

**Lanzhou Zhuangyuan Pasture Co., Ltd.\***  
**蘭州莊園牧場股份有限公司**

**The Rules of Procedures of General Meetings**

*\* For identification purpose only*

## CHAPTER 1 GENERAL

**Article 1** To clarify the Rules of Procedures of General Meetings of Lanzhou Zhuangyuan Pasture Co., Ltd.\* (hereinafter referred to as the “Company”), regulate the internal structure and operation process of general meetings and safeguard the interests of shareholders, these Rules of Procedures are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Guidelines for Articles of Association of Listed Companies (2016 revision) (《上市公司章程指引(2016修訂)》), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Mandatory Provisions of Articles of Association of Companies Listing Overseas (到境外上市公司章程必備條款), the Special Regulations of the State Council on the Overseas Share Offering and Listing by Joint-stock Limited Liability Companies (國務院關於股份有限公司境外募集股份及上市的特別規定), the Letter of Opinions on the Supplementation and Amendment of Articles of Association of Companies Listing in Hong Kong (關於到香港上市公司對公司章程作補充修改的意見的函), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”), the Rules Governing the Listing of Stocks on Shenzhen Stock Exchange (hereinafter referred to as the “Shenzhen Stock Exchange Listing Rules”), relevant laws, administrative regulations, normative documents, and the provisions of the Articles of Association of Lanzhou Zhuangyuan Pasture Co., Ltd.\*.

**Article 2** The terms of reference of the general meeting shall be stipulated by the Articles of Association. The general meeting shall exercise its functions and powers within the scope prescribed by the Company Law and the Articles of Association to ensure that shareholders can exercise their rights in accordance with the law and shall not interfere the exertion of their rights by shareholders.

**Article 3** General meetings are classified into annual general meetings and extraordinary general meetings. The annual general meeting shall be held once every year within six months after the end of the previous financial year.

In the event that the Company is unable to convene the annual general meeting within the aforesaid period for any reason, it shall report to the local office of the CSRC in the place where the Company is located and the stock exchanges (hereinafter referred to as the “Stock Exchanges”) on which the shares of the Company are listed and traded, give the reasons and publish an announcement.

**Article 4** The general meeting shall not resolve matters which are not specified in the notice.

**Article 5** In any of the following circumstances, the Company shall convene an extraordinary general meeting within two months from the date upon which the circumstance occurs:

- (1) the number of Directors falls short of the quorum stipulated in the Company Law or is less than two thirds of the number specified in the Articles of Association;
- (2) the unrecovered losses of the Company amount to one third of the total amount of its paid-up share capital;
- (3) if shareholder(s) severally or jointly holding 10% or above of the Company’s voting shares request(s) in writing;

- (4) the Board considers it shall be necessary;
- (5) the Supervisory Committee proposes to convene such meeting;
- (6) other circumstances stipulated by laws, administrative regulations, departmental rules or these Articles of Association.

The number of shares held by shareholder(s) as described in (3) shall be calculated as at the date on which the relevant shareholders submit the written requisition.

## **CHAPTER 2    CONVENING OF GENERAL MEETINGS**

**Article 6** The Board shall convene a general meeting within the period prescribed in Articles 3 and 5 of the Rules on a regular basis.

**Article 7** An extraordinary general meeting may be convened upon proposal by independent directors to the Board. Regarding the proposal of the independent directors to convene an extraordinary general meeting, the Board shall, pursuant to laws, administrative regulations and the Articles of Association, give a written reply on whether or not to convene the extraordinary general meeting within 10 days after receipt of the proposal.

Where the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. Where the Board does not agree to convene the extraordinary general meeting as proposed by the independent directors, it shall give the reasons and issue an announcement in respect thereof.

**Article 8** The Supervisory Committee shall be entitled to propose to the Board to convene an extraordinary general meeting, and shall put forward its proposal to the Board in writing. The Board shall, pursuant to laws, administrative regulations and the Articles of Association, give a written reply on whether to convene the extraordinary general meeting or not within 10 days after receipt of the proposal.

If the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within 5 days after the resolution is made by the Board. In the event of any change to the original proposal set forth in the notice, the consent of the Supervisory Committee shall be obtained.

If the Board does not agree to hold the extraordinary general meeting or fails to give a written reply within 10 days after receipt of the proposal, it shall be deemed to be unable to perform or fail to perform the duty of convening the extraordinary general meeting, and the Supervisory Committee may convene and preside over the meeting by itself.

**Article 9** Shareholder(s) severally or jointly holding 10% or above shares of the Company shall be entitled to request the Board to convene an extraordinary general meeting, and shall put forward such request to the Board in writing. The Board shall, pursuant to laws, administrative regulations and the Articles of Association, give a written reply on whether to convene the extraordinary general meeting or not within 10 days after receipt of the proposal.

If the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within 5 days after the resolution is made by the Board. In the event of any change to the original proposal set forth in the notice, the consent of relevant shareholder(s) shall be obtained.

If the Board does not agree to hold the extraordinary general meeting or fails to give a reply within 10 days after receipt of the proposal, shareholder(s) severally or jointly holding 10% or above shares of the Company shall be entitled to propose to the Supervisory Committee to convene an extraordinary general meeting, and shall put forward such request to the Supervisory Committee in writing.

If the Supervisory Committee agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within 5 days after receipt of the said request. In the event of any change to the original proposal set forth in the notice, the consent of relevant shareholder(s) shall be obtained.

In the case of failure to issue the notice for the general meeting within the term stipulated, the Supervisory Committee shall be deemed as failing to convene and preside over the general meeting. The shareholder(s) severally or jointly holding 10% or above shares of the Company for 90 consecutive days or above may convene and preside over such meeting by itself/themselves.

