

**RULES OF PROCEDURES  
FOR THE GENERAL MEETINGS OF  
ZHUZHOU CRRC TIMES ELECTRIC CO., LTD.**

With effect from 17 June 2022

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# **RULES OF PROCEDURES FOR THE GENERAL MEETINGS OF ZHUZHOU CRRC TIMES ELECTRIC CO., LTD.**

## **CHAPTER 1 GENERAL PROVISIONS**

- Article 1** In order to safeguard the legitimate rights and interests of Zhuzhou CRRC Times Electric Co., Ltd. (the “**Company**”) and its shareholders, to specify the duties, responsibilities and authority of the general meetings, to ensure the proper, efficient and smooth operation of the general meeting and to ensure the general meeting exercises its functions and powers according to law, the Rules of Procedures for General Meetings of the Company (these “**Rules**”) are formulated according to the Company Law of the People’s Republic of China (the “**Company Law**”), the Securities Law of the People’s Republic of China, the Rules of Procedures for General Meetings of Listed Companies, the Code on Corporate Governance of Listed Companies, the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Stocks on the Science and Technology Innovation Board of the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**SEHK Listing Rules**”) and other laws, administrative regulations, regulatory documents and the Articles of Association of Zhuzhou CRRC Times Electric Co., Ltd. (the “**Articles of Association**”).
- Article 2** The Rules shall be applicable to the general meeting of the Company, and shall be binding upon the Company, all shareholders, authorised shareholder proxies, directors, supervisors, general manager(s), deputy general manager(s), president(s), assistant(s) to general manager(s), secretary to the board and other relevant parties who are present at the general meeting.
- Article 3** The general meeting shall consist of all shareholders and shall exercise the functions and powers as conferred upon by laws and the Articles of Association. No entity or individual may illegally interfere with the shareholders in respect of their own rights.
- Article 4** The general meeting shall exercise its functions and powers within the scope provided by the Company Law and the Articles of Association.
- Article 5** The board shall earnestly perform its duties and conscientiously organise general meetings on a timely basis. All directors of the Company shall perform their duties diligently and ensure that the general meeting be convened normally and exercise the functions and powers according to laws.

## CHAPTER 2 FUNCTIONS AND POWERS OF SHAREHOLDERS' GENERAL MEETING

**Article 6** The general meeting is the organ of authority of the Company and shall exercise the its functions and powers according to law.

**Article 7** The general meeting shall exercise the following functions and powers:

- (1) to decide on the Company's business policies and investment plans;
- (2) to elect and replace non-employee representative directors and decide on matters relating to their remuneration;
- (3) to elect and replace non-employee representative supervisors and decide on matters relating to their remuneration;
- (4) to consider and approve the reports of the board;
- (5) to consider and approve the reports of the supervisory committee;
- (6) to consider and approve the Company's proposed annual financial budgets and final budgetary report;
- (7) to consider and approve the Company's profit distribution plans and plans for making up losses;
- (8) to resolve on the increase or reduction of the Company's registered capital;
- (9) to resolve on matters such as merger, split, dissolution and liquidation of the Company and change of company type;
- (10) to resolve the issue of debentures, other marketable securities by the Company and the listing proposal;
- (11) to resolve the appointment, removal and non-reappointment of the accounting firm of the Company;
- (12) to amend the Articles of Association, and to consider and approve the Rules of Procedures for General Meetings, the Rules of Procedures for the Board of Directors and the Rules of Procedures for the Supervisory Committee;

- (13) to consider the motions raised by shareholders holding individually or jointly 3% or more of the total number of voting shares of the Company;
- (14) to consider and approve the guarantee-related matters required to be considered and approved at the general meeting as stipulated in the Articles of Association;
- (15) to consider and approve matters relating to the acquisition and disposal of major assets and asset pledge that exceed 30% of the Company's latest audited total assets of the Company within one year;
- (16) to consider and approve matters relating to the Company's venture capitals (including but not limited to debentures, futures, stocks and entrusted wealth management), entrusted loan, external investment and other transactions that exceed 30% of the Company's latest audited net assets within one year;
- (17) to consider and approve matters relating to leasing, renting, entrusted operation, agency operation or joint operation that exceed 30% of the Company's latest audited total assets within one year;
- (18) to consider and approve related party transactions that exceed 1% of the Company's latest audited total assets or market value, and exceed RMB30,000,000 in amount (save for provision of guarantee and acceptance of donated cash assets) and other related party transactions subject to resolution at the general meetings and/or by independent shareholders (if applicable) according to the securities regulatory rules of the place(s) where the shares of the Company are listed;
- (19) to consider and approve matters relating to the change of use of the raised proceeds;
- (20) to consider and approve the equity incentive plan and employee stock ownership plan;
- (21) to consider and approve other matters as required by laws, administrative regulations, departmental rules, securities regulatory rules of the place(s) where the Company's shares are listed, or the Articles of Association to be resolved at the general meeting and/or by independent shareholders (if applicable).

