

RULES OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS

(Reviewed and approved by the second shareholders' general meeting of the Company held on 10 March 2006, reviewed the first amendment by the 2008 second extraordinary general meeting of the Company held on 6 August 2008, reviewed the second amendment by the 2010 first extraordinary general meeting of the Company held on 30 March 2010, reviewed the third amendment by the 2010 third extraordinary general meeting of the Company held on 14 September 2010, reviewed the fourth amendment by the 2019 annual general meeting of the Company held on 19 May 2020, and reviewed the fifth amendment by the 2025 first extraordinary general meeting of the Company held on 30 June 2025)

CHAPTER 1 GENERAL PROVISIONS

Article 1 These rules of procedures (the "Rules") are formulated by BBMG Corporation (the "Company") in accordance with the Company Law of the People's Republic of China ("Company Law"), the Securities Law of the People's Republic of China ("Securities Law"), the Guidelines on the Articles of Association of Listed Companies, the Rules of Procedures for Shareholders' General Meeting of Listed Companies and relevant laws and regulations and regulatory documents as well as the Articles of Association of BBMG Corporation ("Articles of Association") with reference to actual conditions of the Company, in order to protect the lawful interests of shareholders, ensure normal order and operating efficiency of the shareholders' general meeting and perform its functions as the supreme authority.

Article 2 The Rules shall be applicable to the shareholders' general meeting and shall have binding effect on the Company, shareholders, shareholder proxies, and directors and senior management attending or observing at shareholders' general meetings as voting or non-voting participants.

Article 3 Shareholders may attend in person the shareholders' general meeting which is composed of all shareholders, or appoint proxies to attend and vote on their behalf within definite authorisations. Where directors and senior management are required to be present at shareholders' general meeting, such directors and senior management shall be present at the meetings and answer the queries from shareholders.

Article 4 The board office is responsible for the convening, agenda, minutes and daily activities of the shareholders' general meeting.

Article 5 The Company shall engage the PRC lawyers to attend the shareholders' general meeting and provide legal opinions on the following issues with announcements made thereon:

- (1) compliance with laws, administrative regulations and the Articles of Association with respect to the convening and holding procedures of the meeting;
- (2) validity of the eligibility of participants and the convener of the meeting;
- (3) validity of voting procedures and voting results of the meeting;
- (4) legal opinions on other matters upon the request of the Company.

CHAPTER 2 FUNCTIONS AND POWERS OF SHAREHOLDERS' GENERAL MEETING

Article 6 As the supreme authority of the Company, the shareholders' general meeting exercises its functions and powers as follows:

- (1) To elect and replace the directors who are not employees' representatives and decide on the matters relating to the remuneration of the relevant directors;
- (2) To consider and approve the report of the board of directors;
- (3) To consider and approve the proposals for profit distribution and recovery of losses;
- (4) To resolve on matters over the increase or reduction in the Company's registered capital;
- (5) To resolve on matters over the merger, division, dissolution or liquidation of the Company or change of the Company's form;
- (6) To resolve on matters over the issue of debentures, any kind of shares, warrants or other similar securities by the Company;
- (7) To resolve on matters over the engagement, termination of engagement or non-renewal of engagement of the certified public accountant of the Company;
- (8) To amend the Articles of Association;
- (9) To consider the acquisition or disposal of significant assets which account for more than 30% of the latest audited total assets of the Company within one year;
- (10) To resolve on the external guarantees which shall be considered and approved at shareholders' general meetings in accordance with the laws, administrative regulations and the Articles of Association;
- (11) To consider and approve the change of use of proceeds from the issue of A Shares;
- (12) To consider the share incentive scheme;
- (13) To consider and review the resolution proposed by any shareholder who holds, alone or in aggregate, more than 1% of the shares with voting rights of the Company;
- (14) To resolve on other matters which are required to be resolved at shareholders' general meetings under the laws, administrative regulations, departmental rules and the Articles of Association;

The board of directors may be authorized by the shareholders' general meeting to make resolutions on the issuance of corporate bonds.

Article 7 The Company's approval authority for investments and transactions shall be subject to the following terms of reference of the shareholders' general meeting:

- (1) General transactions that are subject to the approval of the shareholders' general meeting (as defined under the relevant listing rules of the jurisdictions where the Company's shares are listed, as amended from time to time) include:
 - (i) transactions that are subject to approval of the shareholders' general meeting in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules of the Stock Exchange"); specifically, in the size tests conducted on the transaction or the correlated transactions in aggregation (on the aggregation basis under the Listing Rules of the Stock Exchange, as amended from time to time) based on assets ratio, profit ratio, revenue ratio, consideration ratio and equity capital ratio, any of the ratios reaches 25% or higher (specifics of the size tests are subject to the Listing Rules of the Stock Exchange, as amended from time to time);
 - (ii) transactions that are subject to the approval of the shareholders' general meeting in accordance with the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange ("Listing Rules of the Shanghai Stock Exchange"); specifically, in the size tests conducted on the transaction or the correlated transactions in aggregation (on the aggregation basis under the Listing Rules of the Shanghai Stock Exchange, as amended from time to time) based on total assets, net assets, transaction consideration, profit, operating revenue and net profit (specifics of the size tests are subject to the Listing Rules of the Shanghai Stock Exchange, as amended from time to time), any of the ratios reaches 50% or higher.
- (2) Connected transactions that are subject to the approval of the shareholders' general meeting (as defined under the relevant listing rules of the jurisdictions where the Company's shares are listed, as amended from time to time) include:
 - (i) connected transactions (as defined under the Listing Rules of the Stock Exchange, as amended from time to time) that are subject to approval of the shareholders' general meeting in accordance with the Listing Rules of the Stock Exchange; specifically, in the size tests conducted on the transaction or the correlated transactions in aggregation (on the aggregation basis under the Listing Rules of the Stock Exchange, as amended from time to time) based on assets ratio, revenue ratio, consideration ratio and equity capital ratio, any of the ratios reaches 5% or higher (specifics of the size tests are subject to the Listing Rules of the Stock Exchange, as amended from time to time), unless each of the above ratios is less than 25% and the transaction consideration is less than HK\$10 million;
 - (ii) connected transactions (as defined under the Listing Rules of the Shanghai Stock Exchange, as amended from time to time) that are subject to the approval of the shareholders' general meeting in accordance with the Listing Rules of the Shanghai Stock Exchange; specifically, the consideration of the transaction or the correlated transactions in aggregation (on the

aggregation basis under the Listing Rules of the Shanghai Stock Exchange, as amended from time to time) represents 5% or higher of the latest audited net asset absolute value of the Company.

- (3) Where the Company enters into an “acquisition or disposal of assets” transaction (including general transactions and connected transactions) and the total assets involved or the transaction considerations, as calculated cumulatively for 12 consecutive months, exceed 30% of the latest audited total assets of the Company, such transaction shall be subject to the approval of the shareholders’ general meeting.
- (4) Other matters that are subject to the approval of the shareholders’ general meeting pursuant to the laws and regulations of the jurisdictions where the Company’s shares are listed, the relevant listing rules, and the Articles of Association.

Article 8 The following external guarantees provided by the Company are subject to approval by the shareholders’ general meeting:

- (1) any guarantee which is to be provided after the total amount of external guarantees of the Company and its holding subsidiaries exceeds 50% of the latest audited net assets of the Company;
- (2) any guarantee which is to be provided after the total amount of external guarantees of the Company exceeds 30% of the latest audited total assets of the Company;
- (3) any guarantee that leads to exceeding 30% of the latest audited total assets of the Company on an accumulative basis for consecutive 12 months;
- (4) any guarantee provided in favour of a party with an asset to liability ratio exceeding 70%;
- (5) any single guarantee that exceeds 10% of the latest audited net assets of the Company;
- (6) any guarantee to be provided to shareholders, the de facto controller or their respective connected parties;
- (7) other guarantees subject to consideration and approval of the shareholders’ general meeting as provided in other laws and regulations and the Articles of Association.

Article 9 Matters which, as required by the laws, administrative regulations and the Articles of Association, shall be resolved at shareholders’ general meetings shall be considered at shareholders’ general meetings, so as to protect the decision-making rights of shareholders of the Company on such matters. The board of directors may be authorized at shareholders’ general meetings whenever necessary and reasonable to make decisions within its scope of authorization as delegated at shareholders’ general meetings on matters relating to the resolutions which cannot be decided immediately on the shareholders’ general meeting.

An authorisation by the shareholders' general meeting, in case of a subject matter falling within the scope of ordinary resolution, shall be passed by votes representing a simple majority of the voting rights held or represented by the shareholders (including their proxies) present at the shareholders' general meeting; or in case of a subject matter falling within the scope of special resolution, shall be passed by votes representing more than two-thirds of the voting rights held or represented by the shareholders (including their proxies) present at the shareholders' general meeting. The content of authorisation shall be clear and specific.

Article 10 The authorisation by the shareholders' general meeting to the board of directors shall be made in accordance with the following principles:

- (1) to focus on the operation and development of the Company, to make good use of market opportunities and to ensure smooth and efficient operation of the Company;
- (2) to be flexible and pragmatic, to avoid excessive formalities on condition that it does not contravene the Articles of Association, and to ensure business decisions of the Company can be made in a timely manner;
- (3) not to harm the interests of the Company and shareholders as a whole, especially the legal interests of minority shareholders.

CHAPTER 3 CONVENING OF SHAREHOLDERS' GENERAL MEETING

Article 11 Shareholders' general meetings comprise annual general meetings and extraordinary general meetings. An annual general meeting shall be held once a year and within six months after the end of the prior accounting year. There is no stipulation on the number of extraordinary general meetings to be convened each year.

