

ZHONGGUANCUN SCIENCE-TECH LEASING CO., LTD.

RULES OF PROCEDURE FOR GENERAL MEETINGS

CHAPTER I GENERAL PROVISIONS

Article 1 To protect shareholders' lawful exercise of rights, ensure that general meetings can operate efficiently, normatively and with scientific decision-making, and improve the corporate governance structure, these Rules are formulated in accordance with the Company Law of the People's Republic of China (2023 Revision) (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (2019 Revision), the Trial Administrative Measures for the Overseas Securities Offering and Listing by Domestic Enterprises, and other relevant national laws, administrative regulations, rules and regulatory documents (hereinafter referred to as "Laws and Regulations"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules"), and the Articles of Association of ZHONGGUANCUN SCIENCE-TECH LEASING CO., LTD. (hereinafter referred to as the "Articles of Association"), taking into account the actual circumstances of the Company.

Article 2 These Rules shall apply to the general meetings of the Company and shall be binding on the Company, all shareholders, shareholder proxies, directors and senior management of the Company, as well as other relevant persons attending general meetings.

Article 3 All directors of the Company owe a fiduciary duty regarding the normal convening of general meetings and shall not obstruct general meetings from exercising their powers and duties in accordance with the law.

Article 4 The preparation and organization of various tasks for general meetings shall be implemented and carried out by the secretary to the Board of Directors and the Strategic Development Department.

Article 5 All shareholders holding shares of the Company are entitled, in accordance with the Laws and Regulations, the Hong Kong Listing Rules, the Articles of Association and these Rules, to attend or appoint proxies to attend general meetings, and, where permitted by the relevant provisions, to enjoy various shareholder rights including the right to information, the right to speak, the right to raise questions and the right to vote.

Shareholders and shareholder proxies attending general meetings shall comply with the relevant provisions of the Laws and Regulations, the Hong Kong Listing Rules, the Articles of Association and these Rules, and consciously maintain the order of the meeting.

CHAPTER II GENERAL PROVISIONS OF GENERAL MEETINGS

Article 6 The general meeting is the organ of authority of the Company and shall exercise the following powers in accordance with law:

- (1) to elect and replace the directors and decide on matters relating to the remuneration of directors;
- (2) to consider and approve reports of the Board;
- (3) to consider and approve the Company's profit distribution plans and loss recovery plans;
- (4) to decide on any increase or reduction in the Company's share capital;
- (5) to decide on issues such as merger, division, spin-off, dissolution, liquidation or change of the form of the Company;
- (6) to decide on the issuance of corporate bonds;
- (7) to decide on the engagement, dismissal or non-reappointment of the accountants by the Company;
- (8) to amend the Articles of Association;
- (9) to consider motions raised by shareholders who represent not less than one percent (inclusive, excluding treasury shares) of the shares with voting rights of the Company;
- (10) to consider and approve guarantees required to be resolved at the general meeting pursuant to laws, regulations, the "Hong Kong Listing Rules" and the Articles of Association;
- (11) to consider the acquisition or disposal of significant assets which account for more than thirty percent of the latest audited total assets of the Company within one year;
- (12) to consider and approve the change of the use of proceeds raised through equity financing;
- (13) to consider and approve other matters required to be resolved at the general meeting pursuant to laws, regulations, the "Hong Kong Listing Rules" and the Articles of Association.

Article 7 Where compliant with the relevant provisions of the Laws and Regulations, and the securities regulatory authority and stock exchange of the place of listing of the Company's shares, the general meeting may authorize or delegate the Board of Directors to handle matters within the scope of its authorization or delegation. The content of the authorization by the general meeting to the Board of Directors shall be clear and specific.

To optimize decision-making procedures and enhance operational efficiency, the general meeting may authorize the Board of Directors, and may consent to the Board of Directors further authorizing the General Manager's Office Meeting to decide, within the scope prescribed by the Laws and Regulations, all matters relating to the registration and issuance of corporate bonds.

Unless otherwise provided by Laws and Regulations, where an authorized matter falls within the matters required by the Articles of Association to be passed by an ordinary resolution of the general meeting, it shall be passed by a majority of the voting rights held by shareholders (including shareholder proxies) attending the general meeting; where an authorized matter falls within the matters required by the Articles of Association to be passed by a special resolution of the general meeting, it shall be passed by two-thirds or more of the voting rights held by shareholders (including shareholder proxies) attending the general meeting.