General meetings may authorise or appoint the board to deal with such matters as authorised or appointed to be dealt with. Matters that shall be decided by the general meeting as stipulated by the laws, regulations and the Articles of Association, must be considered and approved at such a meeting to safeguard the shareholders' right of decision-making for such matters.

### CHAPTER 3 MEETING SYSTEM OF SHAREHOLDERS' GENERAL MEETING

**Article 8** General meetings shall include annual general meetings and extraordinary general meetings.

**Article 9** The annual general meeting shall be held once every financial year within six months after the conclusion of the previous accounting year.

**Article 10** Under any of the following circumstances, the board shall convene an extraordinary general meeting within two months:

- (1) when the number of directors is less than the number of directors required by the Company Law or two-thirds of the number of directors specified in the Articles of Association;
- (2) when the losses of the Company that have not been made up amount to one-third of the total amount of its share capital;
- (3) when shareholder(s) individually or in aggregate holding 10% or more of the Company's issued shares carrying voting rights request(s) in writing the convening of an extraordinary general meeting;
- (4) when deemed necessary by the board;
- (5) when proposed by the supervisory committee;
- (6) when more than one-half of all independent non-executive directors of the Company agree with the proposal of holding the meeting;
- (7) other circumstances stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place(s) where the shares of the Company are listed or the Articles of Association.

The number of shares held under item (3) above shall be calculated according to the date of written request by the shareholders.

If the Company is unable to convene a general meeting within the aforesaid time limit, a report shall be submitted to the local branch of the China Securities Regulatory Commission (the "CSRC") and the stock exchange(s) of the place(s) where the Company's shares are listed, and an announcement shall be made to explain the reason.

## CHAPTER 4 CONVENING OF THE SHAREHOLDERS' GENERAL MEETING

**Article 11** General meetings shall be convened by the board according to law, unless otherwise stipulated herein.

**Article 12** Independent non-executive directors have the right to propose to the board to convene an extraordinary general meeting with the approval from more than one-half of the independent non-executive directors. When proposing to convene an extraordinary general meeting, independent non-executive directors shall submit the proposal to the board in writing. The board shall, in accordance with provisions of the laws, regulations and the Articles of Association, issue written feedback on whether to convene the extraordinary general meeting within 10 days upon the receipt of such proposal.

If the board agrees to convene the extraordinary general meeting, it will issue a notice of the general meeting within five days after the resolution is passed by the board. If the board does not agree to convene an extraordinary general meeting, it shall explain the reasons and make a public announcement thereof.

**Article 13** 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 the laws, regulations and the Articles of Association, furnish a written reply on whether or not to convene the extraordinary general meeting within 10 days after receiving such proposal.

If the board agrees to convene the extraordinary general meeting, it shall issue a notice of the general meeting within five days after the resolution is passed 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 convene the extraordinary general meeting or fails to furnish a written reply within 10 days after receiving such proposal, the board shall be deemed to be unable or fail to perform the duty of convening the general meeting, and the supervisory committee may convene and preside over the meeting on its own.

#### **Article 14**

The shareholders shall comply with the following procedures when they propose to convene an extraordinary general meeting or a class meeting:

Any shareholder(s) individually or in aggregate holding more than 10% of the Company's shares carrying the right to vote at the meeting proposed to be held may sign one or more written request(s) of identical form and substance requesting the board to convene an extraordinary general meeting or a class meeting and stating the subject of the meeting. The board shall, in accordance with the laws, regulations and the Articles of Association, furnish a written reply on whether or not to convene the extraordinary general meeting or class meeting within 10 days after receiving such request. The aforesaid number of shares shall be calculated at the market close on the date which the shareholder(s) propose such written request (if it falls on a non-trading date, the trading date immediately prior to the date which the shareholder(s) propose such written request).

If the board agrees to convene an extraordinary general meeting or a class meeting, it shall serve the notice of such meeting within five days after the resolution is passed by the board. Consent of the relevant shareholder(s) shall be obtained in the event of any changes made to the original proposal in the notice.

If the board does not agree to convene an extraordinary general meeting or a class meeting or fails to furnish a written reply within 10 days after receiving such proposal, any shareholder(s) individually or in aggregate holding more than 10% of the Company's shares carrying the right to vote at the meeting proposed to be held is/are entitled to propose to the supervisory committee for convening an extraordinary general meeting or a class meeting and such proposal shall be made in writing.

If the supervisory committee agrees to convene an extraordinary general meeting or a class meeting, it shall serve the notice of such meeting within five days after receiving such proposal. Consent of such shareholder(s) shall be obtained in the event of any changes made to the original proposal in the notice.

If the supervisory committee fails to serve any notice of an extraordinary general meeting or a class meeting within the prescribed period after receiving such proposal, the supervisory committee is deemed not to convene and preside over such meeting, in which case the shareholder(s) individually or in aggregate holding more than 10% of the Company's shares carrying the right to vote at the meeting proposed to be held for more than 90 consecutive days may convene and preside over such a meeting on his or their own accordingly.



