

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

THE RULES OF PROCEDURE FOR THE GENERAL MEETING

(Passed by the General Meeting on 27 June 2024)

Chapter I General Provisions

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

Article 2 From the effective date of the Rules, the Rules shall have binding effect on the general meetings, shareholders, shareholders’ representatives, directors, supervisors, senior management members and other personnel who attend the general meetings.

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

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

The Board Secretary shall be responsible for all works of preparation and organization for holding of the general meetings.

Chapter II General Rules of General Meetings

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

- (I) to decide on the operating policies and investment plans of the Company;
- (II) to elect and replace directors who are not representatives of the staff and workers and decide on matters relating to the remuneration of directors;
- (III) to elect and replace supervisors who are not representatives of the staff and workers and decide on matters relating to the remuneration of supervisors;
- (IV) to consider and approve the reports of the Board;
- (V) to consider and approve the reports of the Supervisory Committee;
- (VI) to consider and approve the proposed annual financial budgets and final accounts of the Company;
- (VII) to consider and approve the profit distribution plans and loss recovery plans of the Company;
- (VIII) to adopt resolutions on increases or decreases of registered capital of the Company;
- (IX) to decide on matters such as merger, division, dissolution and liquidation or change of the form of the Company;
- (X) to adopt resolutions on any issuance of bonds of the Company;
- (XI) to adopt resolutions on the appointments, dismissals or non-reappointments of accounting firms;
- (XII) to amend the Articles;
- (XIII) to consider the proposals by the shareholders severally or jointly holding 3% or more of the voting shares of the Company;
- (XIV) to pass resolutions on the external guarantees which shall be approved by the general meeting pursuant to the Articles;
- (XV) to consider matters regarding the purchase and sales within one year by the Company of major assets which exceed 30% of the latest audited total assets of the Company;
- (XVI) to consider, approve and change the usage of the funds raised;
- (XVII) to consider the equity incentive scheme and the employee share ownership plan (including only those cases which are required to be considered by the shareholders' general meeting in accordance with relevant laws and regulations, listing rules and regulatory documents);
- (XVIII) the annual shareholders' general meeting of the Company may authorize the board of directors to decide the issuance of A shares with a total financing amount of no more than RMB300 million and no more than 20% of the net assets as at the end of the latest year to specific subscriber(s), and such authorization will expire on the convention date of the annual shareholders' general meeting for the next year,

subject only to the relevant provisions of other laws and regulations, including the Hong Kong Listing Rules (if applicable);

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

The above-mentioned functions and powers of the general meeting shall not be exercised by the Board of Directors, other organizations or individuals through authorization.

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

In case that the Company is unable to hold a general meeting within the aforesaid time frame, it shall be reported and explained to the local office of the China Securities Regulatory Commission (“CSRC”) in the region where the Company operates, the Shanghai Stock Exchange (the “SSE”) and the Hong Kong Stock Exchange (the “HKSE”), and make an announcement.

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

- (I) Whether the procedures for convening and holding the meeting are compliant with the laws, administrative regulations and the Articles;
- (II) Whether the qualifications of the attendees and the conveners are lawful and valid;
- (III) Whether the voting procedures and results of the meeting are lawful and valid;
- (IV) Other relevant matters at the request of the Company.

Chapter III Convening of General Meetings

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

Article 8 Independent directors shall be entitled to make a proposal to the Board of Directors on holding an extraordinary general meeting according to the requirements of the Articles, and shall make such proposal in a written form. The exercise of such power by the independent directors shall be approved by more than half of all the independent directors. For such a proposal, the Board of Directors shall give a written reply on whether to agree or not to hold such meeting within ten days upon receipt of the proposal in accordance with the laws, administrative regulations and the Articles.

Where the Board of Directors agrees to hold such a meeting, a notice of general meeting

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

Article 9 The Supervisory Committee shall be entitled to make a proposal to the Board of Directors on holding an extraordinary general meeting and shall make such a proposal in written form. The Board of Directors shall give a written reply on whether to agree or not to hold such meeting within ten days upon receipt of the proposal in accordance with the laws, administrative regulations and the Articles.

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

Where the Board of Directors does not agree to hold such meeting or fails to give a written reply within ten days upon receipt of the proposal, it shall be deemed that the Board of Directors is unable or fails to perform its duty of convening a general meeting. In such a case, the Supervisory Committee may convene and preside over the meeting.