**Article 10** Where the Supervisory Committee or shareholders decide to convene a general meeting by itself/themselves, it/they shall notify the Board in writing and file with the local office of the CSRC in the place where the Company is located, the Shanghai Stock Exchange and the Stock Exchange at the same time.

Before the resolution of the general meeting, the shareholders' shareholding ratio shall not be less than 10%.

When the Supervisory Committee and the shareholders convening the general meeting decide to send a notice of the general meeting and the announcement of the resolution of the general meeting, they shall also submit the relevant certification materials to the CSRC's sub-office, the Shenzhen Stock Exchange and the Stock Exchange at the same time.

**Article 11** With regard to the general meeting convened by the Supervisory Committee or shareholders on its/their own initiative, the Board and its secretary shall offer cooperation. The Board shall provide a shareholders' register as of the equity registration date. Where the Board fails to provide the shareholders' register, the convener may apply to the securities registration and clearing authority to obtain it upon presentation of the announcement relating to the notice of the general meeting. The shareholders' register obtained by the convener shall not be used for other purposes except for the general meeting.

**Article 12** For the general meeting convened by the Supervisory Committee or shareholders on its/their own, the expenses incurred by the meeting shall be borne by the listed companies.

## **CHAPTER 3    PROPOSALS AND NOTICES OF GENERAL MEETINGS**

**Article 13** Where the Company convenes an annual general meeting, a notice of the meeting shall be given by announcement at least 20 days before the date of the meeting to notify all shareholders. Where the Company convenes an extraordinary general meeting, a notice of the meeting shall be given by announcement at least 15 days before the date of the meeting to notify all shareholders.

Where the Company convenes a class meeting of shareholders, the notice period and method of notice shall be subject to the provisions of the Article 86 of these Rules of Procedures.

In determining the commencement date and the period, the Company shall not include the date on which the meeting is held.

**Article 14** A notice of a general meeting shall be made in writing and include the following contents:

- (1) specify the time and date, place and duration of the meeting;
- (2) state the businesses and motions to be considered at the meeting;
- (3) provide such information and explanation as are necessary for the shareholders to make an informed decision on the matters to be discussed. Where a proposal is made to consolidate and repurchase the shares of the Company, to reorganize its share capital, or to restructure the Company in any other way, the specific terms and the contract, if any, of the proposed transaction must be provided and the reason and effect of such proposal must be properly explained;
- (4) contain a disclosure of the nature and extent of the material interests, if any, of any director, supervisor, general manager and other senior management in the matters to be discussed, and difference in the effect which the matters to be discussed will have on them in their capacity as shareholders in so far as it is different from the effect on the interests of shareholders of the same class;
- (5) contain the full text of any special resolution to be proposed at the meeting;
- (6) specify the date and place for the delivery of proxy form for use at the meeting;
- (7) contain a conspicuous statement that all shareholders are entitled to attend the general meeting and vote, and the shareholder may appoint a proxy in writing to attend the meeting and vote on his/her behalf and that a proxy need not be a shareholder of the Company;
- (8) specify the record date for determining the shareholders who are entitled to attend the general meeting;
- (9) state the names and telephone numbers of the standing contact persons for the meeting;

- (10) if a general meeting is held online or otherwise, the designated time and procedure for voting online or through other means shall be expressly stated in the notice of such meeting. The interval between the shareholding record date of a general meeting and the date of the meeting shall not be more than 7 working days. The shareholding record date shall not be changed once confirmed. Any notice and supplementary notice of general meetings shall sufficiently and completely disclose all contents of all motions and all such information or explanation as are necessary for the shareholders to make an informed judgment on the matters to be discussed in full. If any matter to be discussed requires opinions of the independent directors, the opinions and reasons of the independent directors shall be disclosed together with the issuance of such notice.

**Article 15** Unless the Articles of Association and the Rules otherwise requires, the notice of a general meeting shall be sent to shareholders (regardless of whether they are entitled to vote at the general meeting) by personal delivery or by prepaid mail. The addresses of the recipients shall be such addresses as shown in the register of members. For holders of domestic shares, such notice of the general meeting may also be given by way of announcement.

The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council within 20 days to 25 days prior to the convening of the annual general meeting and 15 days to 20 days prior to the convening of the extraordinary general meeting. Once such an announcement is made, all holders of the domestic shares shall be deemed to have received the relevant notice of the general meeting.

The notification, materials or written announcement of the general meeting should be delivered to the shareholders of overseas-listed foreign shares 20 days prior to the convening of the annual general meeting or 15 days prior to the convening of the extraordinary general meeting in any of the following manners:

- (1) such notification or announcement should be delivered to each shareholder of overseas-listed foreign shares by person or by mail in accordance with the addresses of every shareholder. The notification for shareholders of H Shares should be sent at Hong Kong;
- (2) announced at the website of the Company or websites designated by the local stock exchange where shares of the Company are listed in accordance with relevant laws, regulations and Listing Rules;
- (3) other manners required by the local stock exchange where shares of the Company are listed and Listing Rules.

**Article 16** The accidental omission to give the notice of a meeting to, or the failure to receive the notice of a meeting by any person entitled to receive such notice, shall not invalidate the meeting or make void any resolutions passed thereat.

**Article 17** After the notice of a general meeting is issued, the general meeting shall not be postponed or cancelled, and the motions set out in such notice shall not be cancelled without justified reasons. Where a general meeting has to be postponed or cancelled, the Board shall notify all shareholders at least 2 trading days before the original date of the general meeting and state the relevant reasons. Where a general meeting has to be postponed, the Company shall announce the date of the postponed meeting in the notice.