Article 8 General meetings are divided into annual general meetings and extraordinary general meetings. An annual general meeting shall be held once a year and shall be held within six months after the end of the preceding accounting year.

Article 9 The Board shall call an extraordinary general meeting within two months upon occurrence of any of the following circumstances:

- (1) where the number of directors falls below the number as specified in the Company Law or less than two-thirds of the number as specified in the Articles of Association;
- (2) where the uncovered losses of the Company represent one-third of its total capital;
- (3) where shareholders who hold, separately or collectively, 10% or more of the outstanding shares (excluding treasury shares) of the Company in issue with voting rights request in writing to convene an extraordinary general meeting;
- (4) whenever the Board deems necessary or when proposed by the audit committee of the Board;
- (5) other circumstances as required by the laws and regulations or the Articles of Association.

The shareholding referred to in item (3) above shall be calculated as at the date on which the shareholders make the written request.

Article 10 Where a general meeting is held, a venue shall be set up, and it may be held in the form of an on-site meeting, or electronic communication (or other virtual means), or a combination of both. After the notice of a general meeting is issued, the venue of the on-site general meeting shall not be changed without justified reason. Where a change is truly necessary, the convenor shall announce the change and explain the reason at least two working days before the date of the on-site meeting.

The Company may, while ensuring the legality and effectiveness of the general meeting and where conditions permit, facilitate shareholders' participation in the general meeting through various modern information technology means. Shareholders participating in the general meeting through the above virtual means shall be deemed to be present, and may speak and vote electronically through the network.

Where the Company convenes a general meeting through electronic communication and adopts online voting, it shall comply with the Company Law and the relevant provisions of the securities regulatory authority and stock exchange of the place of listing of the Company's shares.

CHAPTER III PROCEDURES OF GENERAL MEETINGS

Section 1 Convening of Meetings

Article 11 General meetings shall be convened by the Board of Directors; the Board Audit Committee and shareholders individually or collectively holding 10% or more of the total voting shares of the Company for not less than 90 consecutive days may convene and preside over meetings in accordance with the provisions of the Articles of Association and these Rules.

Where shareholders individually or collectively holding 10% or more of the shares of the Company request the convening of an extraordinary general meeting, the Board of Directors or the Board Audit Committee shall, within ten days of receiving the request, decide whether to convene an extraordinary general meeting and reply to the shareholders in writing.

Article 12 Where shareholders request the convening of an extraordinary general meeting or a class meeting, the following procedures shall be followed:

- (1) Two or more shareholders individually or collectively holding 10% (inclusive) or more (excluding treasury shares) of the shares carrying voting rights at the proposed meeting may sign one or more written requests in the same form and substance, requesting the Board of Directors or the Board Audit Committee to convene an extraordinary general meeting or a class meeting, and setting out the topics of the meeting. The aforesaid shareholding shall be calculated as at the date on which the shareholders make the written request.
- (2) If the Board of Directors or the Board Audit Committee fails to issue notice convening the meeting within ten days of receipt of the aforesaid written request, the shareholders making the request may convene the meeting themselves within four months after receipt of the request by the Board of Directors or the Board Audit Committee, and the procedures for convening shall, as far as possible, be the same as the procedures for convening general meetings by the Board of Directors or the Board Audit Committee.

Where shareholders convene and hold a meeting on their own due to the Board of Directors' or the Board Audit Committee's failure to hold a meeting in response to the aforesaid request, the reasonable expenses incurred shall be borne by the Company and deducted from payments owed by the Company to the defaulting directors.

Article 13 For general meetings convened by the Board Audit Committee or shareholders on their own initiative, the Board of Directors and the secretary to the Board of Directors shall render cooperation. The Board of Directors shall provide the register of shareholders as at the record date.

Section 2 Proposals and Notices

Article 14 For general meetings convened by the Company, the Board of Directors, the Board Audit Committee, and shareholders individually or collectively holding 1% or more shares (excluding treasury shares) of the Company have the right to submit proposals to the Company in writing. The Company shall include the proposals that fall within the scope of the powers and duties of the general meeting in the agenda of such meeting.