Article 10 Any shareholder(s) who individually or jointly hold(s) 10% or more of the shares of the Company entitled to vote at the proposed extraordinary general meeting or class meeting of shareholders is/are entitled to propose in writing to the Board of Directors to convene an extraordinary general meeting or a class shareholders' meeting. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, furnish a written reply to the relevant shareholders stating its agreement or disagreement to the convening of the extraordinary general meeting or the class shareholders' meeting within ten days after having received such proposal.

In the event that the Board of Directors agrees to convene an extraordinary general meeting or a class shareholders' meeting, it shall serve the notice of such meeting within five days after the relevant Board resolution is passed. Consent of the relevant shareholders shall be obtained in the event of any changes made to the original proposal in the notice.

In the event that the Board of Directors does not agree to convene an extraordinary general meeting or a class shareholders' meeting, or does not furnish any written reply to the relevant shareholders within ten days after having received such proposal, any shareholder(s) who individually or jointly more than 10% of the shares of the Company is/are entitled to propose to the supervisory committee to convene an extraordinary general meeting or a class shareholders' meeting in written.

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

In the event that the Supervisory Committee does not serve any notice of an extraordinary general meeting within the prescribed period, the supervisory committee is deemed not to convene and preside over such meeting, in which case the shareholder(s) who

individually or jointly more than 10% of the shares of the Company for more than ninety consecutive days may convene and preside over such a meeting by himself/themselves.

Reasonable expenses incurred by shareholders in convening and holding such meeting due to the Board's failure to convene such meeting in response to the aforesaid request shall be borne by the Company. Such expenses shall be deducted from the amounts due from the Company to the defaulting director(s).

Article 11 Where the Supervisory Committee or shareholders decide to convene a general meeting, it/they shall give a written notice to the Board of Directors and shall report it to the SSE and the HKSE for record.

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

For a general meeting convened and presided over by the shareholders themselves, the shareholders who convene the meeting shall submit relevant certification materials to the SSE and the HKSE, while sending out a notice of general meeting and making the announcement of the resolution of the general meeting.

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

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

Chapter IV Proposals and Notices of General Meetings

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

Article 15 Shareholders individually or together holding 3% or more of the shares of the Company may submit ad hoc proposals in writing to the convener of the general meeting at least 10 days before the date of the general meeting. The convener shall issue a supplementary notice of the general meeting within 2 days upon receipt of the proposals and announce the contents of the ad hoc proposals.

Except for circumstances provided in the above paragraph, the convener, after issuing

the notice of the general meeting, cannot revise the proposals stated in the notice of general meetings or add new proposals.

A general meeting shall not vote or resolve on any proposal which is not listed in the notice of such general meeting or does not comply with Article 14 of the Rules.

The business day mentioned in this Rules of Procedure shall mean the date on which the Hong Kong Stock Exchange opens for securities trading.

Article 16 When the Company convenes a shareholders' annual general meeting, the shareholders shall be notified by way of public announcement at least twenty (20) days prior to the date of the meeting; when the Company convenes a shareholders' extraordinary general meeting, the shareholders shall be notified by way of public announcement at least fifteen (15) days prior to the date of the meeting.

The day on which the general meeting is convened by the Company shall be excluded from calculating the starting period of the prior notice.

Article 17 Notice of a general meeting shall satisfy the following requirements:

- (I) be in writing;
- (II) specific venue, date and time of the meeting;
- (III) matters and resolutions to be proposed for consideration at the meeting;
- (IV) in the event that any of the directors, supervisors, general manager, deputy general manager and other senior management has material interests in matters to be discussed, the nature and extent of the interests shall be disclosed. If the matters to be discussed affect any directors, supervisors, general manager, deputy general manager and other senior management as a shareholder in a manner different from the manner they affect other shareholders of the same class, the difference shall be explained;
- (V) the full text of any special resolution to be proposed for approval at the meeting;
- (VI) a prominent statement that shareholders, who are eligible for attending and voting at the general meeting, are entitled to appoint one or more proxies to attend and vote at such meeting on his/her behalf, and that such proxy does not need to be a shareholder of the Company;
- (VII) the time and venue for lodging a written reply and a proxy form for the meeting;
- (VIII) the shareholding registration date for shareholders who are entitled to attend the general meeting;
- (IX) the name and telephone number of the contact persons who handles the meeting affairs;
- (X) the time and procedures of the voting online or by any other means;

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

In the event that the matters to be discussed need an advice from independent

shareholders, their advices and reasons shall be disclosed when the notice of the general meetings or supplementary notice are dispatched.