**Article 18** Shareholder(s) (hereinafter referred to as the “Proposing Shareholder(s)”) severally or jointly holding 3% or above of the total number of voting shares of the Company may submit written provisional proposal to the convener 10 days before a general meeting is convened. The convener shall, within 2 days upon receipt of such proposal, serve a supplementary notice of the general meeting to announce the contents of such proposal. The contents of the provisional proposal shall fall within the scope of terms of reference of the general meeting with clear topics and specific resolutions.

Save as specified in the preceding paragraph, the convener shall not change the proposals set out in the notice of the general meeting or add new proposals after the said notice is served.

Proposals which are not specified in the notice of the general meeting or which do not comply with the above provisions of the Rules shall not be voted and resolved at the general meeting.

**Article 19** Any notice and supplementary notice of a general meetings shall sufficiently and completely disclose all contents of all proposals and all such information or explanation as necessary for the shareholders to make an informed judgment on the matters to be discussed in full. If any matter to be discussed requires opinions of the independent directors, the opinions and reasons of the independent directors shall be disclosed together with the issuance of such notice or supplementary notice.

**Article 20** Proposals put forward at a general meeting shall be specific proposals against the matters which shall be discussed at the general meeting. Resolutions shall be made on the specific proposals at the general meeting.

**Article 21** A motion proposed at a general meetings shall satisfy the following conditions:

- (1) the substance of a motion proposed shall not conflict with laws, administrative regulations and the requirements set forth in these Articles of Association, and shall fall within the scope of business of the Company and the functions of the general meeting;
- (2) there is a clear subject of discussion and a specific resolution;
- (3) the motion shall be submitted or delivered to the Board in writing.

**Article 22** Where the election of directors and supervisors are scheduled to be discussed at a general meeting, the notice of the general meeting shall sufficiently disclose the detailed information about the director and supervisor candidate(s), including at least the following contents:

- (1) personal information including education background, working experience and part-time job;
- (2) whether he is connected with the listed company or its controlling shareholders and actual controller;
- (3) his shareholding in the listed company;
- (4) whether he has received any punishment from the CSRC and other relevant authorities and any penalty and warning from the stock exchange;
- (5) disclosable information in relation to the new appointment or re-designation of directors or supervisors as required by the Hong Kong Listing Rules.

The candidate shall undertake in writing prior to the issuance of the notice of the general meeting that he accepts the nomination and undertakes the truthfulness, accuracy and completeness of the information disclosed about him and warrants that he will duly perform his duties as a director or a supervisor upon his appointment.

Except the election of directors and supervisors by means of cumulative voting, the election of each candidate of the director and supervisor shall be put forward by separate resolution.

**Article 23** The Board shall set out the matters to be discussed at the general meeting in the notice of convening the meeting and fully disclose the contents of all motions put forward by them. In case the matters involved in the resolutions of the previous general meeting have to be changed, the contents of the motions shall be complete and shall not only state the contents of change.

Any item classified as “other businesses” without specific contents shall not be deemed as a proposal and shall not be voted on at a general meeting.

**Article 24** Resolutions involving investment, disposal of asset, acquisition and merger shall be proposed with details, including the amount, consideration (or basis of calculation thereof), book value of the assets, impact on the Company and the status of approval. The Board shall announce the status of asset valuation, results of audit or independent financial report, if required according to the applicable regulations, at least five working days prior to the date on which the general meeting is to be held.

**Article 25** Where the Board proposes a motion to change the use of proceeds of share offers, it shall state the reasons thereof, the overview of new projects and impact on the prospect of the Company in the notice of convening the general meeting.



**Article 26** Matters that are required to be submitted to the CSRC for approval, including those involving the public issuance of shares, shall be proposed as specific resolutions.

**Article 27** Upon consideration and approval of the annual report, the Board shall make a resolution on the profit distribution plan, which shall be proposed as a motion at the annual general meeting. Where the Board proposed a plan of conversion of capital reserve fund into share capital, it shall state clearly the reasons of such conversion. Whenever the Board proposes such plan of bonus issue or conversion of capital reserve fund into share capital, it shall disclose earnings per share and net assets per share before and after the conversion, as well as the impact on the future development of the Company.

**Article 28** The appointment of an accounting firm shall be proposed by the Board and passed by resolution at the general meeting. Where the Board proposes the removal or discontinuation of re-appointment of an accounting firm, a 30 days' prior notice shall be given to the accounting firm and the reasons thereof shall be given at the general meeting. The accounting firm shall have the right to state their opinions at the general meeting.

Where the accounting firm tenders its resignation, the Board of Directors shall explain the reason thereof at the next general meeting. The resigned accounting firm is obliged to make explanation to the general meeting whether the Company is in any way involved in improper matters in writing or by sending a representative to attend the general meeting.

**Article 29** Where the Board decides not to include any motions proposed at the general meeting in the agenda, it shall make explanations at the meeting.

**Article 30** If the relevant shareholders have any objection to the decision of the Board of not including their motions in the agenda of the general meeting, they may request the convening of an extraordinary general meeting according to the Article 9 of the Rules.

## **CHAPTER 4 CONVENING OF GENERAL MEETINGS**

**Article 31** The Company shall convene the general meetings by adhering to the principle of simplicity and shall not pay additional economic benefits to the attending shareholders (or proxies).

**Article 32** A general meeting shall be held at the domicile of the Company or the address specified by the Articles of Association. A venue shall be arranged for the general meeting, which will be held in the form of physical meeting, and the Company shall provide expediency to the shareholders attending the general meeting by adopting other safe, economic and expedient means, such as correspondence meeting. Shareholders attending the meeting by way of the above methods shall be deemed as to have attended the meeting.

