

CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.*

(A joint stock limited company incorporated in the People's Republic of China)

Rules of Procedures for the General Meeting of Shareholders

Considered and approved at the 2023 annual general meeting of the Company
on 28 June 2024



国银金租

CHINA DEVELOPMENT BANK LEASING

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

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CHAPTER I GENERAL PROVISIONS

Article 1 In order to protect the shareholders to exercise their rights in accordance with the law, ensure the efficient and regular operation and scientific decision-making of the shareholders' general meeting, and improve the corporate governance structure, these Rules have been formulated by China Development Bank Financial Leasing Co., Ltd. (the "Company") in accordance with the Company Law of the People's Republic of China (the "Company Law"), Securities Law of the People's Republic of China, Law of the People's Republic of China on Regulation of and Supervision over the Banking Industry, Administrative Measures on Financial Leasing Companies, Implementation Measures for Administrative Licensing Matters of Non-banking Financial Institutions, Corporate Governance Standards for Banking and Insurance Institutions (the "Governance Standards"), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and relevant requirements of other laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed, Articles of Association of China Development Bank Financial Leasing Co., Ltd. (the "Articles of Association"), with reference to Guidelines for the Articles of Association of the Listed Companies and the Rules Governing Shareholders' General Meetings of Listed Companies (revised in 2022) and in the light of the actual situation of the Company.

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

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

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

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

Article 5 Any people holding shares of the Company shall be entitled to attend in person or entrust a proxy to attend the shareholders' general meeting, and enjoy the right of information, right to speak, right of inquiry, right of voting, and other shareholder, rights pursuant to the laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed, the Articles of Association or the Rules hereof. Where the banking regulatory authority or the Company imposes restrictions on shareholders' rights in accordance with laws and regulations, such restrictions shall be enforced in accordance with the relevant provisions.

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

CHAPTER II POWERS AND AUTHORIZATION OF THE GENERAL MEETING OF SHAREHOLDERS

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

- (1) deciding on the business policies, strategic development plan and investment plans of the Company;
- (2) electing and replacing directors who are non-employee representatives and deciding on matters concerning their remuneration;
- (3) electing and replacing supervisors who are non-employee representatives, and deciding on matters concerning their remuneration;
- (4) examining and approving work report of the board of directors;
- (5) examining and approving work report of the board of supervisors;
- (6) examining and approving the Company's annual financial budget and final account proposals;
- (7) examining and approving the Company's plans for profit distribution and loss recovery plan;
- (8) adopting resolutions concerning the increase or reduction of the Company's registered capital;
- (9) adopting resolutions on merger, division, dissolution, liquidation or change of corporate form of the Company;
- (10) adopting resolutions on the annual plans for issuance of corporate bonds;
- (11) adopting resolutions on the engagement, dismissal or non-reappointment of accounting firms who conduct regular statutory audit on the financial reports of the Company and their remuneration;
- (12) amending the Articles of Association; and examining and approving the procedural rules for the shareholders' general meeting, the board of directors and the board of supervisors;
- (13) examining the material equity investment, bond investment, asset acquisition, asset disposal, asset write-off, external guarantee and other trading matters that shall be approved by the shareholders' general meeting as stipulated by laws, regulations and the listing rules of the place where the shares of the Company are listed;

- (14) examining and approving the equity incentive scheme;
- (15) adopting resolutions on acquisition of the shares of the Company in accordance with laws and regulations;
- (16) adopting resolutions on the listing of the Company;
- (17) examining the proposals raised by the shareholders who hold 5% or more of the voting shares of the Company;
- (18) other issues that shall be approved by the shareholders' general meeting as stipulated by laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed, regulatory requirements or the Articles of Association.

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

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

Article 8 The Company shall not, without the prior approval of shareholders' general meeting or any party authorized by the shareholders' general meeting, enter into any contract with any person, other than a director, supervisor, President and other senior management, whereby the Company delegates the management and administration of the whole or any substantial part of the Company's business to such person. Where the banking regulatory authority takes over the Company or facilitates a reorganization in accordance with the law, it shall do so in accordance with the relevant laws and regulations.