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

- (I) personal particulars such as education background, work experience and other positions concurrently held by such candidate;
- (II) whether he/she has any connected relationship with the Company or the controlling shareholder and actual controller of the Company;
- (III) the number of shares of the Company held by such candidate;
- (IV) whether he/she has received any punishment by CSRC or other securities regulatory authorities or sanctions by any stock exchange;
- (V) information about the newly appointed or transferred directors or supervisors that needs to be disclosed according to the Listing Rules.

Except for the cumulative voting system for the election of directors or supervisors, each candidate of director or supervisor shall be proposed in a separate proposal.

Article 19 Transfers may not be entered in the share register within 30 days prior to the date of a shareholders' general meeting or within 5 days before the record date set by the Company for the purpose of distribution of dividends, other regulations of the security regulatory authorities at the place where the shares of the Company are listed shall prevail.

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

Chapter V Holding of General Meetings

Article 21 The place for holding the Company's general meetings shall be: the residence of corporation or the place specified in the notice of the general meeting.

A general meeting shall be held at a meeting place in the form of on-site meeting. The Company will also enable shareholders to have access to the general meeting by providing online voting. The shareholders that have participated in the meeting through access of any aforesaid means shall be deemed as having attended the meeting.

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

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

Article 22 The Company shall specify the time and procedures of the voting online or by any other means in the notice of general meeting.

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

Article 23 The Board of Directors together with other conveners thereof shall adopt necessary measures to maintain the normal order of the general meeting of shareholders. Measures shall also be adopted to stop any acts from interfering with the general meeting, creating quarrels and nuisance as well as infringing the lawful interests of the shareholders while timely report of the same shall also be made to the relevant authority for investigation.

Article 24 All the shareholders or their proxies registered on the share record date shall be entitled to attend a general meeting, and the Company or the convener(s) shall not refuse them for whatever reasons.

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

- (I) the name of each proxy;
- (II) whether each proxy has voting rights;
- (III) indication on affirmative, against or abstention vote upon each matter which is listed in the agenda of and shall be deliberated at the general meeting;
- (IV) issuing date and term of validity of the power of attorney;
- (V) number of shares represented by the proxy, and the number of shares represented by each proxy, in the event that multiple proxies are appointed;
- (VI) signature (or seal) of the principal. Where the principal is a legal person shareholder, the official seal of the legal entity.

Article 26 The instrument for appointing a voting proxy and, if such instrument is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority, shall be deposited at the premises of the Company or at such other place as specified for that purpose in the notice convening the meeting, not less than 24 hours before the time for holding the meeting or the time appointed for the passing of the resolution.

Article 27 If the appointer is a legal person, its legal representative or such person as authorised by resolution of its Board or other governing body may attend at any meeting of shareholders of the Company as a representative of the appointer.

Article 28 If an individual shareholder attends the meeting in person, such shareholder shall present his identity card and other valid certificates or evidence or stock account card which can be used to substantiate his identity at the meeting. If a proxy is appointed to attend the meeting, the proxy shall present his valid identity card and proxy form issued by the shareholder.

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

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

Article 30 Where the Company holds a general meeting, all directors, supervisors and the Board Secretary shall attend the meeting, and general managers and other executives shall be present at the meeting as non-voting attendees if no special circumstances.

Article 31 A general meeting shall be convened and presided over by the chairman of the Board of Directors. Where the chairman of the Board of Directors is unable or fails to perform the duty, the meeting shall be presided over by the vice chairman of the Board of Directors (where there are two or more vice chairmen of the board of directors, the vice chairman elected by half of all the directors shall perform the duties of the chairman). Where the vice chairman of the Board of Directors is unable or fails to perform his duties, the meeting shall be presided over by a director jointly elected by a simple majority of the directors. If none of the Directors can be elected by more than a half of the Directors to preside over the meeting, the shareholders present at the meeting may elect a shareholder to preside over the meeting. If for any reason, the shareholders fail to elect the chairman to preside over the meeting, the shareholder (or proxy) present and holding the largest number of shares carrying voting rights shall preside over the meeting and act as the chairman.