**Article 33** If a general meeting of the listed company is held online or otherwise, the time and procedures of voting online or by other means shall be clearly stated in the notice of such meeting.

Voting online or by other means may start no earlier than 3:00 pm of the day prior to and no later than 9:30 am of the day on which the meeting is convened, and end no earlier than 3:00 pm of the day on which the meeting ends. Article 32 An lawyer shall be appointed by the Board to attend the general meeting to give opinions on the following matters:

- (1) whether the convening of the general meeting and its procedures are in compliance with the laws, regulations, the Articles of Association and the Rules;
- (2) whether the attendees are eligible and whether the eligibility of the convener is lawful and valid;
- (3) confirmation of the qualifications of shareholders proposing resolutions at the general meeting;
- (4) whether the voting procedures and the voting results of the meeting are lawful and valid;
- (5) legal opinions on other related matters at the request of the Company.

The Board of the Company may also appoint a notary to attend the general meeting and to notarize the items including the attendance, the number of shares held by the attending shareholders, power of attorney, voting results of each resolution, minutes and the legality of the procedures of the meeting.

**Article 34** The Board and other convener shall take necessary measures to ensure the good order of the general meeting, and to deter any act disturbing the meeting, picking quarrels and provoking troubles or infringing the lawful rights and interests of shareholders, and shall report in a timely manner such acts to the relevant authority for investigation and punishment.

**Article 35** All shareholders or their proxies whose names appeared in the register of shareholders the Company at the record date are entitled to attend the general meeting. The Company and the convener shall not reject for any reason.

Preference shareholders shall not attend the general meeting and the shares they hold do not have voting rights. Under any of the following circumstances, the Company shall notify preference shareholders when it convenes the general meeting and shall follow the procedures for notifying the ordinary shareholders prescribed in the Company Law and the Articles of Association.

When the preference shareholders attend the general meeting, they are entitled to vote at a separate class meeting and each preference share shall have one vote (preference shares held by the Company shall have no voting rights):

- (1) amendments to the Articles of Association that relate to preference shares;
- (2) reduction of the registered capital of the Company by more than ten percent on a single or aggregate basis;
- (3) merger, division, dissolution or change of corporate form of the Company;
- (4) issuance of preference shares; and
- (5) other circumstances specified in the Articles of Association.

Resolutions on the above matters shall be approved by more than two thirds of the votes held by ordinary shareholders present at the meeting (including preference shareholders with restored voting rights) and by more than two thirds of the votes held by preference shareholders present at the meeting (excluding preference shareholders with restored voting rights).

**Article 36** Shareholders may attend a general meeting in person or appoint the proxies to attend and vote on their behalf.

The instrument appointing a proxy shall be in writing under the hand of the appointing shareholder or his proxy duly authorized in writing; where the appointing shareholder is a legal person, such instrument shall be under its seal or under the hand of its legal representative duly authorized or its proxy duly authorized.

**Article 37** Individual shareholders attending a general meeting in person shall produce their identity cards or other valid proof or evidence of their identities as well as share certificates, in the case of attendance by proxies, the proxies shall produce their identity cards or valid proof or evidence of their identities, power of attorney as well as share certificates.

Where a shareholder is a legal entity, its legal representative or a proxy entrusted by such legal representative or an authorized person by the Board and other decision-making body shall attend a general meeting. In case of attendance by legal representatives, they shall produce their identity cards and valid proof of their capacities as legal representatives as well as share certificates and, in the case of attendance by proxies of such legal representatives, such proxies shall produce their identity cards and instrument appointing a proxy in writing as well as share certificate duly issued by such legal representatives.

If the shareholder is an authorized clearing house of the place(s) where the shares of the Company are listed or its agent, such a shareholder is entitled to appoint one or more persons it deems suitable to act as its proxy in the general meeting or shareholders class meeting. If one or more persons are appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The power of attorneys shall be signed by the respective proxies appointed by the authorized clearing house. The proxies so appointed may represent the authorized clearing house (or its agent) in exercising its rights at any meeting (without presenting share certificate, certified statement of proxy and/or further evidence of due authorization) as if such proxy is an individual shareholder of the Company.

**Article 38** The power of attorney which appointing a proxy to attend a general meeting by a shareholder shall contain the following contents:

- (1) name of the proxy;
- (2) indication of whether the proxy is granted with voting rights;
- (3) instruction of voting “for”, “against” or “abstain” for each resolution proposed at any general meeting;
- (4) whether the proxy has the voting rights on temporary proposal that may be included in the agenda of the meeting and the specific instructions as to what vote to cast if he or she has such right to vote;
- (5) date of signing the instrument of proxy and its effective period;
- (6) signature (or seal) of the principal. If the principal is a legal entity member, the seal of the legal entity shall be affixed. The power of attorney shall indicate whether the proxy can vote at his/her discretion if the shareholder does not make specific instructions.

**Article 39** The instrument of proxy shall be deposited at the registered address of the Company or such other place specified in the notice of meeting not less than 24 hours prior to convening of the meeting. If the instrument of proxy is signed by other person on behalf of the shareholder, such power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authority shall be delivered to the registered address of the Company or such other place specified in the notice of the meeting together with the instrument of proxy.

In case the principal is a legal entity, its legal representative or the Board, or other person authorized by the resolution of decision-making bodies shall attend the general meeting of the Company as a representative.

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the proxy or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that no notice in writing of such death, loss of capacity, revocation or transfer as aforesaid has been received by the Company before the commencement of the meeting.