CHAPTER III PROCEDURES FOR CONVENING OF THE GENERAL MEETING OF SHAREHOLDERS

Section I Form of Convening of the General Meeting of Shareholders

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

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

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

- (1) the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association;
- (2) the uncovered losses of the Company reach one-third of the Company's total share capital;
- (3) shareholders who individually or jointly hold 10% or more of the issued and outstanding voting shares of the Company (the "convening shareholders") request to convene the extraordinary general meeting in writing;
- (4) no less than one-half of all independent directors and no less than two independent directors so propose;
- (5) the board of directors deems it necessary or the board of supervisors so proposes;
- (6) any other circumstances stipulated by laws, regulations and regulatory documents, the Articles of Association and the Rules hereof.

The number of shares held by the shareholders specified in item (3) shall be the number of shares held on the date when the shareholders submit the written request.

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

Section II Convening of the General Meeting of Shareholders

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

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

- (1) Shareholders who individually or jointly hold more than ten percent of the Company's voting shares shall have the right to request the board of directors in writing to convene the extraordinary general meeting. Two or more shareholders that jointly hold ten percent or more of the Company's voting shares in such a meeting shall have the right to sign a copy or more of the request in writing in the same form and content with the proposals to be discussed and request the board of directors to convene an extraordinary general meeting or a class meeting. The board of directors shall convene the extraordinary general meeting or class meeting as soon as possible after it receives the request. If the board of directors fails to give a notice to convene the meeting within 30 days after it receives the aforesaid request, the shareholders who request to convene such a meeting may convene the meeting at its own discretion within four months after the board of directors receives the request, and the meeting may be conducted in a manner which is as similar as possible to that of shareholders' general meetings convened by the board of directors.
- (2) The board of supervisors shall have the right to propose to the board of directors to convene an extraordinary general meeting and the proposal should be made in writing. The board of directors shall, in accordance with the requirements of the laws, regulations and these articles, give a written response on whether or not it agrees to convene such meeting within 30 days after receipt of the proposal. If the board of directors agrees to convene an extraordinary general meeting, it will issue a notice to convene such meeting within 5 days after it has so resolved. The consent of the board of supervisors shall be obtained if any change is to be made to the original proposal in the notice. If the board of directors does not agree to convene such meeting, or fails to give a response within 30 days after receipt of the proposal, it shall be deemed to be unable to or have failed to perform its duty of convening shareholders' general meeting, and the board of supervisors may itself convene and preside over such meeting.
- (3) Half or more and not less than two of the independent directors have the right to propose to the board of directors to convene an extraordinary general meeting and such proposal shall be in writing. In response to such a proposal from independent directors requesting to convene an extraordinary general meeting, the board of directors shall, in accordance with the laws, the regulations and the Articles of Association, adopt resolution and issue a notice to convene such meeting within 30 days after receipt of the proposal and convene an extraordinary general meeting within two months of receiving the proposal. Changes made to the original proposal in the notice shall be approved by the independent directors.

Any reasonable expenses incurred by the shareholders or the board of supervisors concerned by reason of failure by the board of directors to convene a meeting according to the foregoing requirements shall be repaid by the Company and any sum so repaid shall be set-off against sums owed by the Company to the defaulting directors.

Article 15 When the board of supervisors or the convening shareholders decide to convene an extraordinary general meeting of shareholders by themselves, they shall notify the board of directors in writing, and issue a notice convening the extraordinary general meeting. The content of the notice shall comply with the following requirement and the provision in Article 23 hereof:

- (1) no new proposal shall be added, otherwise, the convening shareholders or the board of supervisors shall make a new request to the board of directors for convening of the extraordinary general meeting according to the aforesaid procedures;
- (2) the place of meeting shall be the Company's domicile or such other place as may be notified by the convener of the meeting. When the board of supervisors or the convening shareholders decide to convene an extraordinary general meeting by themselves, the shareholding of the convening shareholders shall be no less than 10% before a resolution passed at the shareholders' general meeting is announced.