A general meeting convened by the Supervisory Committee shall be presided over by the chairman of the Supervisory Committee. Where the chairman of the Supervisory Committee is unable or fails to perform the duty, the meeting shall be presided over by a supervisor jointly elected by a simple majority of the supervisors.

A general meeting convened by shareholders shall be presided over by one representative appointed by conveners.

In the event that the general meeting cannot proceed due to violation of the Rules of Procedure by the presider of the meeting, the general meeting may appoint one person as the

presider of the meeting upon consent of a simple majority of the voting shareholders present at the meeting.

Article 32 In the annual general meeting, the Board of Directors and the Supervisory Committee shall report their work during the past year to the general meeting. Each independent director shall also present a work report. The annual report of independent directors should be disclosed no later than when the Company gives notice of its annual general meeting.

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

Chapter VI Voting and Resolutions of General Meetings

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

To adopt an ordinary resolution, votes representing a majority of the voting rights represented by the shareholders (including proxies) present at the shareholders' general meeting must be exercised in favour of the resolution in order for it to be passed.

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

- (I) work reports of the Board of Directors and the Supervisory Committee;
- (II) proposals formulated by the Board of Directors for distribution of profits and for making up losses;
- (III) removal of the members of the Board of Directors and of the Supervisory Committee, their remuneration and method of payment;
- (IV) annual preliminary and final budgets and annual reports of the Company;
- (V) matters other than those required by the laws and administrative regulations or these Articles to be approved by special resolutions.

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

- (I) the increase or reduction of the Company's share capital and the issue of share of any class (including the issue of overseas listed foreign or other title certificates with a share nature), warrants and other similar securities;
- (II) the issue of debentures of the Company;
- (III) the division, spin-off, merger, dissolution and liquidation of the Company;
- (IV) amendments to the Articles;
- (V) any acquisition or disposition of material assets, or any provision of a guarantee, by the Company within one year that are in excess of 30% of the latest audited

total assets of the Company;

(VI) the share incentive schemes; and

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

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

Article 37 When shareholders (including proxies) vote at the general meeting, they shall exercise their voting rights according to the number of voting shares that they represent. Each share shall carry one vote.

The share held by the Company has no voting right, and this part of share cannot be counted in the total number of shares with voting right in the general meeting.

Shareholders, who purchase the voting shares of the Company in violation of provisions of the first clause and the second clause of Article 63 of the Securities Law, shall not exercise the voting rights of the shares that exceed the prescribed ratio within 36 months after purchasing them, and such shares shall not be included in the total number of shares with voting rights at a general meeting.

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

Article 39 If the resolution of the general meeting affects major events for benefits of minority investors, the voting rights from minority investor shall be counted separately. The separate counting result shall be disclosed publicly in time.

The Board of Directors, independent directors, and shareholders holding 1% or more shares with voting rights or investor protection agencies established pursuant to laws, administrative regulations or the provisions of CSRC can collect shareholder voting right publicly by fully disclosing specific information about the voting intention. It is prohibited to collect shareholder voting right in paid or distorted paid way. Save for statutory conditions, the Company shall not propose the lowest limit of shareholding ratio for voting right collection.

Article 40 When the shareholders' general meeting deliberates connected transactions, the connected shareholders shall abstain from voting upon such associated transactions, and the number of voting rights represented by them shall not be calculated in the total number of valid votes; the announcement of the shareholders' general meeting shall fully disclose the votes of the non-connected shareholders.

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

- (I) if matters submitted to the shareholders' general meeting for consideration involve related-party transactions, the convener shall duly give a prior notice to the related shareholders, and the shareholders shall duly inform the convener of the relevant information they acquired;
- (II) if it is necessary to engage professional accountants and valuers to audit and value related-party transactions or engage independent financial advisors to express opinions on the same, the convener shall at the meeting truthfully disclose the results of the audit and valuation or the opinions of independent financial advisors;
- (III) the related shareholders which shall abstain from voting may participate in discussing related-party transactions involving the said shareholders and explain and describe to the shareholders' general meeting the reasons for the related-party transactions, basic information of the transactions, whether the transactions are fair and lawful, etc.

Article 42 If the matter required to be voted by way of a poll relates to election of chairman or adjournment of meeting, a poll shall be conducted immediately; in respect of other matters required to be voted by way of a poll, the chairman may decide the time of a poll, and the meeting may proceed to consider other matters. The voting results shall still be deemed as resolutions passed at the said meeting.