**Article 40** A registration record for attendees at the meeting shall be prepared by the Company. The registration record shall contain items including but not limited to the names of attendees (or company names), identity card numbers, residential addresses, the number of shares held or representing the voting rights and names (or company names) of the proxies.

**Article 41** The convener and the legal counsel shall examine legality of the shareholders' qualifications according to the register of members. The names of shareholders and the number of shares with voting rights shall be registered. The registration at the meeting shall terminate before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the total number of the shares held with voting rights.

**Article 42** When the Company convenes the general meeting, all directors, supervisors and secretary of the Board shall attend the meeting, and the general manager and other senior management shall be present at the meetings.

**Article 43** The chairman of the Board shall preside over the general meeting. If the chairman of the Board is unable or fails to perform his/her duties, the vice chairman of the Board shall preside over the meeting. Where the vice chairman of the Board is unable or fails to perform his/her duties, a director selected by half or more of all directors shall preside over. If the Board is unable or fails to perform the duties of convening a general meeting, the Supervisory Committee shall timely convene and preside over the meeting. If the Supervisory Committee fails to convene and preside over a general meeting, shareholders severally or jointly holding 10% or above of the Company's shares for 90 consecutive days or above shall have the right to convene and preside over the meeting. Where the shareholders fail to elect a chairman of the general meeting for any reason, the shareholder (including his/her proxy) present in person or by proxy who holds the largest number of voting shares shall be the chairman of the general meeting.

The chairman of the Supervisory Committee shall convene and preside over the meetings of the Supervisory Committee. In the event that the chairman of the Supervisory Committee is unable or fails to perform his duties, the vice chairman of the Supervisory Committee shall convene and preside over the meetings of the Supervisory Committee. In the event that the vice chairman of the Supervisory Committee is unable or fails to perform his duties, meetings of the Supervisory Committee shall be convened and presided over by a supervisor elected by no less than one half of all supervisors.

A representative elected by the convener shall preside over the general meeting convened by the Shareholders.

Where a general meeting is held and the chairman of the meeting violates the rules of procedure which makes it impossible for the general meeting to continue, a person may be elected at the general meeting to act as chairman and continue the meeting, subject to the approval of more than one half of the attending shareholders having the voting rights.

**Article 44** The Board and the Supervisory Committee shall report their work for the past year at the annual general meeting. Each independent director shall also submit his/her work report.

**Article 45** The directors, supervisors and senior management of the Company shall answer and explain inquiries made by shareholders at the general meeting except that the business secrets of the Company are involved and cannot be disclosed at the general meeting.

**Article 46** The chairman of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting in person as well as the total number of voting shares, which shall be subject to those as indicated in registration record of the meeting.

**Article 47** The signature book of attendees shall be produced by the Company.

**Article 48** At an annual general meeting, the Board shall report to the meeting in relation to the status of implementation of the matters which, according to the resolutions of the previous general meeting, shall be implemented by the Board since the previous annual general meeting.

**Article 49** At an annual general meeting, the Supervisory Committee shall read out its report on specific matters for the previous year, with the following details:

- (1) the review of the Company's financial position;
- (2) the diligence of the directors and senior management members in performing their duties and the implementation of relevant laws, regulations, the Articles of Association and the resolutions of the general meeting;
- (3) other significant events which in the opinion of the Supervisory Committee shall be reported to the general meeting.

Where the Supervisory Committee considers necessary, it may express its opinions on the motions considered at the general meeting and may submit an independent report.

**Article 50** When registered accountants issue audited report with explanatory statements, qualified opinions or disclaimer of opinions or adverse opinions regarding the Company's financial reports, the Board of Directors of the Company shall explain to the general meeting the matters about which the accountants give the aforesaid opinions and the impact of such matters on the financial and operating positions of the Company. If such matters have a direct impact on the current profit, the Board of the Company shall based on the de minimus principle determine the budget of profit distribution or conversion of common reserve into capital.

## **Chapter 5 Voting at the General Meeting**

**Article 51** The general meeting shall resolve on all the proposals listed in the agenda separately, and shall not shelve or refuse a vote for such proposals for any reason; in the event of several proposals for the same issue at the general meeting, such proposals shall be voted on and resolved in the order of time at which they are put forward.

**Article 52** When considering a proposal set out in the notice at a general meeting, no amendments shall be made thereto; any change made thereto shall be considered as a new proposed resolution, of which the voting shall not proceed at such meeting.

**Article 53** The same vote may only be cast once at the location of a general meeting, or by online voting or other means. In the event of multiple casting of the same vote, only the outcome of the first casting of such vote shall be counted.

**Article 54** When the general meeting considers matters relating to connected transactions, the shareholder(s) involved in such connected transactions shall abstain from voting, and the voting shares held by such shareholder(s) shall not be counted into the total number of voting shares at the general meeting. The voting situation of the non-connected shareholders shall be fully disclosed in the announcement of the resolutions of the general meeting.

When the general meeting considers matters relating to connected transactions, the Company shall indicate specially for such matters in the notice of convening the general meeting and shall comply with provisions of relevant national laws, regulations and the listing rules of Shanghai Stock Exchange and the Stock Exchange. Shareholder(s) (including proxy(ies) thereof) related to such related issues may attend the general meeting, and may explain opinions to present shareholders in accordance with the meeting procedures, but shall abstain from voting, shall not vote on the relevant connected transactions. The number of shares represented by such shareholders shall not be counted in the total number of shares with voting rights.

When material issues affecting the interests of minority shareholders are considered at a general meeting, the votes of minority shareholders shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner.

The Company has no voting right for the shares it holds, and such part of shares shall be excluded from the total number of voting shares represented by the shareholders attending the general meeting.