Article 16 The board of directors and the secretary of the board of directors shall actively assist the board of supervisors or the convening shareholders in holding extraordinary general meetings of shareholders by themselves. The board of directors shall provide the register of shareholders on the record date. The register shall not be used for any purpose other than the holding of the shareholders' general meeting.

Section III Proposals of the General Meeting of Shareholders

Article 17 Proposals (proposals) shall be specified for the subject matters to be discussed at a shareholders' general meeting, and the meeting shall make resolutions on specific proposals.

Article 18 The contents of proposals shall belong to the scope of authority of the shareholders' general meeting, and shall have pronounced subject matters and detailed agenda items, and shall comply with laws, administrative regulations, departmental rules and the Articles of Association. The proposals shall be submitted or sent to the board of directors in writing.

Article 19 The board of directors, the board of supervisors and the shareholders independently or jointly holding more than 3% of shares of the Company shall have the right to submit proposals at the shareholders' general meeting held by the Company.

Article 20 Shareholders independently or jointly holding more than 3% of shares of the Company may submit ad hoc proposal in written to the board of directors 10 days before holding of a shareholders' general meeting. The board of directors shall notify other shareholders within two days upon receipt of the proposals, and submit such ad hoc proposal to the shareholders' general meeting for consideration.

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

- (1) the content of the resolutions shall fall within the business scope of the Company and the functions and powers of the shareholders' general meeting without violating any laws, regulations or Articles of Association;
- (2) contain definite subjects for discussion and specific matters to be resolved;
- (3) shall be delivered or served on the board of directors in writing 10 days prior to the date of the shareholders' general meeting.

Article 21 In the event that a proposal is amended, withdrawn or cancelled pursuant to a proper reason, the board of directors shall notify the other shareholders of such amendment, withdrawal or cancellation by way of a supplemental circular or announcement published not less than 10 business days prior to the date of the shareholders' general meeting.

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

Proposals that are not set out in the notice of the shareholders' general meeting or that do not comply with the provisions of Articles 18 to 20 hereof shall not be voted on and resolved at the shareholders' general meeting.

Section IV Notice of General Meeting of Shareholders

Article 22 When the Company convenes an annual general meeting, a notice of the meeting shall be given twenty business days before the date of the meeting and no later than ten business days or fifteen days (whichever is longer) before the date of the extraordinary general meeting to notify all shareholders in the share register of the matters to be considered, the date and place of the meeting.

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

Article 23 A notice of shareholders' general meeting of the Company shall be in compliance with the following requirements:

- (1) it shall be made in writing;
- (2) it shall specify the place, date and time of the meeting;
- (3) it shall describe the matters to be discussed at the meeting;
- (4) it shall record the registration date of equity interest for eligible shareholders for attending the meeting;
- (5) it shall provide to the shareholders the information and explanation necessary for them to make a wise decision on the matters to be discussed. This principle shall apply (but not limit) when the Company proposes a merger, share repurchases, reorganization of share capital or other restructuring, it shall provide the specific conditions and contract (if any) of the transaction under discussions and earnestly explain the cause and result of the transaction;
- (6) it shall disclose the nature and extent of conflict of interests, if any, of any director, supervisor, President and other senior management in any matter to be discussed; and provide an explanation of the difference, if any, between the way in which the matter to be discussed would affect such director, supervisor, President and other senior management in his capacity as shareholder and the way in which such matter would affect other shareholders of the same category;
- (7) it shall contain the full text of any special resolution proposed to be adopted at the meeting;
- (8) it shall contain a conspicuous statement that shareholders entitled to attend and vote have the right to entrust one or more proxies to attend and vote on their behalf and that such proxy need not be a shareholder;
- (9) it shall state the time and place for the delivery of the meeting's proxy's letter of authorization;
- (10) the name, telephone number and the email address of the standing contact person of the meeting.