Article 15 Shareholders individually or collectively holding 1% or more shares (excluding treasury shares) of the Company may submit an interim proposal and submit them in writing to the Board of Directors ten days before the convening of the general meeting. The Board of Directors shall, within two days of receipt of the proposal, issue a supplementary notice of the general meeting and announce the content of the extraordinary proposal. Unless otherwise provided by the Laws and Regulations, the Articles of Association or these Rules, the Board of Directors shall include such proposals that fall within the scope of the powers of the general meeting in the agenda of such general meeting and submit them to the general meeting for consideration.

Save for the circumstances specified in the preceding paragraph, the Board of Directors shall not, after issuing the notice of the general meeting, amend or add new proposals to those already set out in the notice of the general meeting.

Article 16 Proposals of general meetings shall comply with the provisions of relevant laws, administrative regulations and the Articles of Association, fall within the scope of powers of general meetings, and have clear topics and specific matters for resolution.

Article 17 Where the Company convenes an annual general meeting, it shall notify each shareholder of the time, venue and/or method and matters to be considered at the meeting 20 days before the meeting is held; for an extraordinary general meeting, the shareholders shall be notified 15 days before the meeting is held.

The venue for convening the general meeting of the Company shall be the venue as set out in the notice of the general meeting.

Article 18 A general meeting shall not decide on matters not set out in the notice.

Article 19 When the Company convenes a general meeting, the Board of Directors shall determine a shareholding determination date (record date). At the close of the shareholding determination date (record date), shareholders registered on the register shall be shareholders of the Company.

Where applicable Laws and Regulations and the Hong Kong Listing Rules contain provisions regarding the period during which registration of share transfers is suspended prior to the convening of general meetings or the benchmark date for deciding distribution of dividends by the Company, such provisions shall be complied with.

Article 20 Notices of general meetings shall comply with the following requirements:

- (1) made in writing;
- (2) specify the venue, duration, date and time and/or method of the meeting;
- (3) describe the matters to be discussed at the meeting;
- (4) provide shareholders with such information and explanations as are necessary to enable them to make an informed decision on the matters to be discussed; this principle includes (but is not limited to) providing the specific terms and contracts (if any) of proposed transactions and giving detailed explanations as to the causes and consequences thereof when the Company proposes a merger, share repurchase, share capital restructuring or other reorganization;
- (5) if any director or senior management has a material interest in the matters to be discussed, the nature and extent of their interest shall be disclosed; if the impact of the matters to be discussed on such director or senior management as a shareholder differs from the impact on other shareholders of the same class, such differences shall be stated;
- (6) set out the full text of any special resolution proposed to be passed at the meeting;
- (7) state in a conspicuous manner that all shareholders are entitled to attend the shareholders' general meeting, and that shareholders entitled to attend and vote shall have the right to appoint one or more proxies to attend and vote on their behalf, and such proxy need not be a shareholder of the company;
- (8) specify the time and place for delivery of proxy forms for the meeting;
- (9) specify the record date for shareholders entitled to attend the shareholders' general meeting;
- (10) specify the name and telephone number of the permanent contact person for the meeting; and
- (11) specify the time and procedures for voting by electronic or other means.

Article 21 In respect of the manner in which the Company provides and/or distributes corporate communications to shareholders as required by the Hong Kong Listing Rules, if the Company, in accordance with the relevant provisions of applicable Laws and Regulations and the Hong Kong Listing Rules as amended from time to time, may, unless a shareholder otherwise requests a printed copy, send or provide corporate communications to shareholders by electronic means or by posting information on the Company's website. Corporate communications include but are not limited to: circulars, annual reports, interim reports, quarterly reports, notices of general meetings, and other corporate communications set out in the Hong Kong Listing Rules.

Article 22 Accidental omission to send a meeting notice to any person entitled to receive the notice or such person's failure to receive the meeting notice shall not invalidate the meeting or the resolutions adopted at the meeting.

If the relevant provisions of the securities regulatory authority of the place of listing of the Company's shares require the Company to send, mail, distribute, issue, publish or otherwise provide relevant documents of corporate communications in both English and Chinese versions, and if the Company has made appropriate arrangements to ascertain whether its shareholders wish to receive only the English version or only the Chinese version, the Company may (based on the shareholders' expressed wishes), to the extent permitted by and in accordance with applicable Laws and Regulations, send only the English version or only the Chinese version to the relevant shareholders.

Article 23 Where a general meeting intends to discuss matters relating to the election of directors, the notice of the general meeting shall fully disclose the detailed information of the director candidates in accordance with the Laws and Regulations, the Hong Kong Listing Rules and the Articles of Association.