The Board of Directors, independent directors and shareholders who meet the relevant requirements of the Company may collect votes from shareholders. Information including the specific voting preference shall be fully provided to the shareholders for whom voting rights are being solicited. Consideration or de facto consideration for soliciting shareholders' voting rights is prohibited. The Company shall not impose any minimum shareholding limitation for soliciting voting rights.

**Article 55** In addition to the cumulative voting system, the general meeting shall resolve on all proposals separately; in the event of several proposals for the same issue, such proposals shall be voted on and resolved in the order of time at which they are submitted. Unless the general meeting is adjourned or no resolution can be made for special reasons such as force majeure, voting of such proposals shall neither be shelved nor refused at the general meeting.

When considering the proposal on the issuance of preference shares, the general meeting shall vote on the following matters separately:

- (1) type and number of preference shares to be issued;
- (2) issue method, target subscribers and placing arrangements for original shareholders;
- (3) par value, issue price or pricing range and its determination principles;
- (4) profit distribution methods for preference shareholders, including: dividend yield and its determination principles, dividend payment conditions, dividend payment methods, whether dividends are accumulated, and whether participation in the distribution of surplus profits is allowed;

- (5) terms and conditions of the repurchase, including repurchase conditions, period, price and its determination principles, and subject of exercising repurchase option (if any);
- (6) use of proceeds;
- (7) conditional share subscription agreements signed between the Company and the corresponding target subscribers to which shares are issued;
- (8) validity period of the resolution;
- (9) plan on amendments to relevant provisions of the Articles of Association on profit distribution policy for shareholders of preference/ordinary shares;
- (10) authorization to the Board of Directors on handling specific matters concerning the issuance of shares;
- (11) other matters.

**Article 56** When considering a proposal for the election of directors and supervisors at the general meeting, it shall vote on each candidate for directors and supervisors separately. If a proposal on re-election of a director or supervisor is passed, the newly-elected director or supervisor shall assume office immediately after the meeting.

**Article 57** The convener shall ensure that the general meeting is held continuously within reasonable working hours until final resolutions have been reached. In the event that the general meeting is suspended or the shareholders fail to reach any resolution due to force majeure or for other abnormal reasons, the convener shall make explanations to the shareholders and shall be obliged to take necessary measures to resume the meeting as soon as possible or directly terminate the meeting and publish an announcement timely. Meanwhile, the convener shall report the same to the local office of the CSRC and the stock exchange in the place where the Company is located.

**Article 58** The Board and the Supervisory Committee of the Company shall answer and explain inquiries and proposals made by shareholders at the general meeting except that the business secrets of the Company are involved and cannot be disclosed at the general meeting.

**Article 59** Shareholders (including proxies) shall exercise their voting rights by the number of voting shares they represent, with one vote for each share.

**Article 60** When a voting is made on election of directors or supervisors at a general meeting, the cumulative voting system may be adopted. When the largest shareholder and the parties acting in concert with it hold 30% or more of the total shares of the Company, the cumulative voting system shall be implemented for the election of directors or supervisors.

The Company shall implement the cumulative voting system when electing two or more directors or supervisors.



Where directors are elected at the general meeting under the cumulative voting system, the voting of the independent directors and non-independent directors shall be carried out separately.

The “cumulative voting system” represents that when electing directors or supervisors at a general meeting, each share shall carry the same number of voting right as the number of directors or supervisors to be elected, and the voting rights owned by shareholders may be cumulatively used.

**Article 61** At any general meeting, voting shall be conducted by open ballot. The shareholders attending the meeting shall complete in the voting form carefully, and shall no longer give a speech during the voting period of the meeting. When voting at the meeting, the shareholders shall tick “√” in the selected fields of “for”, “against” and “abstain” on the voting form and sign at the “for shareholder signature”. Blank, wrong, illegible or uncast votes shall be deemed as the voters’ waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as “abstain”.

**Article 62** Before the relevant proposal is voted on at the general meeting, two representatives of the shareholders shall be elected to take part in counting the votes and scrutinizing the conduct of the poll. When the items under consideration are related to the shareholder, such shareholder and his proxy shall not take part in counting the votes or scrutinizing the conduct of the poll.

When votes are cast on proposals at the general meeting, lawyers, representatives of the shareholders and the representative of supervisors shall be jointly responsible for scrutinizing and counting votes.

Shareholders of the listed company or their proxies, who have cast their votes by online voting or by other means, shall have the right to check the voting results in the way in which they have cast their votes.

**Article 63** The ending time of a general meeting shall not be earlier than that of online or other access to the meeting. The Chairman of the meeting shall announce the status and results of voting in respect of each proposal at the meeting site, and whether or not such proposal has been passed based on such voting results.

Before the voting results are officially announced, the relevant parties from the listed company, the persons responsible for counting votes and scrutinizing the conduct of the relevant poll, the major shareholders, the person in charge of the relevant internet service provider involved in relation to voting at the general meeting, online or by other means, shall be obliged to keep the status of voting confidential.

**Article 64** Resolutions of the general meeting shall be announced in due course, and such announcement shall specify the number of attending shareholders and their proxies, the total number of voting shares they represent and the proportion of these shares to the total number of the voting shares of the Company, the voting method, the voting results for every proposal and the details of each of the resolutions passed.

**Article 65** Where a proposal has not been passed or the resolutions of the preceding general meeting have been changed at the current general meeting, special mention shall be made in the announcement of the resolutions of the general meeting.

**Article 66** The Chairman of the meeting shall announce the status and results of voting in respect of each proposal at the meeting site, and whether or not such proposal has been passed based on such voting results. The voting results on the resolutions shall be included in the minutes of the meeting.