Article 12 The Company shall convene an extraordinary general meeting within two months from the date of occurrence of any of the following circumstances:

- (1) the number of directors is less than the quorum required by the Company Law or two-thirds of the number of directors required under the Articles of Association;
- (2) the unrecovered losses of the Company amount to one-third of the total amount of its share capital;
- (3) shareholder(s) individually or collectively holding more than 10% of the Company's issued and outstanding shares carrying voting rights request(s) in writing the convening of an extraordinary general meeting;
- (4) it is deemed necessary by the board of directors;
- (5) whenever the audit and risk committee so proposes;
- (6) other circumstances provided by the laws, administrative regulations, departmental rules or the Articles of Association.

The shareholdings mentioned in (3) above is calculated as on the day when the requisitions in writing are made, which shall be signed in one or more counterparts with a proposal to the board of directors stating the subject of the meeting and motions.

Article 13 In the event that it is unable to convene a shareholders' general meeting within the period specified in Articles 11 and 12 hereof, the Company shall submit the reason to the local resident office of China Securities Regulatory Commission and the stock exchange(s) where the Company's shares are listed ("stock exchange(s)"), make public announcement and obtain the relevant waiver.

Article 14 Shareholders' general meeting shall be convened by the board of directors under the laws, and shall be presided over by the chairman of the board of directors; In the event that the chairman is unable or fails to perform his duties, the vice chairman (the one jointly elected by more than a half of the directors, if the Company has two or more vice chairmen) shall act as the presider of the meeting; if there is no position of vice chairman or the vice chairman is unable or fails to perform his duties, a director shall be jointly elected by more than a half of the directors to act as the presider of the meeting. In the event no director can be elected by more than a half of the directors to act as the presider of the meeting, the shareholders present at the meeting may elect a person as the presider of the meeting; if for any reason, the shareholders fail to elect a presider, then the shareholder (including proxy) present and holding the largest number of shares carrying voting right shall be the presider of the meeting.

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

The shareholders' general meeting convened by shareholders themselves shall be presided over by a representative nominated by the convener.

When the shareholders' general meeting is held and the chairman of the meeting violates the Rules which makes it difficult for the shareholders' general meeting to continue, a person may be elected at the shareholders' general meeting to act as the chairman to continue the meeting, subject to the approval by a simple majority of the shareholders who are entitled to vote and present at the meeting.

Article 15 Shareholders requisitioning an extraordinary general meeting or a class meeting shall abide by the following procedures:

- (1) Shareholders individually or collectively holding more than 10% of the shares can sign requisitions in one or more counterparts with a proposal to the board of directors for convening an extraordinary general meeting or a class meeting and stating the subject of the meeting. The board of directors shall, in accordance with the laws, administrative regulations and the Articles of Association, furnish a reply in writing as to whether it agrees to convene the extraordinary general meeting or the class meeting within 10 days after receiving the aforementioned requisitions. In the event that the board of directors agrees to convene the extraordinary general meeting or the class meeting, the notice of the same shall be despatched within 5 days after the relevant resolution of the board of directors is made.

Any change to the original requisitions made in the notice requires prior consent of the relevant shareholders. The shareholdings referred to above shall be calculated as on the day when the requisitions are made.

- (2) Where the board of directors disapproves the proposal of shareholders for convening the meeting or does not give any reply within 10 days after receiving the requisitions in writing, the shareholders individually or collectively holding more than 10% of the shares of the Company are entitled to propose to the audit and risk committee in writing for convening the extraordinary general meeting or the class meeting; the audit and risk committee shall despatch a notice convening the meeting, if approved, within 5 days upon receipt of such requisitions in writing. Failure of the audit and risk committee to issue the notice of the meeting shall be deemed as its failure to convene and preside over the meeting, and shareholders individually or collectively holding more than 10% of the Company's shares for 90 consecutive days or more may convene and preside over the meeting on a unilateral basis (the shareholding of the convening shareholders shall not be lower than 10% prior to the public announcement of the resolutions of the shareholders' general meeting) with procedures as similar as if the shareholders' general meeting were convened by the board of directors.

Article 16 Upon approval by the majority of all independent (non-executive) directors, independent (non-executive) directors are entitled to propose to the board of directors for convening an extraordinary general meeting. In respect to the proposal of the independent (non-executive) directors for convening an extraordinary general meeting, the board of directors shall, in accordance with the laws, administrative regulations and the Articles of Association, furnish a written reply as to whether it agrees to convene the extraordinary general meeting or not within 10 days upon receipt of the proposal.

In the event that the board of directors agrees to convene the extraordinary general meeting, the notice of the shareholders' general meeting shall be issued within 5 days after the passing of the relevant resolution of the board of directors; if the board of directors does not agree to convene the extraordinary general meeting, reasons for such disagreement shall be given by way of announcement.