After the notice is issued, the board cannot propose new proposals and cannot change or postpone further the date of the general meeting without obtaining the consent of the proposing shareholders.

**Article 15**

Where the supervisory committee or the shareholder(s) decide to convene a general meeting on its or their own, it or they shall notify the board in writing and at the same time file with the stock exchanges on which the Company's shares are listed.

Before the announcement of the resolutions of the general meeting is made, the shareholding of the convening shareholder(s) shall not be less than 10%.

Upon service of the notice of the general meeting and the announcement of the resolutions of the general meeting, the supervisory committee or the convening shareholder(s) shall submit the relevant supporting materials to the stock exchange(s) where the Company's shares are listed.

**Article 16**

Where the supervisory committee or the shareholder(s) convene a general meeting on its or their own, the board of directors and the secretary to the board shall provide assistance. The board will provide the register of members as of the date of the share registration. In the event that the board fails to provide the register of members, the convener may apply to the securities registration and clearing institution or the agency with the relevant notice or announcement on the convening of the general meeting for obtaining the register of members. The register of members obtained by the convener shall not be used for purposes other than convening the general meeting.

Any necessary expenses incurred in connection with the convening and holding of the general meeting by the supervisory committee or the shareholders on its or their own shall be borne by the Company.

**CHAPTER 5 PROPOSAL AND NOTICE OF SHAREHOLDERS' GENERAL MEETING**

**Article 17**

The content of the general meeting proposals shall fall within the scope of power of the general meeting. The subject issues for discussion and the specific matters to be resolved shall be clearly stated therein. The proposals shall comply with the relevant requirements of the laws, administrative regulations and the Articles of Association.

**Article 18**

When the Company convenes a general meeting, the board of directors, the supervisory committee and shareholder(s) individually or in aggregate holding more than 3% of the Company's shares have the right to submit proposals in writing. If the proposing supervisory committee or shareholder(s) object to the convener's decision not to include their proposals to the agenda of the general meeting, they can make a request to convene an extraordinary general meeting pursuant to the requirements stipulated in Chapter 4 of the Rules.

Shareholder(s) individually or in aggregate holding more than 3% of the shares of the Company may submit their provisional proposals in writing to the convener 10 days before the convening of the general meeting. The convener shall issue a supplementary notice of the general meeting within two days after receiving the proposals to notify the content of the provisional proposals, and shall submit such provisional proposals to the general meeting for consideration. Where the issue of supplementary notice of the general meeting fails to meet the relevant requirements of the issue of supplementary notice stipulated by the securities regulatory rules of the place(s) where the Company's shares are listed, the Company shall adjourn the general meeting as appropriate. The content of the provisional proposals shall fall within the scope of power of the general meeting, the subject issues for discussion and the specific matters to be resolved shall be clearly stated therein.

Save as the circumstances provided in the preceding paragraphs, after the issue of the notice of the general meeting by the convener, no changes shall be made to the proposals stated in the notice of the general meeting nor shall new proposals be added.

Proposals not stated in the notice of the general meeting or which do not meet the requirements in Article 17 of the Rules and paragraph 2 of this Article, shall not be voted or resolved at the general meeting.

**Article 19**

Should the convener decides not to list the proposal for the general meeting into the meeting agenda, the convener shall provide explanations and clarifications at the general meeting, and the contents of the proposal and explanations of the convener, together with the resolution(s) of the general meeting, shall be submitted to the proposing supervisory committee or shareholder(s) following conclusion of the meeting.

**Article 20**

Subject to compliance with the relevant laws, regulations and the securities regulatory rules of the place(s) where the shares of the Company are listed, the Company shall issue a written notice 21 days prior to the convening of the annual general meeting, and shall issue a written notice 15 days prior to the convening of an extraordinary general meeting, to notify all the shareholders in the share register of the matters to be considered at the meeting and the date and place of the meeting.

In determining the commencement date and the period, the date of the meeting shall be excluded.

**Article 21**

Unless otherwise provided in the laws, regulations, securities regulatory rules of the place(s) where the Company's shares are listed and the Articles of Association, the notice of a general meeting shall be published through the website(s) of the stock exchange(s) on which the Company's shares are listed and the website of the Company, or sent to the shareholders (whether or not entitled to vote at the meeting), by personal delivery or prepaid airmail to their addresses as shown in the register of shareholders. For the holders of domestic shares, such notice of the general meeting may be issued by way of public notice.

The public notice referred to in the preceding provision shall be published one or more newspapers designated by the CSRC and securities regulatory authorities of the place(s) where the Company's shares are listed. After the publication of such notice, the holders of domestic shares shall be deemed to have received the notice of the relevant general meeting.

For holders of overseas listed foreign shares, subject to the securities regulatory rules of the place(s) where the Company's shares are listed, the notice of a general meeting may also be issued or given in accordance with other means endorsed by the relevant regulatory authorities of the place(s) where the Company's shares are listed or other means as permitted by Chapter 19 of the Articles of Association. Unless in compliance with the SEHK Listing Rules and the Articles of Association, after the publication of such notice, all holders of overseas-listed foreign shares shall be deemed to have received the notice of the relevant general meeting.