Section 3 Attendance and Registration of Meetings

Article 24 All shareholders registered in the register of shareholders on the record date for determining shareholding, or their proxies, are entitled to attend the general meeting and exercise voting rights in accordance with the Laws and Regulations, the Hong Kong Listing Rules and the Articles of Association, and the Company and the convenor shall not refuse for any reason.

Article 25 Shareholders may attend the general meeting in person, or may entrust a proxy in writing to attend the meeting and vote on their behalf. When a general meeting is convened, all directors and the secretary to the Board of Directors of the Company shall attend the meeting, and senior management shall attend as non-voting attendees. The auditor shall attend the annual general meeting to answer questions regarding the audit work, audit reports, accounting policies, and auditor independence. To ensure the seriousness and orderly conduct of the general meeting, the Company reserves the right to refuse entry to persons other than the aforementioned personnel in accordance with the law.

Article 26 Any shareholder entitled to attend and vote at a general meeting is entitled to appoint one or more persons (such person need not be a shareholder) as their shareholder proxy to attend and vote on their behalf. Such shareholder proxy may, pursuant to the appointment by such shareholder, exercise the following rights:

- (1) the right of such shareholder to speak at the general meeting;
- (2) the right to request voting by poll on their own or jointly with others;
- (3) the right to exercise voting rights by show of hands or by poll, provided that if more than one shareholder proxy is appointed, such shareholder proxies may only exercise voting rights by poll.

The Company shall, at the same time as issuing the notice and announcement of the general meeting, issue a proxy form to shareholders entitled to attend and vote at the meeting.

Article 27 A legal person shareholder shall be represented at a general meeting of the Company by its legal representative or a person authorized by a resolution of its Board of Directors or other decision-making body; the legal representative of a legal person shareholder may appoint a proxy to attend the meeting.

Article 28 A shareholder shall appoint a proxy in writing, and the proxy form shall be signed by the appointor or by a proxy appointed in writing by the appointor; where the appointor is a legal person, the proxy form shall be affixed with the seal of the legal person or signed by its director or officer or duly appointed agent.

The proxy form shall specify the number of shares represented by the proxy. If more than one person is appointed as shareholder proxy, the proxy form shall specify the number of shares represented by each shareholder proxy.

If such shareholder is a recognized clearing house as defined in the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) or its agent, such shareholder may authorize one or more persons as it deems appropriate to act as its proxy at any general meeting or any class meeting; provided that if two or more persons are authorized, the proxy form shall specify the number and class of shares in respect of which each such person has been authorized. The proxy form shall be signed by an authorized officer of the recognized clearing house. A person so authorized may attend the meeting on behalf of the recognized clearing house (or its agent) (without producing shareholding certificates, notarized authorization and/or further evidence as proof of their formal authorization) and exercise rights as if such person were a natural person shareholder of the Company.

Article 29 The proxy form issued by a shareholder to appoint another person to attend a general meeting shall specify the following:

- (1) the name and identification document number of the proxy;
- (2) whether the proxy has voting rights;
- (3) separate instructions to vote in favour, against or abstain on each resolution item included in the agenda of the general meeting;
- (4) whether the proxy has voting rights on an interim proposal that may be included in the agenda of the general meeting, and specific instructions on what voting right to exercise if the proxy has voting rights;
- (5) the date of issuance and validity period of the proxy form;
- (6) the signature of the appointor and official seal of the legal entity.

The format of any proxy form issued by the Board of Directors to shareholders for appointing shareholder proxies shall allow shareholders to freely choose to instruct shareholder proxies to vote in favour, against or abstain, and to give separate instructions on each matter to be voted on at the meeting. The proxy form shall indicate whether, if the shareholder does not give specific instructions, the shareholder proxy may vote at his or her own discretion. If the proxy form does not state otherwise, the shareholder proxy shall be deemed to be able to vote at his or her own discretion on matters on which the shareholder has not given specific instructions, and the shareholder shall bear corresponding liability for such voting conduct.

The proxy form shall be deposited at the Company's domicile or such other place designated in the notice convening the meeting at least 24 hours before the meeting to which the proxy form relates, or 24 hours before the designated voting time, or, where compliant with all applicable Laws and Regulations and the Hong Kong Listing Rules, sent electronically to the email address designated by the Company. Where the proxy form is signed by a person authorized by the appointor, the power of attorney or other authorization document authorizing the signature shall be notarized. The notarized power of attorney or other authorization document shall be deposited at the Company's domicile or such other place designated in the notice convening the meeting together with the proxy form.

