by an ordinary resolution.

Article 78 If there are any matters which are not dealt with in these Rules or there are any conflicts with the new or amended laws, regulations or provisions of the Articles of Association arising upon the Rules hereof take effect, the laws, regulations and provisions of the Articles of Association shall prevail.

Article 79 Unless otherwise stipulated in the Rules, the references "more than", "within", "at least" and "before" hereunder shall all include the number immediately following them; the references "more than", "beyond", "less than", "below" and "majority" shall exclude the number immediately following them.

Article 80 Interpretation of these Rules shall be vested with the board of directors.