Where the Company fails to give the notice of the meeting in due time, resulting that the Company fails to convene the annual general meeting within six months after the end of the previous financial year of the Company for any cause, the Company shall, at first instance, report the same to the stock exchange(s) on which the Company's shares are listed and give its reason and make an announcement.

**Article 22**

A notice of a general meeting shall comply with the following requirements:

- (1) it shall be in writing;
- (2) it shall specify the place, the date and the time of the meeting;

- (3) it shall state the matters to be discussed at the meeting and shall make full disclosure of the contents of each proposal. If it is required to alter matters involved in the resolutions of the previous general meeting, the contents of the proposal shall be complete rather than merely setting out the changed contents. Matters included in “Other Matters” without specific contents shall not be deemed as a proposal, and shall not be voted on at the general meeting;
- (4) provide such information and explanation as are necessary for the shareholders to exercise an informed decision on the proposals before them, including (but not limited to) where a proposal is made to merger, to repurchase shares, to reorganise the share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the cause and effect of such proposal must be properly explained;
- (5) contains a disclosure of the nature and extent, of the material interests, if any, of any director, supervisor, general manager and other member of the senior management in the matter(s) to be discussed and the effect on them in their capacities as shareholders in so far as it is different from the effect on other shareholders of the same class;
- (6) contains the full text of any special resolutions proposed to be adopted at the meeting;
- (7) contains conspicuously a statement that all shareholders are entitled to attend the general meeting and may appoint proxies in writing to attend and vote at the meeting and that proxy need not be a shareholder;
- (8) specifies the time and place for lodging proxy forms for the relevant meeting;
- (9) specifies the record date for shareholders entitled to attend the shareholders’ general meeting, and that interval between record date and the date of the meeting shall comply with the provisions of the relevant stock exchange(s) or regulatory agency(ies) where the Company’s shares are listed;
- (10) the name and telephone number of the permanent contact person for the conference; and
- (11) the time and procedure for voting by internet or other means.

**Article 23**

The notice and/or the supplementary notice of the general meeting shall fully and completely disclose all specific contents of all proposals. If the matters to be discussed require the independent non-executive directors to express their opinions, the opinions and reasons thereof of the independent non-executive directors shall be disclosed at the same time when the notice and/or the supplementary notice of the general meeting is issued or published in the circular or documents to be despatched to shareholders in accordance with the requirements of the stock exchange(s) where the shares of the Company are listed.

In the event that the general meeting adopts online transmission or other means, the time and procedures for voting via internet or by other ways will be specifically stated in the notice of the general meeting.

**Article 24**

Where the general meeting proposes to discuss the election of non-employee representative directors and supervisors, the notice of the general meeting shall fully disclose the detailed information of the candidates for non-employee representative directors and supervisors, including at least the following:

- (1) education background, work experience, part-time occupation and other personal particulars;
- (2) whether there is any related party relationship with the Company or its controlling shareholders and the de facto controllers;
- (3) disclosure of the number of shares held in the Company;
- (4) whether he/she has been punished by the CSRC and other relevant departments and disciplined by the stock exchange;
- (5) other requirements of the securities regulatory rules of the place(s) where the shares of the Company are listed.

Except for the cumulative voting system for the elections of directors and supervisors, each candidate for directors and supervisors shall be proposed as an individual proposal.

**Article 25**

After the notice of general meeting is issued, the general meeting shall not be postponed or cancelled and the proposals set out in the notice shall not be cancelled without proper reasons. In the event that the general meeting is to be postponed or cancelled, the convener shall make an announcement at least two (2) working days prior to the original date of general meeting and explain the reasons.

**Article 26** The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed thereat.

## **CHAPTER 6 CONVENING OF SHAREHOLDERS' GENERAL MEETING**

**Article 27** The venue for convening a general meeting shall be the domicile of the Company or the place determined by the convener in the notice of the meeting. General meetings shall be held on-site at the designated place or through teleconference, video and internet or other means as permitted by laws and regulations (including listing rules of the stock exchange(s) where the shares of the Company are listed). The Company shall facilitate shareholders' participation in the general meeting by adopting safe, economical and convenient means such as internet in accordance with relevant laws, administrative regulations, requirements of the CSRC and the Articles of Association. Shareholders attending the general meeting through the above-mentioned methods shall be deemed to be present at such meeting.

The time and place for convening the on-site general meeting shall be selected for the ease of participation by the shareholders. After the notice of the general meeting is issued, the venue of the on-site meeting of the general meeting shall not be changed without justifiable reasons. If there is a real need for change, the convener shall make an announcement at least 2 business days before the on-site meeting and explain the reasons.

**Article 28** The board of directors and other conveners shall take necessary measures to ensure proper order at the general meetings. Measures shall be taken to restrain any act which would interfere with or causes nuisance at a general meeting or would infringe the legitimate rights and interests of shareholders, with a report on such act submitted in time to relevant authorities for investigation and treatment.