Article 24 Notice of shareholders' general meetings shall be served to shareholder (whether or not entitled to vote at the meetings), by personal delivery or prepaid mail to their addresses as shown in the register of shareholders. Notice of shareholders' general meetings may also be given by public notice (including the notice on the website of the Company and the disclosure website of the place where the Company's shares are listed) subject to prior written or implied consent of the shareholders in accordance with relevant laws and regulations as well as the amended Hong Kong Listing Rules.

The public notice for holders of Domestic Shares shall be published in one or more newspapers designated by the securities regulatory authority of the State Council and on the website of the Company. Upon the publication of such notice, all the holders of Domestic Shares shall be deemed to have received the notice of the relevant shareholders' general meeting.

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

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

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

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

- (1) Educational background, work experience, part-time jobs, and other personal data;
- (2) Whether they are related parties of the Company or its controlling shareholder and actual controller;
- (3) Their shares in the Company;
- (4) Whether they have been penalized by the CSRC and other relevant authorities, and the stock exchange.

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

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

Section V Attendance and Registration of General Meeting of Shareholders

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

Article 30 Any shareholder entitled to attend a shareholders' general meeting of the Company shall be entitled to speak at the meeting. Any shareholder entitled to attend and vote at a shareholders' general meeting of the Company shall be entitled to appoint one or more other persons (whether a shareholder or not) as his/her/its proxy to attend and vote on his/her/its behalf. According to the appointment of the shareholder, a proxy so appointed shall:

- (1) have the same right as the shareholder to speak at the meeting;
- (2) have the authority to demand or join in demanding a poll; and
- (3) have the right to vote on a show of hands or on a poll, unless as required by applicable listing rules or other security laws and regulations, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.

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

Article 31 Shareholders shall appoint a proxy in writing which is signed by the appointer or his/her/its proxy so authorized in writing, or if the appointer is a legal person, sealed by the stamp of the legal person or signed by its directors, or proxies duly appointed. The letter of authorization shall contain the number of the shares represented by the proxy. If several persons are authorized as the proxies of the shareholder, the letter of authorization shall specify the number of the shares represented by each proxy.

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

- (1) name of the proxy;
- (2) proxy's voting right;
- (3) instructions on each item to be discussed on the agenda of the shareholders' general meeting, stating whether the shareholder agrees to, objects to or abstains from voting on the resolution;
- (4) issuing date of the proxy letter and its effective period; and
- (5) signature (or seal) of the appointer.

If the shareholder is a legal entity or other institution, its legal representative or the people authorized by its board of directors or by the decision-making organ may attend the shareholders' general meeting of the Company on behalf of the legal entity.

Article 32 The proxy letter shall be deposited at the residence of the Company or at such a place as specified in the notice convening the meeting not less than twenty-four hours before the time of the meeting at which the proxy proposes to vote or the time appointed for voting. If the proxy letter is signed by other person authorized by the appointer, the power of attorney or other authorization document shall be notarially certified. The notarially certified power of attorney or other authorization document, together with the proxy letter, shall be deposited at the residence of the Company or at such a place as specified in the notice convening the meeting.

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

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

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

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

Article 37 The Company has the right to request a proxy who attends a shareholders' meeting on behalf of shareholders to provide passport or ID card as the evidence of his/her/its identity. If a shareholder which is a legal person (unless otherwise as a Recognized Clearing House or its attorney) appoints its legal representative to attend a meeting on its behalf, the Company has the right to request such legal representative to provide evidence of his/her or other authorized organization identity and a notarially certified copy of the resolutions or the power of attorney of such shareholder's board of directors in respect of the appointment of the proxy which has the capacity to appoint the proxy.

Article 38 The Company shall be responsible for preparing an attendance register to be signed by those attending the shareholders' general meeting. The attendance register shall state the names or names of the corporations, identification document number of the attendees, the number of voting shares held or represented, names of the principal (or names of the corporations) and so on.

Article 39 The convener and the Company's share registrar shall jointly verify the legality of shareholder qualification based on the register of shareholders provided by the securities registration institution; and record the shareholders' names and the number of voting shares held by them. The registration shall be terminated when the chairman of the meeting announces the number of shareholders and proxies present at the meeting and the shares held by them.