Article 30 Where the appointor has passed away, become incapacitated, withdrawn the appointment, withdrawn the authorization for the signing of the appointment, or the relevant shares have been transferred before the vote, as long as the Company has not received written notice of such matters before the commencement of the relevant meeting, the vote cast by the shareholder proxy in accordance with the proxy form shall remain valid.

Article 31 The convenor and the scrutineers engaged by the Company shall jointly verify the legality of shareholder qualifications based on the register of shareholders provided by the securities registration institution, and register the names (or designations) of shareholders as well as the number of voting shares held by them.

Article 32 The chairman of the meeting shall, prior to voting, announce the number of shareholders and shareholder proxies attending the meeting in person and the total number of voting shares held by them. The number of shareholders and shareholder proxies attending the meeting in person and the total number of voting shares held by them shall be subject to the registration of the meeting.

Section 4 Convening of Meetings

Article 33 Where a general meeting is convened by the Board of Directors, the chairman of the Board shall serve as the chairman of the meeting; if the chairman of the Board is unable to attend the meeting for any reason, one director shall be jointly nominated by a majority of the directors to serve as the chairman of the meeting; if no chairman of the meeting is nominated, the shareholders attending the meeting may elect one person to serve as chairman; if for any reason the shareholders are unable to elect a chairman, the shareholder (including shareholder proxies) holding the largest number of voting shares present at the meeting shall serve as the chairman of the meeting (other than HKSCC Nominees Limited).

Where a general meeting is convened by the Board Audit Committee on its own, the chairman of the Board Audit Committee shall preside and serve as the chairman of the meeting. If the chairman of the Board Audit Committee is unable or fails to perform his or her duties, one member nominated by a majority of the members of the Board Audit Committee shall preside.

Where a general meeting is convened by shareholders on their own, the convenor shall nominate a representative to preside over the meeting and serve as the chairman of the meeting.

Where, during a general meeting, the chairman of the meeting violates the rules of procedure such that the general meeting cannot proceed, the general meeting may, with the consent of a majority of shareholders with voting rights present at the general meeting, nominate one person to serve as the chairman of the meeting and continue the meeting.

Article 34 Directors and senior management shall respond to and provide explanations on inquiries and suggestions from shareholders at the general meeting.

Article 35 At an annual general meeting, the Board of Directors shall report to the general meeting on its work over the past year. Each Independent Director shall also make a work report.

Section 5 Voting and Resolutions

Article 36 Proposals included in the agenda of a general meeting shall be considered prior to voting, and the general meeting shall allow reasonable time for the discussion of each proposal.

Article 37 The same voting right may only be exercised through one voting method, either on-site or by other voting methods. Where the same voting right produces duplicate votes, the first voting result shall prevail.

Unless voting is conducted by poll specifically in accordance with the Hong Kong Listing Rules, or unless the following persons request a poll before or after the show of hands, the general meeting shall vote by show of hands:

- (1) the chairman of the meeting;
- (2) at least two shareholders or shareholder proxies with voting rights;
- (3) one or more shareholders (including shareholder proxies) individually or collectively holding 10% (inclusive) or more (excluding treasury shares) of the voting shares at the meeting.

Unless a person requests a poll, the chairman of the meeting shall announce the passing of the resolution based on the result of the show of hands and record the same in the minutes of the meeting as the final basis, without the need to prove the number or proportion of votes in favour or against the resolution passed at the meeting.

A request for voting by poll may be withdrawn by the person who made it.

When the general meeting votes on a proposal, the Company shall appoint its auditor, share registrar or an external accountant qualified to act as an auditor as the scrutineer for vote counting, and shall announce the identity of the scrutineer in the announcement.

Each shareholder (including shareholder proxies) shall exercise voting rights at the general meeting based on the number of voting shares held by them, with each share carrying one vote; provided that shares held by the Company itself carry no voting rights and shall not be counted in the total number of valid shares at the general meeting.

Article 38 When the general meeting considers a proposal, no modification shall be made to the proposal; otherwise, any relevant change shall be deemed as a new proposal and shall not be voted on at the current general meeting.