Article 17 The audit and risk committee is entitled to propose to the board of directors for convening an extraordinary general meeting, provided that such proposal shall be made in writing. The board of directors shall, in accordance with the laws, administrative regulations and the Articles of Association, furnish a written reply as to whether it agrees to convene the extraordinary general meeting within 10 days upon receipt of the proposal.

In the event that the board of directors agrees to convene the extraordinary general meeting, the notice of the shareholders' general meeting shall be issued within 5 days after the passing of the relevant resolution of the board of directors. Any change to the original proposal made in the notice requires prior consent of the audit and risk committee.

In the event that the board of directors does not agree to convene the extraordinary general meeting or does not furnish any reply within 10 days after receiving such proposal, the board of directors shall be deemed as incapable of performing or failing to perform the duty of convening a shareholders' general meeting, in which case the audit and risk committee may convene and preside over such meeting on a unilateral basis.

Article 18 Where the audit and risk committee or shareholders decide(s) to convene a shareholders' general meeting on a unilateral basis, a written notice shall be despatched to the board of directors and filed with the relevant competent authorities in accordance with the applicable requirements.

The audit and risk committee or convening shareholders shall submit relevant evidences as required to competent authorities upon the issuance of the notice of the shareholders' general meeting and the announcement of the resolutions of the shareholders' general meeting.

Prior to the announcement of the resolutions of the shareholders' general meeting, the shareholding of the convening shareholders shall not be less than 10%.

Article 19 The board of directors and the board secretary shall provide cooperation and assistance with respect to matters relating to a shareholders' general meeting convened by the audit and risk committee or shareholders on a unilateral basis. The board of directors shall provide the register of members as of the record date. If the board of directors fails to provide the register of members, the convener may apply to the securities registration and clearing organisation for such register on the strength of the relevant announcement on the convening of the shareholders' general meeting. The register of members obtained by the convener shall not be used for any purpose other than the holding of the shareholders' general meeting.

Article 20 All reasonable expenses incurred by the audit and risk committee or the shareholder(s) in convening a shareholders' general meeting on a unilateral basis shall be borne by the Company.

CHAPTER 4 PROPOSALS AND NOTICES OF SHAREHOLDERS' GENERAL MEETING

Article 21 When convening an annual general meeting, the Company shall notify the date, venue, and agenda of the meeting to all shareholders 21 days prior to the convening of the meeting in written form or in any other manners as prescribed by the Articles of Association. When convening an extraordinary general meeting, the Company shall notify shareholders 15 days prior to the date of the meeting.

The period of the despatching of the notice shall exclude the date convening the meeting and the date on which the notice is despatched.

Article 22 A notice of a shareholders' general meeting shall contain the followings:

- (1) specify the venue, date and duration of the meeting;
- (2) submit the matters and proposals to be considered at the meeting;
- (3) explain in prominent plain text that all shareholders are entitled to attend the shareholders' general meeting and appoint in writing proxies to attend and vote on his or her behalf at the shareholders' general meeting and that such proxies may and may not be shareholders of the Company;

- (4) state the date of registration of equity entitlements for shareholders having the right to attend the shareholders' general meeting;
- (5) state the names and contact telephone numbers of the contact persons in connection with the meeting;
- (6) the voting times and procedures by network or other means.

Notice of a shareholders' general meeting shall be served to the shareholders (whether or not entitled to vote at the meeting), by hand or prepaid mail to the registered address of such shareholders as appeared in the register of members. Without contravening the laws and regulations and the listing rules of the jurisdictions where the Company's shares are listed, the Company may, in lieu of the aforesaid manners of despatching or serving, despatch or serve the notice to the holders of H Shares through websites of the stock exchange(s) and the Company or by electronic means.

For the holders of A Shares, notice of the shareholders' general meeting may also be made by way of public announcement. Such public announcement shall be published in one or more newspapers designated by the securities authorities of the State Council during the period stipulated in the Article 21 hereof; upon the publication of notice, the holders of A Shares shall be deemed to have received the notice of the relevant general meeting.

Notwithstanding any provisions of the Articles of Association, if the regulatory authority for securities trading in the place where the shares of the Company are listed stipulates that the Company may adopt a mechanism for sending and receiving meeting instructions and non-meeting instructions by electronic means, such stipulation shall apply.

"Meeting instructions" refer to any instructions given by the Company's securities holders regarding any meeting of its holders of securities, including an indication as to attendance at, and instructions relating to proxies for, such meeting. Instructions relating to proxies include their appointment and revocation (if any) and indications as to how they shall vote on any particular proposal at the meeting.

"Non-meeting instructions" refer to any instructions given by the Company's securities holders in response to any corporate communication that seeks instructions from the Company's securities holders on how they wish to exercise their rights or make an election as the Company's securities holders.