Article 40 The chairman of the meeting should, before voting, announce the number of shareholders and their proxies as well as their shares held with voting rights. The number of shareholders and their proxies, as well as their shares held with voting rights, shall be in accordance with those registered at the meeting.

Article 41 When a shareholders' general meeting is held, all the directors, supervisors and secretary of the board of directors should attend the meeting. The President and other senior management should be present at the meeting unless there is a proper reason.

Section VI Holding of General Meetings of Shareholders

Article 42 Shareholders' general meeting shall be convened by the board of directors and presided over by the chairman of the board of directors. If the chairman of the board of directors is unable or fails to perform his/her duties, the meeting shall be presided over by the vice chairman of the board of directors. If the vice chairman of the board of directors is unable or fails to perform duties, a director of the Company shall be elected by no less than half of the directors to preside over the meeting.

If the shareholders' general meeting is convened by the board of supervisors on its own discretion, the chairman of the board of supervisors shall serve as the chairman to preside over the meeting; if the chairman of the board of supervisors is unable to or fails to perform his/her responsibilities, a supervisor shall be elected by no less than half of the supervisors to preside over the meeting.

The shareholders' general meeting convened by shareholders at their discretion shall be presided over by the representative recommended by the convener. If a shareholders' general meeting in process is discontinued by virtue of violation of the Rules hereof by the chairman of the meeting, the meeting may elect a chairman to continue it upon approval of the shareholders present with more than half of the voting shares.

Article 43 The conductor of the meeting should, before discussing the resolutions, announce the following:

- (1) the formal commencement of the meeting;
- (2) the number of shareholders and their proxies present at the meeting, the number of shares they held with voting rights, and whether statutory requirements have been met;
- (3) the meeting agenda stated in the notice.

Article 44 At the annual general meeting, the board of directors and the board of supervisors shall report to the meeting on its work performance over the past one year.

Article 45 The chairman of the meeting shall instruct relevant members of the board of directors, the board of supervisors or senior management to respond to or make explanations on the inquiries and suggestions raised by shareholders, except the Company's business secrets that are forbidden to be disclosed at the meeting are involved.

Article 46 The shareholders (or their proxies) present at the shareholders' general meeting shall have the right to speak. The speech of the shareholders (or their proxies) shall observe the following regulations:

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

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

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

Article 47 Resolutions of the shareholders' general meeting are divided into ordinary resolutions and special resolutions. The ordinary resolutions adopted at a shareholders' general meeting shall be approved by the shareholders (or their proxies) present at the meeting with more than half of the voting shares.

The special resolutions adopted at a shareholders' general meeting shall be approved by the shareholders (or their proxies) present at the meeting with more than two-thirds of the voting shares.

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

- (1) work reports of the board of directors and the board of supervisors;
- (2) profit distribution plans and loss make-up plans proposed by the board of directors;
- (3) election, dismissal of non-employee directors and external supervisors and shareholder representative supervisors, their remuneration and manner of payment;
- (4) annual budgets and final account reports, balance sheets, profit statements and other financial statements of the Company;
- (5) matters other than those which are required by the laws, administrative regulations, the listing rules of the stock exchange on which the Company's Shares are listed or the Articles of Association to be adopted by special resolutions.

Article 49 The following matters shall be resolved by a special resolution of a shareholders' general meeting:

- (1) increase or reduction of the Company's share capital, repurchase of shares of the Company and issuance of any category of shares, warrants or other similar securities;
- (2) issuance of corporate bonds or the listing of the Company;
- (3) division, merger, dissolution, liquidation and change of the form of the Company;
- (4) amendment of the Articles of Association;
- (5) removal of independent director(s);
- (6) consideration and approval of proposal for equity incentive plan;
- (7) any other matters that, as required by provisions in laws, regulations, regulatory documents, departmental rules, the securities regulatory authority in the place where the Company's shares are listed or the Articles of Association, or as resolved by way of an ordinary resolution of the shareholders' general meeting, may have a significant impact on the Company and require adoption by a special resolution.