Article 43 On a poll, a shareholder voting in person or by proxy and entitled to more than two votes need not cast all his votes in the same way.

Article 44 In case of an equality of votes (whether on a show of hands or on a poll), the chairman shall have an additional vote.

The chairman of the board of directors shall convene and take the chair of every shareholders' general meeting. If the chairman is unable to attend the meeting for any reason, the vice chairman shall convene and take the chair of the meeting. If both the chairman and the vice chairman(s) are unable to attend the meeting, then the board of directors may designate a director to convene and take the chair of the meeting. If no chairman of the meeting has been so designated, the shareholders present at the meeting may elect a person to act as the chairman of the meeting. If for any reason, the shareholders shall fail to elect a chairman, then the shareholder present at the meeting in person or by proxy and holding the largest number of shares carrying the right to vote thereat shall be the chairman of the meeting.

Article 45 Where voting for the election of directors or supervisors at the meeting, cumulative voting system can be adopted in accordance with the provisions in the Articles or resolutions made at the meeting. The cumulative voting system shall be implemented when the largest shareholder and persons acting in concert interest hold 30% or above of the total shares

of the Company. If two or more independent directors are elected at the shareholders' general meeting of the Company, a cumulative voting system shall be implemented.

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

Article 46 Except for the cumulative voting system, the general meeting shall vote on each proposal individually. Where there are different proposals for the same issue, voting should be carried out according to the order of the proposals raised. Except for special reasons such as force majeure causing the meeting to suspend or unable to reach a resolution, the meeting shall not set aside any proposal or have any proposal not voted on.

Article 47 When reviewing any proposal, the general meeting shall make no change to the proposal; otherwise, the relevant alteration shall be deemed as a new proposal and shall not be voted at the current general meeting.

Article 48 Any voting right may be exercised through only one means: on site, online or any other means. The first voting result shall prevail where one voting right is repeatedly exercised.

Article 49 Voting at general meeting will record the name of the voter. Before a proposal is voted on at the meeting, two representatives of the shareholders shall be elected to take part in counting the votes and scrutinizing the conduct of the poll. Any shareholder who is interested in the matter under consideration and his proxy shall not take part in counting the votes or scrutinizing the conduct of the poll.

When a proposal is being voted on at the meeting, lawyers, the shareholders' representatives and representatives of the supervisors shall be jointly responsible for counting the votes and scrutinizing the conduct of the poll. The voting result shall be recorded in the meeting minutes. If ballots are counted at a general meeting, the counting result shall be recorded in the meeting minutes.

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

Article 50 The on-site general meeting shall not end earlier than the online meeting or meeting delivered through other means. The chairman of the meeting shall announce the voting status and voting result for each proposal and announce whether a resolution is passed according to the voting result.

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

in confidential the voting result.

Article 51 Shareholders attending the General Meeting shall vote “Yes”, “No” or “Abstain” on each proposal presented for approval, except that securities registration and settlement institutions, being the nominal holders of shares subject to the Mainland-Hong Kong stock connect, may express opinions according to the intentions of actual holders. A ballot that is blank, improperly marked or not voted shall be considered as an abstention by the voter, and the voting result of the shares held by the voter shall be deemed “Abstain”. The abstention vote shall be regarded as valid votes when the Company counts the votes in respect of the relevant matter.

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

Article 52 Any resolution of the General Meeting shall be announced in a timely manner, and such an announcement shall indicate the number of shareholders and proxies present at the meeting, the total number of voting shares they hold and its proportion to the total voting shares of the Company, the means of voting, the voting results of each proposal as well as the details of each resolution adopted. Attendance and votes by the holders of A Shares and Foreign-Invested Shares at the shareholders’ general meeting shall be counted and announced separately.

Article 53 Where the proposed resolution is not passed, or the meeting alters the resolution(s) passed at the previous meeting, a special note shall be made in the announcement of the resolutions of the meeting.

Article 54 The convener shall ensure that the general meeting be conducted continuously until final resolutions are made. If the general meeting is suspended or resolutions cannot be made because of force majeure or other special circumstances, the convener shall take necessary measures to promptly resume the meeting or directly terminate that meeting, and make a timely public announcement. Meanwhile, the convener shall report to the local office of CSRC, the SSE and the Stock Exchange.