Article 23 After the issue of the notice of shareholders' general meeting, such meeting shall not be postponed or cancelled and the motions set out in the notice shall not be cancelled without proper reasons. In case of any postponement or cancellation of the meeting, the convener shall make an announcement and give the reasons therefor at least two working days prior to the date on which the meeting is originally scheduled.

Article 24 Motion of shareholders' general meeting is made for specific matters to be discussed at the shareholders' general meeting, and shareholders' general meeting shall make resolutions as to specific motions.

Article 25 Where the Company is to hold a shareholders' general meeting, the board of directors, the audit and risk committee and the shareholders individually or collectively holding more than 1% of the Company's shares are entitled to propose motions to the Company.

Shareholders individually or collectively holding more than 1% of the Company's voting shares may submit their provisional motions in writing to the convener 10 days prior to the date of the shareholders' general meeting. The convener shall despatch a supplementary notice of the shareholders' general meeting within two days after the reception of the provisional motions to publish the contents thereof, and submit to the shareholders' general meeting for consideration, except that provisional motions violate laws, administrative regulations or the Articles of Association, or do not fall within the scope of power of the shareholders' general meeting. The requirements otherwise provided under the listing rules of the jurisdictions where the Company's shares are listed, if any, shall also be complied with.

Except for the circumstances referred to in the preceding paragraph, after the convener publishes the notice of the shareholders' general meeting, no changes or additional motions shall be made to the stated motions in the notice of the shareholders' general meeting.

The shareholders' general meeting shall not vote on or resolve any matters not stated in the notice of the shareholders' general meeting or motions which do not meet the requirements in the Article 26 hereof.

Article 26 Motion of shareholders' general meeting shall satisfy the following conditions:

- (1) Its content shall not violate law, regulation and the Articles of Association and fall within the business scope of the Company and the scope of power of the shareholders' general meeting;
- (2) It has specific discussion topic and specific matter to be resolved;

Article 27 The notice and supplementary notice of shareholder's general meeting shall fully and completely give all details of the motions therein, as well as all information or explanations necessary for shareholders to make reasonable judgment on the matters to be considered.

Article 28 For a matter relating to the election of directors proposed to be considered at the shareholders' general meeting, the notice of the shareholders' general meeting shall fully disclose the detailed information of the candidates for directors, which shall at least include:

- (1) personal information such as educational background, work experience, part-time job etc.;
- (2) whether there is any connection between them and the Company or its controlling shareholder(s) or the de facto controllers;
- (3) disclosure of their shareholdings in the Company;
- (4) whether or not they have been subject to any punishment or disciplinary action by China Securities Regulatory Commission or other relevant authorities or stock exchanges.

In addition to the adoption of the cumulative voting mechanism to elect directors, each candidate for directors shall be proposed in a separate motion.

Article 29 The board of directors shall act in the best interests of the Company and shareholders, and review the motions to the shareholders' general meeting in accordance with Article 26 hereof.

CHAPTER 5 HOLDING OF SHAREHOLDERS' GENERAL MEETINGS

Article 30 The venue of the shareholders' general meeting shall be the residential location of the Company or other locations as designated by the notice of the shareholders' general meeting.

A meeting venue will be provided to convene the shareholders' general meeting in the form of on-site meeting. The Company will also provide online internet voting to facilitate shareholders. If the Company provides shareholders with the ease of attending the meeting via network or by other means, the time and procedures for voting via network or by other means and the verification method of shareholder identity shall be clearly stated in the notice of the shareholders' general meeting. Shareholders who attend the meeting in the aforesaid manners shall be deemed as present. Attending the shareholders' general meeting via network and voting via network is applicable for holders of H Shares.

Article 31 All shareholders or their proxies whose names appear on the register of members as of the record date are entitled to attend the shareholder's general meeting and exercise voting rights in accordance with relevant laws, regulations and the Articles of Association. The Company or the meeting convener cannot make rejection for any reason. Shareholder may attend the shareholders' general meeting in person or appoint a proxy to attend and vote on his behalf.

The instrument appointing a proxy shall be made in writing. The appointment of proxies by shareholders shall comply with Articles 76, 77, 78 and 79 in the Articles of Association.

Article 32 An individual shareholder shall produce his/her own identification card or other valid identity documents when attending a shareholders' general meeting in person; in the case of attendance by proxies, the proxies shall produce their own identification cards and the powers of attorney issued by shareholders.

Corporate shareholder should attend the meeting by its legal representative or the proxy appointed by the legal representative. Legal representative who attends the meeting should present his or her own identity document, valid documents evidencing his or her capacity as a legal representative. While a proxy attends the meeting, the proxy should present his or her identity document, the power of attorney issued in writing by the legal representative of the corporate shareholder in accordance with the laws and evidence of shareholding.