Article 50 When connected transactions are considered at the shareholders' general meeting, the connected shareholders shall not vote and the voting shares held by the shareholders shall not be counted in the total number of voting shares represented at the shareholders' general meeting. Announcement of the shareholders' general meeting resolutions shall disclose the voting by the non-connected shareholders.

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

Article 51 Shareholders (including their proxies) are entitled to exercise such voting rights as are attached to the voting shares which he represents at shareholders' general meeting. Each share shall have one voting right.

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

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

Article 52 Unless otherwise provided in listing rules or other laws and regulations relating to securities that are applicable, the resolutions of the shareholders' general meeting shall be decided on a show of hands, unless a poll is demanded by the following persons (before or after announcing voting on a show of hands):

- (1) the chairman of the meeting;
- (2) at least two shareholders present in person or by proxy with voting rights; or
- (3) one or more shareholders (including proxies) who individually or jointly hold 10% or more of the shares with voting rights at the meeting.

Unless provided in listing rules or other laws and regulations relating to securities that are applicable or demanded by the persons aforesaid, the chairman may declare that a resolution has been passed on a show of hands and the record of such in the minutes of the meeting shall be conclusive evidence of the fact that such resolution has been passed. There is no need to provide evidence of the number or proportion of votes in favor of or against such resolution. The demand for a poll may be withdrawn by the person who demands the same.

Article 53 A poll demanded on the election of the chairman or adjournment of the meeting shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting decides and the meeting may proceed to discuss any other matters. The result of the poll shall be deemed as a resolution adopted at the meeting at which the poll is demanded.

Article 54 On a poll, a shareholder (including their proxies) who is entitled to have two or more votes need not cast all of his/her/its votes for or against a resolution or abstain from voting. When the number of votes for and against a resolution is equal, whether the vote is taken by raising hands or by ballot, the chairman of the meeting shall be entitled to one additional vote.

Article 55 The shareholders' general meeting shall vote on all proposals one-by-one. In the event that different proposals are proposed for the same matters, voting on such proposals shall be conducted based on the order of the time of proposing such proposals to the shareholders' general meeting. Except in the case of force majeure or other special reasons which lead to suspension of the shareholders' general meeting or its failure to adopt a resolution, voting on the same shall neither be put on hold nor be refused for any reason.

Article 56 In the course of considering the content of the proposals of a shareholders' general meeting, no alteration shall be made to the content of the proposals. If any alteration is made, the alteration shall be deemed to be a new proposal which shall not be voted upon at the shareholders' general meeting.

Article 57 Shareholders present at the shareholders' general meeting shall express one of the following opinions on the proposal put forward for voting: "for", "against", or "abstention".

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

Article 58 The scrutineer for the shareholders' general meeting shall be the Company's auditor, the share registrar or an external accountant qualified to act as auditor. The Company shall state the identity of the scrutineer in the relevant announcement of the shareholders' general meeting.

Article 59 Votes on each matter proposed to be examined at the meeting shall be counted on the spot and the voting result shall be announced on the spot as well.

Article 60 The resolutions of a shareholders' general meeting shall be in writing. The chairman of the meeting shall be responsible for announcing resolutions of the meeting according to the Articles of Association and the voting result, which shall be recorded into the meeting minutes.

Article 61 If the chairman of the meeting has any doubt as to the result of a resolution which has been put to vote at a shareholders' general meeting, he/she may have the votes counted. If the chairman of the meeting has not counted the votes, any shareholder who is present in person or by proxy and who objects to the result announced by the chairman of the meeting may, immediately after the declaration of the result, demand that the votes be counted and the chairman of the meeting shall arrange for the votes counting immediately. If votes are counted in a shareholders' general meeting, the result of the count shall be recorded in the minutes of the meeting.