Article 39 Where the general meeting elects directors, the nomination of directors shall be submitted to the general meeting for voting in the form of proposals. Where the general meeting considers proposals on the election of directors, it shall vote on each director candidate individually.

Article 40 Resolutions of the general meeting shall be divided into ordinary resolutions and special resolutions.

An ordinary resolution of the general meeting shall be passed by a majority of the voting rights held by shareholders (including shareholder proxies) attending the general meeting. The following matters shall be passed by an ordinary resolution of the general meeting:

- (1) the work reports of the Board of Directors;
- (2) the profit distribution plan and loss recovery plan submitted by the Board of Directors;
- (3) the election and removal of members of the Board of Directors and their remuneration and method of payment;
- (4) the engagement, dismissal or non-renewal of the engagement of the accounting firm;
- (5) guarantee matters required by Laws and Regulations, the Hong Kong Listing Rules and the Articles of Association to be approved by the general meeting, unless otherwise provided by the Articles of Association and these Rules;
- (6) changes in the use of proceeds raised through equity financing;
- (7) other matters not required by the Laws and Regulations, the Hong Kong Listing Rules or the Articles of Association to be passed by special resolution.

Unless otherwise provided by the Laws and Regulations, a special resolution of the general meeting shall be passed by two-thirds or more of the voting rights held by shareholders (including shareholder proxies) attending the general meeting. The following matters shall be passed by a special resolution of the general meeting:

- (1) increase or reduction of the Company's share capital and issuance of any class of shares, warrants and other similar securities;
- (2) issuance of corporate bonds;
- (3) the division, spin-off, merger, dissolution and liquidation of the Company;
- (4) the amendment of the Articles of Association;
- (5) the purchase or sale of material assets or the provision of guarantee to others by the Company within one year exceeding 30% of the Company's latest audited total assets;
- (6) other matters prescribed by the Laws and Regulations, the Hong Kong Listing Rules or the Articles of Association and matters which the general meeting determines by ordinary resolution would have a material impact on the Company and require a special resolution of the general meeting.

Article 41 When the general meeting considers matters relating to connected transactions, connected shareholders shall not participate in the voting or act as proxies for other shareholders in voting. In respect of the vote on such connected transaction matters, the number of voting shares represented by connected shareholders shall not be counted in the total number of valid voting shares.

Article 42 If the chairman of the meeting has any doubt about the voting results of a resolution submitted for voting, he or she may recount the votes cast; if the chairman of the meeting has not recounted the votes, any shareholder or shareholder proxy attending the meeting who dissents from the resolution results announced by the chairman shall have the right to request a recount of the votes cast immediately after the announcement, and the chairman of the meeting shall recount the votes immediately.

If a vote recount is conducted at the general meeting, the recount results shall be recorded in the minutes of the meeting.

Article 43 Without the approval of the general meeting by special resolution, the Company shall not enter into a contract with any person other than directors and senior management to entrust the management of all or any material part of the Company's business to such person.

Article 44 Where a proposal is not passed, or the current general meeting modifies a resolution of a previous general meeting, a special note shall be made in the resolution of the general meeting.

Article 45 The chairman of the meeting shall announce the voting status and results of each proposal, and announce whether the proposal has been passed based on the voting results.

Prior to the official announcement of the voting results, relevant parties involved in vote counting, vote scrutinizing, and major shareholder service providers at the on-site general meeting or through other voting methods shall bear confidentiality obligations regarding the voting status.

Article 46 Shareholders attending the general meeting shall express one of the following opinions on the proposals submitted for voting: in favour, against, or abstain.

Unfilled, incorrectly filled, or illegible ballots, as well as uncast ballots, shall all be deemed as a waiver of voting rights by the voter, and the voting results of the number of shares held by them shall be recorded as "abstain".

In accordance with applicable Laws and Regulations and the Hong Kong Listing Rules, if any shareholder is unable to exercise voting rights or is restricted to voting only in favour or only against on any individual proposal, any vote of such shareholder or its proxy that violates the relevant provisions or restrictions shall not be counted in the voting result.

When voting, a shareholder (including a shareholder proxy) entitled to two or more votes need not cast all voting rights in favour of or against a proposal.

Article 47 The general meeting shall form written resolutions. The chairman of the meeting shall be responsible for announcing the general meeting resolutions based on the provisions of the Articles of Association, these Rules, and the voting results of the meeting, which shall be recorded in the minutes of the meeting.