**Article 67** In the event that the Chairman of the meeting has any doubt as to the result of a resolution put forward to the vote, he may have the votes counted. In the event that the Chairman of the meeting fails to have the votes counted, any shareholder present in person or by proxy objects to the result announced by the Chairman of the meeting may demand that the votes be counted immediately after the declaration of the voting result, the Chairman of the meeting shall have the votes counted immediately.

## **CHAPTER 6 RESOLUTIONS AND RECORDS OF THE GENERAL MEETING**

**Article 68** Resolutions of the general meeting include ordinary resolutions or special resolutions.

Ordinary resolution at a general meeting shall be passed by one half or above of the voting rights held by shareholders (including their proxies) attending the general meeting.

Special resolution at a general meeting shall be passed by two-thirds or above of the voting rights held by shareholders (including their proxies) attending the general meeting.

**Article 69** The following matters shall be resolved by way of ordinary resolutions at a general meeting:

- (1) work reports of the Board and the Supervisory Committee;
- (2) profit distribution plan and loss make-up plan formulated by the Board;
- (3) appointment or dismissal of the members of the Board and Supervisory Committee, remuneration and payment methods thereof;
- (4) annual preliminary and final budgets, balance sheet, income statement and other financial statements of the Company;
- (5) the Company's annual report;
- (6) matters other than those requiring approval by special resolutions in accordance with the laws, administrative regulations or the Articles of Association.

**Article 70** The following matters shall be resolved by way of special resolutions at a general meeting:

- (1) increase or reduction of the registered capital of the Company;
- (2) issue of shares of any class, stock warrants or other similar securities;
- (3) any variation or abrogation of the rights of any class of shareholders proposed by the Company;
- (4) demerger, merger, dissolution and liquidation of the Company;
- (5) amendments to the Articles of Association;
- (6) any purchase or disposal of substantial assets made or guarantee provided by the Company within one year, the amount of which exceeds 30% of the absolute value of total assets as presented in the latest audited consolidated financial statements of the Company;
- (7) Share Option Incentive Scheme;
- (8) issuance of corporate bonds;
- (9) any other matters as required by the laws, administrative regulations or the Articles of Association of the Company and matters which, if resolved by way of an ordinary resolution at a general meeting, will have a material impact on the Company and need be adopted by way of special resolutions.

**Article 71** Save that the Company is under exceptional circumstances such as crisis, unless approved by way of special resolution at a general meeting in advance, the Company shall not enter into any contracts with any person other than the directors, senior management personnel pursuant to which the management of all or a substantial part of the business of the Company will be given to such person.

**Article 72** The secretary of the Board shall be responsible for the minutes of a general meeting. The minutes shall state the following contents: Minutes of a general meeting shall be kept by the secretary of the Board. The minutes shall state the following contents:

- (1) time, venue and agenda of the meeting and names of the convener;
- (2) the name of the meeting chairman and the names of the directors, supervisors, managers and other senior management attending or present at the meeting;
- (3) the numbers of shareholders and proxies attending the meeting, number of voting shares they represent and the percentages of their voting shares to the total share capital of the Company for each shareholder;
- (4) the process of review and discussion, summary of any speech, voting conditions (including abstaining from voting) and voting results of each proposal;

- (5) shareholders' questions, opinions or suggestions and corresponding answers or explanations;
- (6) names of lawyers, vote counters and scrutinizers of the voting;
- (7) other contents to be included in the minutes as considered by the general meeting and as specified in these Articles of Association.

**Article 73** The directors, the secretary of the Board, the convener or representative thereof, and the chairman of the general meeting shall sign on the minutes of the meeting and ensure that the contents of the minutes are true, accurate and complete. The minutes of meeting shall be kept by the secretary of the board as the archives of the company together with the attendance record of the attending shareholders, the power of attorney of the proxies and the valid information of online voting and other means of voting for a term of not less than 15 years.

**Article 74** Where a resolution on the election of directors or supervisors is passed at the general meeting, the newly-elected director or supervisor shall take office in accordance with the requirements of the Articles of Association.

**Article 75** Where a proposal in relation to the payment of cash dividends, the issue of bonus shares or the capitalization of capital reserves has been passed at a general meeting, a listed company shall implement the specific plans within two months after the conclusion of the general meeting.

**Article 76** The number of attendance in the general meeting, number of shares held by the Shareholders attending, power of attorney, voting result of each resolution, meeting minutes and validity of the meeting procedure could be notarized. The number of shareholders present at the general meeting, number of shares held thereby, powers of attorney, voting result on each resolution, minutes and the legality of the meeting's procedure may be notarized.

**Article 77** Each of the resolutions passed in the shareholders' general meetings shall comply with the provisions of the laws and the Rules. Directors attending the meeting shall perform their duties in good faith and ensure the contents of the resolution are true, accurate and complete, and shall not include any statement which is vulnerable to misrepresentation.

A resolution of the general meeting in violation of the laws or administrative regulations is void.

The controlling shareholders and de facto controllers of the Company shall not restrict or interfere with the small and medium investors to exercise their rights to vote in accordance with the law, or impair the Company's and the small and medium investors' legitimate rights and interests.

Where the procedure of convening the general meeting and the voting method are in violation of laws, administrative regulations or Articles of Association, or the resolution is in violation of the Articles of Association, the shareholders may request the people's court to have a resolution revoked within 60 days after it is made.

**Article 78** If a listed company fails to hold a general meeting without any justified reason within the time limit prescribed by the Rules, the stock exchange is entitled to suspend the trading of the Company's stock certificates and derivatives which has been listed for trading and require the Board to make an explanation and announcement.