**Article 29** All shareholders registered on the record date or their proxies shall be entitled to attend and speak at the general meeting and exercise their voting rights in accordance with the relevant laws, regulations and the Articles of Association, unless an individual shareholder is required by law, regulation, the listing rules of the stock exchange(s) on which the Company's shares are listed or the Articles of Association to abstain from voting on individual matters.

Any shareholder entitled to attend and vote at a general meeting shall be entitled to appoint one or more persons (whether a shareholder or not) as his proxy to attend and vote on his/her behalf. Such proxy may exercise the following rights in accordance with the shareholder's authorisation:

- (1) have the same right as the shareholder to speak at the meeting;
- (2) have authority to demand or join in demanding a poll; and
- (3) have the right to vote by hand or on a poll, but when there are more than one proxy, that proxy may only exercise his/her voting rights on a poll.

**Article 30** Shareholders may attend the general meeting in person or appoint proxies to attend and vote on their behalf within the scope of authorisation.

**Article 31** A natural person shareholder attending the meeting in person shall produce his/her identity card or other valid certificate or proof of his/her identification and stock account card. In the case of attendance by a proxy, the proxy shall produce his/her valid identity document and power of attorney issued by the shareholder.

Legal person shareholders shall be represented by its legal representative or proxy authorised by its legal representative to attend the meeting. In case of attendance by legal representatives, they shall show their identity card and valid proof of their qualification as legal representative. In case of attendance by proxies, such proxies shall show their identity card and a written legal power of attorney duly issued by the legal representative of the legal person shareholder.

**Article 32** A shareholder shall appoint his/her proxy in writing. Such written proxy shall specify the following:

- (1) the names of the appointer and the proxy;
- (2) the number of shares of the appointer represented by the proxy (if several parties are appointed as proxies, the power of attorney shall indicate the number of shares represented by each proxy);
- (3) whether there are voting rights;
- (4) respective instructions to vote for, against or abstain from voting on each resolution on the agenda of the general meeting;
- (5) whether there are voting rights for provisional proposals that may be included in the agenda of the general meeting, and if so, specific instructions on how the voting rights should be exercised;
- (6) the date of issuance and the effective period of the power of attorney;
- (7) the signature (or seal) of the appointer or his attorney duly authorised in writing, or in the case that the appointer is a legal person shareholder, shall be affixed with its common seal.

The power of attorney should indicate whether the proxy may vote at his/her discretion if no specific instructions have been given by the shareholder.

**Article 33** Any instrument provided to a shareholder by the board of the Company for appointing a proxy shall allow the shareholder to freely instruct the proxy to cast vote for or against each resolution dealing with the matters to be resolved at the meeting.

**Article 34** The instrument appointing a proxy shall be deposited, at least 24 hours before the relevant meeting at which the proxy is appointed for voting is held, or 24 hours before the designated voting time, at the Company's residence or at other places designated in the notice for convening the meeting. Where the instrument appointing a proxy is signed by another person authorised by the appointer, the power of attorney or other authorisation documents authorised to be signed shall be notarised. The notarised power of attorney or other authorisation documents and the instrument appointing a proxy shall be kept at the domicile of the Company or at other places designated in the notice of the meeting.

If the appointor is a legal entity, its legal representative or such person as is authorised by resolution of its board of directors or other governing body to act as its representative may attend and vote at any general meeting of the Company as the representative of the appointor, and such legal entity shall be deemed to be present in person if it has appointed a proxy to attend any meeting.

Where a shareholder is a recognised clearing house (or its nominee(s)) as defined in the Securities and Futures Ordinance of Hong Kong, it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any meeting of any class shareholders and/or creditors' meeting provided that if more than one person is authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. Such authorised person shall be entitled to exercise the same statutory rights and power (including the right to speak and vote) as other shareholders on behalf of the recognised clearing house (or its nominee(s)) which he or they represent as if such person is an individual shareholder of the Company.

**Article 35** A vote given in accordance with the terms of an instrument of proxy shall remain valid notwithstanding the death or loss of capacity of the appointor 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 shall have been received by the Company before the commencement of the meeting at which the proxy is used.

**Article 36** The Company shall be responsible for preparing the registration book for attending the general meeting, which shall be signed by the attendees. The registration book shall set out such information as the name of the participants (or the attending entity), identity card numbers, residential address, information certifying identity of the shareholders (such as shareholder account number), number of shares held or represented carrying voting rights, names of the appointers (or the appointing entity), etc.



**Article 37**

The convener and lawyers engaged by the Company shall together verify the validity of qualification of shareholders in accordance with the register of shareholders provided by the securities registration and clearing institution, and shall register the name of shareholders as well as the number of shares carrying voting rights held by them. Attendance registration of the meeting shall end before the chair of the meeting announces the number of shareholders and their proxies present at the meeting and the total number of voting shares held by them.