Article 33 The instrument of appointment by which a shareholder appoints another person to attend a shareholders' general meeting shall specify the following particulars:

- (1) the name of the appointer and the class and quantity of the Company's shares held by such person;
- (2) the name of the proxy;

- (3) the specific instructions of the shareholders, including instructions as to whether to vote for, vote against, or abstain from voting on, each item included on the agenda of the shareholders' general meeting as an item for consideration thereat;
- (4) the date of issuance and term of validity of the instrument of appointment;
- (5) the signature (or seal) of the principal; if the principal is a legal person shareholder, the power of attorney shall bear the seal of the legal person.

Article 34 Where the instrument appointing a voting proxy is signed by another person authorised by the entrusting party, the power of attorney or other authorization document shall be notarised. The notarised power of attorney or other authorization document shall be placed together with the instrument at the domicile of the Company or at such other place as specified in the notice of the meeting. The instrument may be delivered to the Company by facsimile but the original copy shall be delivered to the Company prior to the holding of the shareholders' general meeting.

If the regulatory authority for securities trading in the place where the shares of the Company are listed stipulates that the instrument appointing a voting proxy shall be issued by electronic means, such stipulation shall apply.

Article 35 The meeting attendance lists shall be prepared by the Company, which shall set out (individual or corporate) participants' names, identification card numbers, addresses, shares held or represented carrying voting rights, the (individual or corporate) principals' names, etc.

Article 36 The convener and the lawyer shall examine the validity of the shareholders' qualification based on the register of members of the Company provided by the securities registration and clearing organisation, and shall register the name of shareholders and the number of voting shares held by them. Registration of the meeting shall be closed before the convener announces the number of shareholders and their proxies present at the meeting and the total number of voting shares held by them.

Article 37 The board of directors and other conveners shall take necessary measures to ensure the normal order of the shareholders' general meeting. Measures shall be taken to suppress any behaviour disturbing the meeting, picking quarrels and stirring up trouble and infringing the lawful interests of shareholders, and the relevant authorities shall be notified for investigation and prosecution in a timely manner.

CHAPTER 6 VOTING AND RESOLUTIONS OF SHAREHOLDERS' GENERAL MEETINGS

Article 38 Resolutions of a shareholders' general meeting shall be divided into ordinary resolutions and special resolutions.

An ordinary resolution proposed at shareholders' general meetings shall be passed by a simple majority of the voting rights held by the shareholders with voting rights (including proxies) attending the shareholders' general meeting.

Any special resolutions proposed at shareholders' general meetings shall be passed by more than two-thirds of the voting rights held by shareholders with voting rights (including proxies) attending the shareholders' general meeting.

Article 39 The following matters shall be approved by way of ordinary resolutions at a shareholders' general meeting:

- (1) Reports of the board of directors;
- (2) Proposals for profit distribution and recovery of losses prepared by the board of directors;
- (3) Election or removal of members of the board of directors and their remuneration and terms of payment;
- (4) Matters other than those to be passed by special resolution according to the laws, administrative regulations, rules of listing of the stock exchange(s) on which the Company's shares are listed or the Articles of Association.

Article 40 The following matters shall be approved by way of special resolutions at a shareholders' general meeting:

- (1) Increase or reduction in the Company's share capital and issue of any class of shares, warrants and other similar securities;
- (2) Division, merger, dissolution or liquidation of the Company or otherwise change of the Company's form;
- (3) Amendments to the Articles of Association;
- (4) Acquisition or disposal of significant assets or provision of guarantee within a year in an amount exceeding 30% of the latest audited total assets of the Company;
- (5) Share incentive scheme;
- (6) Other matters required to be approved by way of special resolution according to the laws, administrative regulations and the Articles of Association, and other matters approved at a shareholders' general meeting by way of ordinary resolution that are of great significance to the Company and needed to be approved by way of special resolution.

Article 41 In the consideration of matters and resolutions proposed at the shareholders' general meeting, attending shareholders or proxies can express opinions on such matters and resolutions.

Shareholders can express the opinions in either oral or written form.

Article 42 Shareholders who wish to express their opinions or raise questions on the issues to be considered shall obtain prior approval from the presider of shareholders' general meeting.

Article 43 Shareholders shall not intervene when reports are being made at the meeting or when other shareholders are speaking.

Article 44 When expressing their opinions, shareholders shall focus on the subject matters based on facts and reliable supports with courtesy and respect to others. Insult or defamation on others is prohibited.

Article 45 Shareholders who are in violation of the above rules shall be prohibited from speaking or forced to stop by the presider of the meeting. Any person speaking at the meeting may submit their opinions or questions in writing to the presider of the meeting.

Article 46 Opinions or questions raised at the meeting should be concise and to the point and shall not exceed the time limit and frequency stated in the rules of procedure.

Article 47 The presider of the meeting shall announce the number of shareholders and proxies present at the venue of the meeting and the total voting shares held by them, each subject to that recorded by the meeting.

Article 48 Shareholders (including proxies thereof) shall exercise their voting rights as per the voting shares they represent. Each Share carries the right to one vote, except for shareholders of class shares. The Company has no voting right for the shares it holds, and such part of shares shall be excluded from the total number of voting shares represented by the shareholders attending the shareholders' general meeting.