Article 55 Where proposed resolutions in relation to the election of directors or supervisors are passed at a meeting, the term of office of the new directors or supervisors shall take effect in accordance with the requirements of the Articles.

Article 56 If the general meeting passes proposals in connection with the distribution of cash dividend, allotment of bonus shares, or conversion of capital reserve into share capital, the Company shall implement detailed plans thereof within 2 months after the conclusion of such general meeting.

Article 57 If any content of the resolution of the general meeting violates the laws or administrative regulations, such resolution shall be invalid.

The controlling shareholder or actual controller of the Company shall not restrict or hinder minority investors from exercising their right to vote, or harm the legitimate interest of the Company or the minority investors.

If the convening procedures or voting methods for the general meeting violate the laws, administrative regulations or the Articles of Association, or any content of the resolution thereof violates the Articles of Association, the shareholders shall have the right to submit to a court within 60 days after such a resolution is made to revoke it.

Chapter VII Special Procedures for Class Meetings

Article 58 Shareholders who hold different classes of shares shall be shareholders of different classes. Shareholders of different classes shall enjoy rights and undertake obligations in accordance with the laws, administrative regulations and the Articles.

Article 59 The Company shall not proceed to change or abrogate the shareholders' rights of a class of shares unless such change or abrogation has been approved by way of a special resolution of the general meeting and by a separate class meeting of the affected class shareholders convened in accordance with the Articles.

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

- (I) an increase or decrease in the number of shares of such class or an increase or decrease in the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;
- (II) conversion of all or part of the shares of such class into shares of another class, conversion of all or part of the shares of another class into shares of such class or grant of the right to make such conversion;
- (III) removal or reduction of rights to accrued dividends or cumulative dividends attached to shares of such class;
- (IV) removal or reduction of any preference granted to shares of such class in distribution of dividends or distribution of assets during liquidation of the Company;
- (V) increase, removal or reduction of share conversion rights, options, voting rights, transfer rights, preemptive rights to rights issues or rights to acquire securities of the Company attached to shares of such class;
- (VI) removal or reduction of rights attached to shares of such class to receive amounts payable by the Company in a particular currency;
- (VII) creation of a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of that class;
- (VIII) imposition of restrictions or additional restrictions on the transfer or ownership of shares of such class;
- (IX) issuance of rights to subscribe for, or convert into, shares of such class or another

class;

- (X) increase in the rights and privileges of shares of another class;
- (XI) any restructuring of the Company which causes shareholders of different classes to bear liability out of proportion during the restructuring;
- (XII) any amendment or cancellation of the provisions of the Articles.

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

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

- (I) in respect of a tender offer made by the Company to all shareholders in the same proportion or repurchase by the Company of its own shares through open market transactions on a stock exchange in accordance with Article 34 of the Articles, the “interested shareholders” shall mean the controlling shareholder as defined in Article 63 of the Articles;
- (II) in respect of repurchase by the Company of its own shares by off-market repurchase through an agreement in accordance with Article 34 of the Articles of Association, the “interested shareholders” shall mean any shareholder in relation to such agreement; and
- (III) in respect of a restructuring proposal of the Company, the “interested shareholders” shall mean shareholders who will bear a lower proportion of liability than that other shareholders of the same class, or shareholders who have an interest that is different from the interest of other shareholders of the same class.

Article 60 Resolutions of a class meeting shall be passed by at least two-thirds of the voting rights of that class represented at the class meeting in accordance with Article 123 and 124 of the Articles.

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

Article 61 Public announcement or written notice of a class meeting shall be given by the Company at least 20 days prior to the date of the shareholders’ annual general meeting, 15 days prior to the date of the shareholders’ extraordinary general meeting to notify all the registered shareholders holding shares of that class of the matters to be considered at the meeting and the date and place of the meeting.

Article 62 The notice of a class meeting of shareholders is only required to be delivered to the shareholders entitled to vote at such meeting.

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

Article 63 Apart from the holders of other classes of shares, holders of A shares and holders of overseas listed foreign shares are deemed to be different classes of shareholders.

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

- (I) upon approval by a special resolution of its shareholders in a general meeting, the Company issues A shares and overseas listed foreign shares, separately or concurrently once every 12 months, and the number of each class of shares to be issued is not more than 20% of the issued shares of such class.
- (II) the Company implements its plan, which was prepared upon its incorporation, to issue domestic shares and overseas listed foreign shares, provided that such plan shall be implemented within 15 months from the date of approval by the CSRC.