**Article 38**

When a general meeting is held, all of the Company's directors, supervisors and secretary to the board shall attend the general meeting, and the general manager, deputy general managers and other senior management personnel shall be present at the meeting.

**Article 39**

For a general meeting convened by the board of directors, the chairman of the board shall preside over, and act as chairman. Where the chairman is unable to or fails to do so, the vice chairman shall preside over such a meeting; and where the vice chairman is unable to or fails to do so, it shall be presided over by a director jointly elected by more than half of the directors.

For a general meeting convened by the supervisory committee on its own in accordance with stipulated procedures, it shall be presided over by the chairman of the supervisory committee. If the chairman of the supervisory committee is unable or fails to perform duties, the meeting shall be presided over by a supervisor jointly elected by more than half of the supervisors.

For a general meeting convened by the shareholder(s) in accordance with stipulated procedures, a representative nominated by the convener shall preside over the meeting.

When a general meeting is held and the chairman of the meeting violates the rules of procedures such that the general meeting cannot proceed, a person may be elected to preside over the meeting by over one half of the attending shareholders with voting rights so as to carry on the general meeting. If the shareholders fail to elect a chairman for whatever reason, the shareholder present at the meeting (including any proxy of such a shareholder) holding the most voting shares shall preside over the meeting.

**Article 40**

At the annual general meeting, the board and the supervisory committee shall report their work in the previous year to the general meeting. Each independent non-executive director shall also issue a work report.

**Article 41** Directors, supervisors and senior management shall give explanations and statements on shareholders' enquiries and recommendations at the general meeting, except for matters in relation to commercial secrets of the Company which cannot be made public at the general meeting.

**Article 42** The chairman of the meeting shall, prior to voting, announce the number of shareholders and proxies present at the on-site meeting and the total 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 shares carrying voting rights as indicated in the meeting's registration record.

**Article 43** The chairman of the general meeting shall read out the resolution or entrust others to do so after announcing the procedures of the meeting and where necessary, explain the resolutions as required below:

- (1) if the proposer is the board, the chairman of the board or other persons entrusted by the chairman shall give explanations to the resolutions;
- (2) if the proposer is any other than the board, the proposer or its legal representative or a legal and effective proxy shall give explanations to the resolutions.

**Article 44** Unless approved by the chairman of the meeting, each shareholder shall not make more than two speeches and the first shall not exceed five minutes while the second shall not exceed three minutes. When requesting to make a speech, the shareholder shall not interrupt the report of the reporter or the speech of other shareholders.

## **CHAPTER 7 VOTING AND RESOLUTIONS OF SHAREHOLDERS' GENERAL MEETING**

**Article 45** Resolutions of general meeting shall be classified into ordinary resolutions and special resolutions.

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

To adopt a special resolution, votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favour of the resolution in order for it to be passed.

**Article 46**

The following matters shall be resolved by an ordinary resolution at a general meeting:

- (1) work reports of the board and the supervisory committee;
- (2) plans formulated by the board for the distribution of profits and for making up losses;
- (3) appointment and removal of the non-employee representative directors and supervisors, their remunerations and methods of payment;
- (4) annual budget reports and final budgetary reports, balance sheets and profit statements and other financial statements of the Company;
- (5) the Company's operating policies and investment plans;
- (6) the annual report of the Company;
- (7) engagement, dismissal or non-reappointment and remuneration of auditors;
- (8) matters concerning change of use of the raised proceeds;
- (9) matters other than those required by the laws and administrative regulations and the securities regulatory rules of the place(s) where the shares of the Company are listed or by the Articles of Association to be adopted by special resolution.

**Article 47**

The following matters shall be resolved by a special resolution at a general meeting:

- (1) the increase or reduction of share capital and the issue of any classes of shares, warrants and other similar securities;
- (2) the issue of the debentures of the Company;
- (3) the split, spin-off, merger, dissolution and liquidation (including voluntary winding-up) of the Company and change of company type;
- (4) amendments to the Articles of Association;
- (5) the acquisition or disposal of major assets or guarantees within 12 consecutive months reaches or exceeds 30% of the Company's latest audited total assets;
- (6) guarantee provided after the amount of guarantee provided by the Company within one year reaches or exceeds 30% of the latest audited total assets of the Company;

- (7) equity incentive plan;
- (8) any other matters as required by the laws, regulations, the securities regulatory rules of the place(s) where the shares of the Company are listed or the Articles of Association, and any other matters considered by the general meeting, by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by a special resolution.

#### **Article 48**

A shareholder (including proxy) may exercise voting rights in accordance with the number of shares carrying the right to vote and each share shall have one vote.

If any shareholder is, under the applicable laws and regulations and the securities regulatory rules of the place(s) where the shares of the Company are listed, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

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

The shares held by the Company have no voting rights, and that part of the shareholding shall not be counted as the total number of shares with voting rights held by shareholders attending the meeting.