When significant matters affecting the interests of minority investors are considered at a shareholders' general meeting, the votes cast by the minority investors shall be counted separately. The results of such separate vote counting shall be disclosed to the public in a timely manner.

Where any shareholder is, under applicable laws and regulations and the listing rules of the stock exchange(s) on which the shares of the Company are listed, required to abstain from voting on any particular resolution or restricted to voting only for or against any particular resolution, any vote cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted in the resolution results.

If a shareholder purchases shares with voting rights of the Company in violation of the provisions of clauses 1 and 2 of Article 63 of the Securities Law, the voting rights of such shares exceeding the prescribed proportion shall not be exercised within 36 months after the purchase, and such shares will not be included in the total number of voting shares represented by the shareholders present at the shareholders' general meeting.

The board of directors, independent directors, shareholders holding more than 1% of the shares with voting rights or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit shareholders' voting rights. The solicitation of shareholders' voting rights shall fully disclose the specific voting intention and other information to the solicited persons.

The solicitation of shareholders' voting rights based on remuneration or disguised remuneration is prohibited. Except for statutory conditions, the Company shall not propose a minimum percentage of shareholding for the solicitation of voting rights.

Article 49 Resolutions at a shareholders' general meeting of the Company in respect of the election of directors shall be voted and passed under the cumulative voting system, under which if more than two directors are to be elected at the shareholders' general meeting, every share held by the shareholders entitled to cast votes shall carry as many voting rights as the number of directors to be elected, and such shareholder may concentrate his/her voting rights on one director candidate or distribute his/her voting rights among several director candidates.

The election of independent directors and shareholder representative directors shall be carried out separately through different groups of resolution and the entitlements to the cumulative votes shall not be used repeatedly across different groups of resolution.

- (1) In the election of independent directors, the number of votes held by each shareholder equals to the number of shares with voting rights held by such shareholder multiplied by the number of independent directors to be elected at the shareholders' general meeting. This portion of votes shall only be applied to the candidates of independent directors at the shareholders' general meeting.
- (2) In the election of shareholder representative directors, the number of votes held by each shareholder equals to the number of shares with voting rights held by such shareholder multiplied by the number of shareholder representative directors to be elected at the shareholders' general meeting. This portion of votes shall only be applied to the candidates of shareholder representative directors at the shareholders' general meeting.

Article 50 Shareholders attending the shareholders' general meeting shall vote on a given motion in the following ways: "for", "against" or "abstain", except that the securities registration and clearing institutions, as the notional holder of the shares traded under the Interconnection Mechanism for Mainland and Hong Kong Stock Markets, may make declaration in accordance with the intentions of the actual holders.

Ballot papers that are left in blank, unduly completed or illegible, or that have not been used, are deemed as void votes where the voter has waived his rights, and the voting results corresponding to the shares in their possession shall be deemed as "abstain".

The same voting right can only be exercised by electing to vote at the venue, via network or by other means. In the event that the same voting right has been exercised more than once, the result of the first voting shall prevail.

Article 51 For connected transactions to be considered at a shareholders' general meeting, connected shareholders shall abstain from voting thereon, and the number of voting shares represented by them shall be excluded from the total effective votes. The announcement of resolutions passed at the shareholders' general meeting shall fully disclose the voting of non-connected shareholders.

Article 52 The shareholders shall duly complete the written ballot paper as required.

Article 53 Prior to voting on any proposal at shareholders' general meetings, two representatives of the shareholders shall be elected to participate in the counting and scrutinizing of votes. In the event that the matters considered are related to the interests of any shareholders, such shareholders and their proxies shall not participate in the counting and scrutinizing of votes. Any shareholder who is connected to the matter considered and his proxy shall not participate in vote counting or scrutinizing.

For the voting on motions at a shareholders' general meeting, the lawyer and shareholder representatives shall be responsible for vote counting and scrutinizing jointly.

Shareholders of listed companies or their proxies that vote via network or by other means shall have the right to check and inspect their voting results through the relevant voting system.

Article 54 The presider of the meeting shall, according to the results of the voting, determine whether to pass the resolution at the shareholders' general meeting, and shall announce the voting results at the meeting. The voting results on the resolutions are recorded in the minutes.

Article 55 In the event that the presider of the meeting has any doubt as to the result of a resolution put forward to the vote, he/she may have the votes counted. In the event that the presider of the meeting fails to have the votes counted, any shareholder present in person or by proxy who objects to the result announced by the presider of the meeting may demand that the votes be counted immediately after the declaration of the voting result, and the presider of the meeting shall have the votes counted immediately.

Article 56 Except for those under cumulative voting mechanism, all motions accepted into the agenda shall be voted on an itemised basis at the shareholders' general meeting. Unless the shareholders' general meeting is adjourned or no resolution can be made due to special reasons such as force majeure, no motion shall be set aside or excluded from voting at the shareholders' general meeting. In the case that different motions for the same matter are put forward at the shareholders' general meeting, voting shall be made based on the order of the time when the motions are put forward.