Chapter VIII The Minutes of General Meetings

Article 64 The Board Secretary shall keep minutes for each general meeting. The minutes shall contain the following contents:

- (I) the time, venue and agenda of the meeting and names of the conveners;
- (II) the name of the meeting chairman and the names of the directors, supervisors, managers and other senior management members present or in attendance at the meeting;
- (III) the number of shareholders and their proxies attending the meeting, the total number of voting shares held by holders and the percentage of the total number of shares of the Company they represent;
- (IV) the process of review and discussion, summary of any speech and voting results of each proposal;
- (V) shareholders' questions, opinions or suggestions and corresponding answers or explanations;
- (VI) the names of the lawyers, the persons who count votes and the persons supervising the voting process;
- (VII) the total number of voting shares held by holders of A shares (including their proxies) and holders of overseas-listed foreign-invested shares (including their proxies) at the meeting and the percentage of the total number of shares of the Company they represent;
- (VIII) when the voting results are recorded, the votes by the attending shareholders who hold A shares and those who hold overseas listed foreign invested shares upon each matter deliberated;
- (IX) other contents to be included as specified in the Articles.

Article 65 The attending directors, supervisors, Board Secretary, convener or representative thereof, and the meeting presider shall sign the meeting minutes and ensure the authenticity, accuracy and completeness of the minutes of the shareholders' general meeting. Meeting minutes shall, together with the register of the present shareholders and the powers of attorney for attendance by proxy, and valid materials concerning votes through the internet and other means shall be kept together for a period of no less than 10 years.

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

Article 66 The Board of Directors shall be responsible for the implementation of the resolutions adopted at a general meeting and shall procure the management of the Company to conduct specific work for such implementation according to the contents and division of responsibilities as stated in the resolutions. Chairman of the Supervisory Committee shall be directly responsible for organizing the implementation of matters that are resolved at a general meeting to be implemented by the Supervisory Committee.

Article 67 The Company shall convene the Board meetings and make information disclosure in accordance with the requirements of relevant laws, administrative regulations, the stock exchanges on which the Company's shares are listed and the Articles. The content of such information disclosure shall be implemented by the Board Secretary in accordance with relevant requirements.

Article 68 The Board Secretary is responsible for disclosing information of the Company to the shareholders, and the Board Secretary is the external spokesman designated by the Company.

Article 69 The Company shall publish the information to be disclosed on specified media in accordance with relevant requirements of the People's Republic of China and the stock exchange on which the Company's shares are listed.

Chapter X Supplementary Provisions

Article 70 Unless the context otherwise requires, "public announcement" referred to in the Rules shall refer to, if issued to holders of A shares or within the PRC in accordance with relevant regulations and these Articles, an announcement published in such Chinese newspapers or websites as specified, agreed and approved by the Chinese laws and regulations or the CSRC; and, if issued to holders of overseas-listed foreign-invested shares in accordance with the relevant regulations and the Articles, an announcement published in the newspapers or other media as required by the requirements of Hong Kong Listing Rules.

Except as otherwise provided in the Rules, where a notice from the Company to holders of overseas listed foreign shares is served by way of a public announcement, the public

announcement should be issued at the website of the HKSE, the website of the SSE and the website of the Company respectively on the same day in accordance with the requirements of the local listing rules.

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

Article 71 The terms “or more”, “or less” or “within” herein shall include the given figure, while “over”, “less than” or “exceed” shall not include the given figure.

Article 72 Matters not covered by the Rules shall be executed in accordance with the rules under relevant laws, administrative regulations, regulatory documents, the Articles and listing rules of the places of listing. In the event that the Rules are inconsistent with the rules under relevant laws, administrative regulations, regulatory documents, the Articles modified through legal procedures or listing rules of the places of listing, they shall be executed in accordance with the foresaid rules. The Rules shall be amended as soon as practicable, and be submitted to the general meeting for consideration and approval.

Article 73 The Rules, as an annex to the Articles, shall be approved by the general meeting and shall be interpreted by the Board of Directors.

Article 74 The amendments of the Rules shall be drafted by the Board of Directors and come into effect after consideration and approval by the general meeting.