If a shareholder purchases voting shares of the Company in violation of the provisions of Article 63(1) and (2) of the Securities Law, the voting rights of such shares in excess of the prescribed proportion shall not be exercised for a period of thirty-six months after the purchase and shall not be counted as part of the total number of voting shares present at the general meeting.

The board of the Company, independent non-executive directors, shareholders holding more than 1% of the shares carrying voting rights or investor protection agencies established in accordance with laws, administrative regulations or requirements of the CSRC may publicly solicit shareholders' voting rights. The specific voting intentions and other information shall be fully disclosed to the persons whose voting rights are being solicited when soliciting shareholders' voting rights. It is forbidden to solicit shareholders' voting rights with compensation or compensation in disguised form. The Company shall not impose a minimum shareholding proportion limit on the solicitation of voting rights except for statutory conditions.

**Article 49**

Where a shareholder has related party relationship to the matter to be resolved at the general meeting, the related shareholder shall abstain from voting thereat and the number of shares carrying voting rights represented by such shareholder shall not be counted into the total number of valid votes. The resolution of the general meeting shall disclose in full the voting results of non-related shareholders (i.e., independent shareholders).

**Article 50**

Prior to the completion of consideration and voting on the related party transactions, the related shareholders shall apply to the chairman of the meeting for abstention and the chairman shall announce the same to the meeting. Non-related shareholders (including proxies) and supervisors present at the meeting shall have the right to request the chairman of the meeting for the related shareholders to abstain from the voting and explain the reasons. If the related shareholders who are requested to abstain have no objection to the abstention request, they shall not participate in the voting. If the shareholder who is required to abstain considers that he/she is not a related shareholder and does not need to perform abstention procedures, he/she shall explain the reasons to the general meeting, and the members of the board and the supervisory committee present at the meeting shall make a determination according to the provisions of the Articles of Association and other relevant systems. If the shareholder who is required to abstain is determined to be a related shareholder, he/she shall not participate in the voting. In case of the above circumstances, the minutes of the general meeting shall record the same in detail.

A resolution of related party transactions must be approved by more than half of the non-related shareholders holding voting rights present at the general meeting; However, if the related party transaction involves matters required to be approved by a special resolution as stipulated in the Articles of Association, the resolution must be passed by more than two thirds of the non-related shareholders holding voting rights present at the general meeting.

**Article 51**

The list of candidates for directors and supervisors shall be submitted as proposal for voting at the general meeting.

When voting in respect of the election of directors and supervisors at the general meeting, according to the provisions of the Articles of Association or the resolutions of the general meeting, if the proportion of shares owned by a single shareholder of the Company and its parties acting in concert reaches 30% or above, the Company shall implement a cumulative voting system in electing directors and supervisors.

The cumulative voting system in the preceding paragraph means that when electing directors or supervisors at the general meeting, the number of votes held by each share is equal to the number of directors or supervisors the shareholder is entitled to elect, and the shareholders may either concentrate their votes at the election, or divide their votes among several candidates. The board of directors shall announce to shareholders the biography and the basic information of the candidates for directors and supervisors.

For the election of directors and supervisors, the cumulative voting system shall be adopted, the procedures of which are as follows:

1. The election of executive directors, non-executive directors, independent non-executive directors and supervisors shall be voted separately.
  - (1) in the election of executive directors, the number of votes which each attending shareholder is entitled to cast is equal to the number of shares held by them, multiplied by the number of executive director to be elected in that general meeting. That portion of voting rights may only be cast on candidates for executive directors of the Company.
  - (2) in the election of non-executive directors, the number of votes which each attending shareholder is entitled to cast is equal to the number of shares held by them, multiplied by the number of non-executive director to be elected in that general meeting. That portion of voting rights may only be cast on candidates for non-executive directors of the Company.
  - (3) in the election of independent non-executive directors, the number of votes which each attending shareholder is entitled to cast is equal to the number of shares held by them, multiplied by the number of independent non-executive director to be elected in that general meeting. That portion of voting rights may only be cast on candidates for independent non-executive directors of the Company.
  - (4) in the election of supervisors, the number of votes which each attending shareholder is entitled to cast is equal to the number of shares held by them, multiplied by the number of supervisors to be elected in that general meeting. That portion of voting rights may only be cast on candidates for supervisors of the Company.
2. The number of votes held by each share is equal to the number of directors or supervisors the shareholder is entitled to elect, and the shareholders may divide their votes equally among each candidates for directors or supervisors, or may concentrate their votes on one or some of the candidate(s), provided that the total number of votes exercised by a shareholder shall not exceed the total number of votes he is entitled to for such category of candidates.
3. The candidates for directors and supervisors shall in the end be determined according to the number of votes and the requirements for directors and supervisors in the Articles of Association.

4. Before voting for the candidates for directors and supervisors at the general meeting, the chairman of the meeting shall expressly inform the shareholders attending the meeting of the adoption of cumulative voting system for the candidates for directors and supervisors. The board of directors shall prepare ballot tickets that are suitable for cumulative voting system. The secretary to the board shall state and explain the method of cumulative voting system and the approach to filling in the ballot tickets.