Article 57 When considering a motion at the shareholders' general meeting, no change shall be made thereto. Otherwise, the relevant change shall be treated as a new motion which cannot proceed for voting at the current shareholders' general meeting.

Article 58 The end time of on-site shareholders' general meeting shall not be earlier than that via network or by other means. The convener shall announce the voting results of each motion at the venue, and announce if each motion is passed according to voting results.

Prior to announcement of the voting results, the Company, vote counter, scrutinizer, substantial shareholder, network voting service provider and other parties involved in voting at on-site shareholders' general meeting, via network or by other means shall bear the confidentiality responsibility for the voting results.

Article 59 At the annual general meeting, the board of directors shall report to the shareholders' general meeting their work over the previous year, and each independent (non-executive) director shall also present his work report.

Article 60 If a shareholder raises questions to a director and senior management, the said person shall reply to the shareholders' questions in a responsible manner.

Article 61 The voting procedures for convening a class meeting are carried out in accordance with the provisions of the Articles of Association.

Article 62 Resolutions of shareholders' general meeting shall be signed by the presider of the meeting and directors present at the meeting.

Article 63 The Company shall announce the resolutions of shareholders' general meeting in accordance with applicable laws and regulations and relevant requirements of the stock exchange(s) where the Company's shares are listed. The announcement shall contain the number of shareholders and proxies present, the total number of voting shares held by them and the percentage of such shares in total voting shares of the Company, means of voting, voting results for each motion and details of each resolution.

Article 64 If a motion is not passed, or if a resolution of the previous shareholders' general meeting is changed by the current shareholders' general meeting, special notice in connection therewith shall be made in the announcement of the resolutions of the shareholders' general meeting.

Article 65 The convener shall ensure that the shareholders' general meeting is proceeding continuously until resolutions have been concluded. When special reasons such as force majeure have led to the interruption of the shareholders' general meeting or made it difficult to resolve, measures shall be taken to resume the meeting as soon as practicable, or to terminate the shareholders' general meeting directly with a timely announcement. The convener shall also report to the relevant competent authorities in accordance with the applicable requirements.

Article 66 For resolutions on election of directors passed at a shareholders' general meeting, the term of office for the newly elected directors shall commence from the date of election.

Article 67 For resolutions on cash dividends, bonus issue or transfer of surplus reserve into share capital passed at a shareholders' general meeting, the specific proposals shall be implemented within two months after the conclusion of the shareholders' general meeting.

CHAPTER 7 MINUTES FOR SHAREHOLDERS' GENERAL MEETING

Article 68 Minutes shall be maintained for shareholders' general meeting, for which the board secretary shall be held responsible. The minutes shall set out:

- (1) time, venue, agenda of meeting and name of the convener;
- (2) names of the presider of the meeting, directors and senior management attending or present at the meeting;
- (3) the number of shareholders and proxies present at the meeting, the total number of voting shares held by them and the percentage of such shares in total shares of the Company;

- (4) process of consideration, key points of speech and voting results for each motion;
- (5) enquiries and suggestions of shareholders and the responses or statements thereto;
- (6) names of the lawyer, vote counter and scrutinizer;
- (7) other matters required to be recorded in the minutes under the Articles of Association.

Article 69 The convener shall ensure the truthfulness, accuracy and completeness of the minutes. The minutes shall be signed by directors, the board secretary, convener or its representative and the presider of the meeting attending or present at the meeting. The minutes shall be maintained together with the attendance register for shareholders present and the proxy forms, as well as voting information via network or by other means for a period not less than 10 years. The minutes of the meeting together with the book of signatures of attending shareholders and forms of proxy and valid information on the votes casted via online internet and by other means shall be kept by the board office for a period of not less than ten years.

CHAPTER 8 SUPPLEMENTARY PROVISIONS

Article 70 In these Rules, the expressions of “above” include the underlying number, while the expressions of “exceed”, “beyond”, “more than” do not include the underlying number.

Article 71 The matters not provided or clearly defined in these Rules shall be dealt with in accordance with relevant laws and regulations, regulatory documents, the listing rules of the stock exchange(s) where the Company’s shares are listed and the Articles of Association.

The Articles of Association, relevant laws and regulations, regulatory documents and the listing rules of the stock exchange(s) where the Company’s shares are listed shall prevail over these Rules for any inconsistency therewith.

Article 72 The board of directors may amend these Rules under the relevant laws and regulations and the Company’s practical conditions, subject to approval by the shareholders’ general meeting.

Article 73 These Rules shall come into effect upon the consideration and approval at the shareholders’ general meeting.

Article 74 These Rules shall be interpreted by the board of directors as authorized by shareholders’ general meeting of the Company.