Article 62 Minutes of a shareholders' general meeting shall be kept. Such meeting minutes should set out the following:

- (1) the date and venue for convening the meeting, meeting agenda and the name of the convenor;
- (2) the name of the chairman of the meeting as well as those of the directors, supervisors, President and other senior management who attend the meeting as attendees and non-voting attendees;
- (3) the number of shareholders and proxies attending the meeting, the total number of voting shares represented by the shareholders who are entitled to vote; the proportion of the number of voting shares represented by the shareholders who are entitled to vote out of the total number of shares of the Company;
- (4) a description of the considerations taken for each proposal, the main points put forward by each speaker relating thereto and the voting results thereof;
- (5) details of queries and recommendations of the shareholders and the corresponding response or explanation in relation thereto;
- (6) the names of the persons responsible for counting the votes and for supervising the counting process;
- (7) other contents which should be recorded in the minutes as provided for in the laws, administrative regulations, departmental rules and Articles of Association.

Article 63 The minutes of shareholders' general meetings shall be signed by the chairman of the meeting, the board secretary and the recorder. The minutes, shareholders' attendance lists and proxy forms shall be kept at the Company's place of residence permanently.

Article 64 If the proposal of the election of a director was passed by the shareholders' general meeting, the appointment of a director shall take effect when:

- (1) the resolution effecting such appointment is passed at the shareholders' general meeting;
- (2) the qualification of the director is approved by the banking regulatory authority of the State Council.

Article 65 Copies of the minutes of any shareholders' general meeting shall, during business hours of the Company, be open for inspection by any shareholder without charge. If a shareholder requests for a copy of such minutes from the Company, the Company shall send a copy of such minutes to him/her within seven days after receipt of reasonable fees therefor.

Article 66 If the resolution of a shareholders' general meeting violates laws or administrative regulations, it shall be deemed as invalid.

If the procedure for convening or the method of voting at a shareholders' general meeting violates any laws, administrative regulations or the Articles of Association, or if the contents of a resolution breach the Articles of Association, a shareholder may file a petition with the People's Court to revoke the resolution within 60 days from the date on which the resolution is passed, except for those that have only minor flaws and have no substantial impact on resolutions.

Shareholders who have not been notified to participate in the shareholders' general meeting may file a petition with the People's Court to revoke the resolution within 60 days from the date when they know or should know that the resolution is made; if they do not exercise the right to revoke within one year from the date of the resolution, the revoke right shall be extinguished.

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

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

CHAPTER IV SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS

Article 67 Except shareholders of other types of shares, shareholders holding domestic shares and shareholders holding overseas listed shares are considered as shareholders of different classes.

Article 68 Rights conferred on any class of shareholders in the capacity of shareholders may not be varied or abrogated, unless approved by a special resolution of shareholders' general meeting and by holders of that affected class of shares at a separate class meeting by a special resolution in accordance with Articles 70 to 72 hereof.

Article 69 The following circumstances shall be deemed to be variation or abrogation of the rights of class shareholders:

- (1) to increase or decrease the number of shares of such class, or to increase or decrease the number of shares of class having voting or distribution rights or privileges equal to or more than those of shares of such class;
- (2) to effect an exchange of all or part of the shares of such class into shares of another class or to effect an exchange or create a right of exchange of all or part of the shares of another class into the shares of such class;
- (3) to remove or reduce rights to accrued dividends or rights to cumulative dividends attached to shares of such class;
- (4) to reduce or remove a dividend preference or a liquidation preference during the process of the Company's liquidation, attached to Shares of such class;
- (5) to add, remove or reduce conversion rights, options, voting rights, transfer or pre-emptive rights, or rights to acquire securities of the Company attached to shares of such class;
- (6) to remove or reduce rights to receive payment payable by the Company in particular currencies attached to shares of such class;
- (7) to create a new class of shares having voting or distribution right or privileges equal to or more than those of the shares of such class;

- (8) to restrict the transfer or ownership of the shares of such class or add such restriction;
- (9) to issue rights to subscribe for, or convert into, shares of such class or another class;
- (10) to increase the rights and privileges of shares of another class;
- (11) to restructure the Company where the proposed restructuring will result in different classes of shareholders bearing a disproportionate burden of responsibilities in such proposed restructuring;
- (12) to revise or abrogate any provisions of the Articles of Association of the Company relating to class shareholders.