Article 48 The secretary to the Board of Directors shall be responsible for preparing the minutes of general meetings. The minutes of the meeting shall record the following content:

- (1) the number of shareholders (or shareholder proxies) attending the general meeting and the number of voting shares held by them as a proportion of the total shares of the Company;
- (2) the date, venue, time, agenda of the meeting, and the name or title of the convenor;
- (3) the names of the chairman of the meeting, as well as the directors, the General Manager and other senior management attending or present at the meeting;
- (4) the main points of speeches made by speakers on the matters under consideration;
- (5) the consideration process and voting results for each matter voted on;
- (6) for resolutions made on proposals submitted by shareholders, the name or title of the shareholder, shareholding percentage, and the content of the proposal shall be specified;
- (7) shareholder inquiries and suggestions, as well as corresponding answers or explanations;
- (8) the names of the vote counters and scrutineers;
- (9) other content required by the Laws and Regulations, the Articles of Association and these Rules to be recorded in the minutes of the meeting.

Article 49 The convenor shall ensure that the content of the minutes of the meeting is true, accurate and complete. The minutes of the general meeting shall be signed by the chairman of the meeting and the directors attending the meeting.

Section 6 Special Procedures for Voting by Class Shareholders

Article 50 Shareholders holding different classes of shares shall be class shareholders. Class shareholders shall enjoy rights and assume obligations in accordance with the provisions of laws, administrative regulations, and the Articles of Association.

Each class of shareholders of the Company shall enjoy equal rights in dividends or any other form of distribution.

If the Company's share capital includes non-voting shares, the name of such shares shall bear the wording "non-voting".

If the share capital includes shares with different voting rights, the name of each class of shares (except shares with the most favorable voting rights) shall bear the wording "restricted voting rights" or "limited voting rights".

Article 51 Where the Company proposes to vary or abolish the rights of class shareholders, it shall be passed by a special resolution of the general meeting and approved at general meetings separately convened by the affected class shareholders before it can be implemented.

Article 52 The following circumstances shall be deemed as a variation or abolition of the rights of a class of shareholders:

- (1) to increase or reduce the number of shares of such class, or to increase or reduce the number of shares of a class enjoying equal or more voting rights, distribution rights, or other privileges compared to the shares of such class;
- (2) to exchange all or part of the shares of such class for other classes, or to exchange all or part of the shares of another class for shares of such class, or to grant such conversion rights;
- (3) to cancel or reduce the rights of shares of such class to obtain accrued or cumulative dividends;
- (4) to reduce or cancel the preferential rights of shares of such class to obtain dividends or property distribution upon liquidation of the Company;
- (5) to increase, cancel, or reduce share conversion rights, options, voting rights, transfer rights, preemptive placement rights, or rights to acquire Company securities attached to shares of such class;
- (6) to cancel or reduce the rights of shares of such class to receive payables by the Company in a specific currency;
- (7) to create a new class enjoying equal or more voting rights, distribution rights, or other privileges compared to shares of such class;

- (8) to impose or increase restrictions on the transfer or ownership of shares of such class;
- (9) to issue subscription or conversion rights for shares of such class or another class;
- (10) to increase the rights and privileges of shares of other classes;
- (11) a restructuring plan of the Company that would result in different classes of shareholders bearing liabilities disproportionately during the restructuring;
- (12) to amend or repeal the provisions of this section.

Article 53 The affected class shareholders, whether or not originally having voting rights at general meetings, shall have voting rights at class meetings when matters specified in items (2) to (8) and (11) to (12) of Article 52 of these Rules are involved; however, interested shareholders shall not have voting rights at class meetings.

The meaning of interested shareholders in the preceding paragraph is as follows:

- (1) Where the Company repurchases its own shares in accordance with Article 31 of the Articles of Association by making a repurchase offer to all shareholders in the same proportion or by repurchasing its own shares through open market transactions on a stock exchange, “interested shareholder” means the controlling shareholder as defined in Article 59 of the Articles of Association;
- (2) Where the Company repurchases its own shares in accordance with Article 32 of the Articles of Association by agreement outside a stock exchange, “interested shareholder” means the shareholder related to such agreement;
- (3) In a Company restructuring plan, “interested shareholder” means a shareholder who assumes liabilities in a lower proportion than other shareholders of such class or a shareholder who holds different interests from other shareholders of such class.