**Article 79** If the plan of the Board is modified or a resolution is made on the matters other than the plan of the Board at a general meeting or the meeting can't be held normally due to an emergency during the meeting, the Company shall explain the reasons.

**Article 80** If the important contents notified in the form of meeting documents at a general meeting have not been disclosed publicly, they shall be disclosed in the resolutions of the general meeting.

## **CHAPTER 7 SPECIAL PROCEDURES FOR VOTING BY CLASSES OF SHAREHOLDERS**

**Article 81** Shareholders holding different classes of shares shall be shareholders of different classes.

Shareholders of different classes shall enjoy the rights and assume the obligations in accordance with the laws, administrative regulations and the Articles of Association.

Apart from holders of other classes of shares, holders of domestic shares and overseas-listed foreign shares are deemed to be shareholders of different classes.

**Article 82** The Company shall not proceed to change or abrogate the shareholders' rights of a class of shares unless such proposed change or abrogation has been approved by way of a special resolution at a general meeting and by a separate shareholder meeting convened by the shareholders of the class of shares so affected in accordance with Articles 86 to 90.

**Article 83** The following circumstances shall be deemed as change or annulment of the rights of a certain class shareholder:

- (1) to increase or decrease the number of shares of such class, or to increase or decrease 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;
- (2) to change all or part of the shares of such class into shares of another class or to change all or part of the shares of another class into shares of that class or to grant relevant conversion rights;
- (3) to cancel or reduce rights to accrued dividends or cumulative dividends attached to shares of the said class;
- (4) to reduce or cancel rights attached to the shares of the said class to preferentially receive dividends or to receive distributions of assets in a liquidation of the Company;
- (5) to add, cancel or reduce share conversion rights, options, voting rights, transfer rights, pre-emptive placing rights, or rights to acquire securities of the Company attached to the shares of the said class;

- (6) to cancel or reduce rights to receive payments made by the Company in a particular currency attached to the shares of the said class;
- (7) to create a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of the said class;
- (8) to restrict the transfer or ownership of the shares of the said class or to impose additional restrictions;
- (9) to issue rights to subscribe for, or to convert into, shares of the said class or another class;
- (10) to increase the rights and privileges of the shares of another class;
- (11) to restructure the Company in such a way as to cause shareholders of different classes to bear liabilities disproportionately during the restructuring;
- (12) to amend or cancel provisions in the section.

**Article 84** Shareholders of the affected class, whether or not having the rights to vote at general meetings originally, shall have the right to vote at shareholders class meetings in respect of matters referred to in subparagraphs (2) to (8) and (11) to (12) in Article 85 hereof, except that interested shareholders shall not vote at such shareholders class meetings.

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

- (1) in case of a buyback of shares by the Company by way of a general offer to all shareholders in equal proportion or by way of open market transactions on a stock exchange in accordance with the requirements of the Articles of Association, the controlling shareholders as defined in Article 301 of these Articles of Association shall be the “interested shareholders”;
- (2) in case of a buyback of shares by the Company by an over the counter agreement in accordance with the requirements of the Articles of Association, holders of shares in relation to such agreement shall be the “interested shareholders”;
- (3) in case of a proposed restructuring of the Company, shareholders who assume a relatively lower proportion of obligation than the obligations imposed on the other shareholders of that class or who have an interest in the proposed restructuring that is different from the general interests in such proposed restructuring of the other shareholders of that class shall be the “interested shareholders”.

**Article 85** Resolution of a shareholders class meeting shall be passed only by two-thirds or above of the total voting rights being held by the shareholders of that class, who are entitled to do so, present and vote at the shareholders class meeting in accordance with Article 86.

**Article 86** When the Company is to convene a shareholders class meeting, it shall issue a written notice 20 days prior to the convening of the annual general meeting or 15 days prior to the convening of the extraordinary general meeting informing all the shareholders who are registered as holders of that class in the register of shareholders of the matters to be considered at the meeting as well as the date and place of the meeting.

**Article 87** Notice of the shareholders class meeting shall be served only on the shareholders entitled to vote thereat.

The shareholders class meeting shall be held according to the procedure, to the extent possible, as that applicable to a general meeting, unless otherwise specified in these Articles of Association, the provisions of the Articles of Association of the Company relevant to the procedure for the holding of a general meeting shall be applicable to a shareholders class meeting.

**Article 88** The special procedure for voting by class shareholders shall not apply under the following circumstances:

- (1) with the approval by a special resolution at a general meeting, the Company issues domestic shares and overseas listed foreign shares in a period of 12 months, either separately or concurrently, and the respective numbers of domestic shares and overseas listed foreign shares proposed to be issued do not exceed 20% of its respective numbers of each of the issued and outstanding domestic shares and overseas listed foreign shares;
- (2) the Company completes the issue of domestic shares and overseas listed foreign shares within fifteen months from the date of approval pursuant to the plan approved upon its establishment by the securities regulatory authority under the State Council;
- (3) with approval of the securities regulatory authority under the State Council, the holders of domestic shares of the Company transfer their shares to overseas investors and list and trade the said shares on overseas stock exchanges.

## **CHAPTER 8 MISCELLANEOUS**

**Article 89** The matters not covered in the Rules shall be implemented in accordance with the relevant national laws, regulations and the Articles of Association.

**Article 90** The Rules of Procedures shall be formulated and interpreted by the Board which is authorized by the general meeting. Any amendment to the Rules of Procedures shall be approved by the general meeting of the Company.

**Article 91** The Rules have been considered and approved at the general meeting of the Company and shall take effect and be implemented after the initial public issuance of A shares of the Company has been completed in the People's Republic of China and they have been listed for trading in the stock exchange.