Article 70 Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 69 hereof, but interested shareholder(s) shall not be entitled to vote at such class meetings.

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

Article 71 Resolutions of a class meeting shall be passed by votes representing more than two-thirds of the voting rights held by the shareholders of that class presented at the relevant meeting who, according to Article 70 hereof, are entitled to vote thereat.

Article 72 The special voting procedures at a class meeting shall not apply in the following circumstances:

- (1) where the Company issues Domestic Shares and Overseas Listed Shares, either separately or concurrently, once every twelve months, with not more than 20% of each of its existing issued Domestic Shares and Overseas Listed Shares pursuant to approval by a special resolution at a shareholders' general meeting;
- (2) where the Company issues Domestic Shares and Overseas Listed Shares under a plan adopted at the time of its establishment within fifteen months from the date of approval of the securities regulatory authority of the State Council.

CHAPTER V ADJOURNMENT

Article 73 The convener shall ensure that a shareholders' general meeting is being held smoothly without being interrupted until the final resolution is agreed upon. In case the shareholders' general meeting is suspended or prevented from making the final resolution due to special reasons include force majeure, the convener shall take necessary measures to resume shareholders' general meeting as soon as possible or to directly terminate the meeting, and publish a timely announcement.

Article 74 If during a shareholders' general meeting, conflicts arising among the shareholders present (including shareholder proxies) on the identity of shareholders and the counting result, cannot be resolved on the spot, for which reason the meeting is disturbed and interrupted, the chairman of the meeting shall announce the adjournment for the time being.

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

CHAPTER VI POST-MEETING MATTERS

Article 75 Resolutions of the shareholders' general meeting shall be published in an announcement, which shall indicate the number of participating shareholders and proxies, the sum of voting shares held by the shareholders, the proportion of such shares in the Company's total shares, voting method, voting result of each proposal and the relevant contents of each resolution adopted.

Article 76 If a proposal is not adopted at a shareholders' general meeting, or if the shareholders' general meeting changes the resolution passed at the previous shareholders' general meeting, a special reminder thereof shall be made in the announcement of resolutions of the shareholders' general meeting.

Article 77 Resolutions, minutes and other relevant materials of the shareholders' general meeting shall be provided to or filed with the relevant departments, if the provision or filing is so required by relevant laws, administrative regulations, rules and regulations or the requirements of the securities regulatory bodies or stock exchange in the Company's listing place.

Article 78 Written materials of a shareholders' general meeting such as the attendance sheet, power of attorney, counting results of votes, minutes, and legal opinions from the lawyers as witness shall be kept in accordance with the Company's archive management system.

Article 79 For confidential information in relation to the shareholders' general meeting, the participants and other persons who have access to such information shall keep confidential such information. The Company preserves the right to investigate the responsibilities and liabilities in accordance with relevant laws and regulations for breach of such confidentiality.

Article 80 The board of directors is responsible for implementing the resolution passed at a shareholders' general meeting and instructing the senior management to handle the specific implementation according to the content of the resolution and allocation of responsibilities; the board of supervisors shall organize the implementation of the matters required to be implemented by the board of supervisors under the resolution of the shareholders' general meeting.

CHAPTER VII SUPPLEMENTARY PROVISIONS

Article 81 Unless otherwise specified, the terms used herein shall have the same meaning with their references in the Articles of Association of the Company.

Article 82 These Rules shall be prepared and amended by the board of directors, and become effective after being adopted at the shareholders' general meeting as evidenced by an ordinary resolution.

Article 83 If there are any matters which are not dealt with in these Rules or there are any conflicts with the new or amended laws, regulations or provisions of the articles of association arising upon the Rules hereof take effect, the laws, regulations and provisions of the Articles of Association shall prevail.

Article 84 Unless otherwise stipulated in the Rules, the references "more than", "within", "at least" and "before" hereunder shall all include the number immediately following them; the references "more than", "less than", "below" and "majority" shall exclude the number immediately following them.

Article 85 Interpretation of these Rules shall be vested with the board of directors.