Article 54 A resolution of a class meeting shall be passed by two-thirds or more of the voting rights of the shareholders attending the class meeting in accordance with Article 53 of these Rules.

Article 55 Where the Company convenes a class meeting, it shall notify all registered shareholders of such class of the matters proposed to be considered at the meeting, as well as the date and venue of the meeting.

Article 56 Notice of a class meeting only needs to be served on shareholders entitled to vote at such meeting.

Class meetings shall be held following procedures as similar as possible to general meetings, and the provisions in the Articles of Association relating to the procedures for holding general meetings shall apply to class meetings.

Article 57 Save for shareholders of other classes of shares, holders of domestic shares and holders of overseas listed shares shall be regarded as shareholders of different classes.

The following circumstances shall not be subject to the special procedures for class shareholder voting:

- (1) upon approval by a special resolution of the general meeting, the Company issues domestic shares and/or overseas listed shares separately or simultaneously at intervals of every twelve months, and the number of domestic shares and overseas listed foreign shares to be issued does not exceed twenty percent (excluding treasury shares) of the respective class of issued and outstanding shares;
- (2) the plan for the issuance of domestic shares and overseas listed shares at the time of the Company's establishment is completed within fifteen months from the date of approval by the securities regulatory authority of the State Council;
- (3) upon approval by the securities regulatory authority of the State Council, the Company's domestic shares are converted into overseas listed shares, or the holder of the Company's domestic shares transfers their shares to an overseas investor and such shares are listed and traded on an overseas stock exchange.

Section 7 Post-Meeting Matters

Article 58 Written materials such as the register of attendees, proxy forms, voting statistics, and meeting minutes shall be kept by the secretary to the Board of Directors in accordance with the Company's archive management system.

Article 59 Resolutions of the general meeting shall be announced in a timely manner in accordance with the requirements of the securities regulatory authority of the place of listing of the Company's shares. The announcement shall specify the number of shareholders and proxies attending the meeting, the total number of voting shares held and its proportion to the total number of voting shares of the Company, the total number of shares required to abstain from voting in favour and/or the total number of shares required to abstain from voting on individual proposals according to the requirements of the securities regulatory authority of the place of listing of the Company's shares (if any) and whether shareholders required to abstain from voting have done so, the voting method, the voting results of each proposal (including the total number of shares actually voting in favour, against, or abstaining), and the identity of the scrutineers.

The Company shall publish an announcement at least thirty minutes before the commencement of the morning trading session on the first working day after the conclusion of the meeting, or before the commencement of trading in any pre-opening session (whichever is earlier).

CHAPTER IV IMPLEMENTATION OF GENERAL MEETING RESOLUTIONS

Article 60 Resolutions formed by the general meeting shall be organized and implemented by the Board of Directors, and the General Manager shall be charged with specific execution based on the content of resolutions and division of responsibilities; matters requiring implementation by the Board Audit Committee as requested by general meeting resolutions shall be directly organized and implemented by the chairman of the Board Audit Committee.

CHAPTER V SUPPLEMENTARY PROVISIONS

Article 61 Unless otherwise specified, the terms used in these Rules shall have the same meanings as such terms in the Articles of Association.

Article 62 These Rules shall take effect upon being passed by the general meeting. Any amendment to these Rules shall be passed by an ordinary resolution of the general meeting.

Article 63 Where matters are not provided for in these Rules or the provisions of these Rules conflict with or are inconsistent with the relevant Laws and Regulations on state-owned asset supervision and other applicable Laws and Regulations, and the relevant provisions of the securities regulatory authority or stock exchange of the place of listing of the Company's shares, as enacted, amended or implemented after the effectiveness of these Rules, the aforesaid Laws and Regulations, and the relevant provisions of the securities regulatory authority or stock exchange of the place of listing of the Company's shares in effect at the relevant time shall prevail.

Article 64 Unless otherwise specified in these Rules or clear from the context, terms such as "above", "within", and "at least" in these Rules shall include the underlying number; "exceeding", "less than", "below", "under", "a majority of", and "other than" shall exclude the underlying number.

Article 65 These Rules are written in Chinese and in English, both of which shall be equally valid. Should there be any discrepancy between the two versions, the Chinese version shall prevail.

Article 66 The right of interpretation of these Rules belongs to the Board of Directors.