**Article 52** Except for the cumulative voting system, all proposals shall be voted individually at the general meeting. If there are a number of proposals related to the same matter, votes shall be cast in the order of which the proposals are presented. Except where a general meeting is suspended or no resolution can be adopted due to force majeure or other special reasons, no proposal shall be set aside or rejected for voting at the meeting.

**Article 53** When considering a proposal at the general meeting, no amendment shall be made thereto; otherwise, the relevant change shall be treated as a new proposal which cannot proceed for voting at such general meeting.

**Article 54** The chairman of the meeting is obliged to request the general meeting to vote by way of (registered) poll for approval of the proposal. Unless the chairman of the meeting, at least two shareholders entitled to vote present in person or by proxy, one or more shareholders present in person or by proxy representing 10% or more of the shares carrying the right to vote at the meeting, demand to vote by way of poll before or after a vote by show of hands, the general meeting shall be voted by show of hands.

The demand for a poll may be withdrawn by the person who makes such demand.

**Article 55** Shareholders present at the general meeting shall take one of the following stances on the proposal put forward for voting: for, against or abstain; unless the China Securities Depository and Clearing Co., Ltd., as the nominee holder of shares transacted through the mutual connection mechanism between stock markets in Mainland China and Hong Kong, makes declarations according to the intention of the actual holders.

The shareholders shall carefully fill in their ballots as required. Blank, erroneous or illegible ballot papers and uncast ballot papers are deemed as abstained from voting by the voters, and the voting result representing the shares held by such voters shall be counted as “abstention”.

- Article 56** A poll demanded on the election of the chairman of the meeting, or on a question of adjournment of the meeting, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and the meeting may proceed to discuss other matters, while the result of the poll shall still be deemed to be a resolution of that meeting.
- Article 57** The voting right of the same shares shall be exercised only by one of the ways of on-site voting, online voting or other means of voting. In case of repeated voting for the same shares, the result of the first vote shall prevail.
- Article 58** On a poll taken at a meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his votes in the same way.
- Article 59** Where the numbers of votes cast for and against a resolution are equal, the chairman shall have a casting vote.
- Article 60** Before a proposal is voted on at a general meeting, two shareholder representatives shall be elected for counting the votes and scrutinising the poll. Any shareholder who is related to the matter under consideration and his/her proxies shall not participate in vote counting or scrutinising.
- When the shareholders are voting on the proposals, the votes shall be counted and scrutinised jointly by lawyers, shareholder representatives and supervisor representatives, and the voting results shall be announced on the spot. Voting results on the resolutions shall be recorded in the minutes of the meeting.
- Shareholders of the Company or their proxies who cast their vote online or by other means shall have the right to check and inspect their voting results through the relevant voting system.
- Article 61** The votes cast by shareholders of the Company and their proxies through online voting shall be added to the on-site votes and votes cast through other valid means, and shall be included in the total votes cast at the general meeting.
- After closure of voting, the outcome of poll shall be only published following the calculation of on-site voting, online voting and other valid voting means for each proposed resolution.
- The end time of on-site general meeting shall not be earlier than that via network or by other means. The convener shall announce the voting status and voting results of each proposal, and announce if each proposal is passed according to the voting results.



Before the results are officially announced, all related parties such as vote counters, vote scrutinisers and substantial shareholders involved in the on-site general meeting, online or other means of voting are obliged to keep the results confidential.

**Article 62**

The chairman of the general meeting shall be responsible for determining whether the resolution of the shareholders' meeting is passed or not according to the counting results by the counters. The decision shall be final and shall be announced at the meeting and recorded in the minutes of the meeting.

**Article 63**

If the chairman of the meeting has any doubt as to the result of a resolution put to vote at the meeting, he/she may have the votes counted. If the chairman of the meeting fails to have the votes counted, any shareholder present in person or by proxy at the meeting who objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the result, and the chairman of the meeting shall have the votes counted forthwith.

**Article 64**

If the votes are counted at the general meeting, the counting results shall be recorded into the minutes of the meeting. The minutes of the meeting together with the attendance register of the attending shareholders and the proxy forms shall be kept at the domicile of the Company.

The minutes of the meeting shall be recorded by the secretary of the meeting and signed by the chairman and the directors attending the meeting.

**Article 65**

Where the Company convenes the general meeting, it shall engage lawyers to issue legal opinions and make announcements on the following issues:

- (1) whether the convening and holding procedures of the meeting conform to the provisions of laws, administrative regulations and the Articles of Association;
- (2) whether the qualifications of the parties attending the meeting and the convener are legal and valid;
- (3) whether the voting procedures and results of the meeting are legal and valid;
- (4) legal opinions issued on other relevant issues at the request of the Company.

**Article 66**

Results of resolutions shall be announced timely, and the announcement shall contain the number of shareholders and proxies present, the total number of voting shares held by them and the percentage of such shares to the total voting shares of the Company, the means of voting, the voting result for each proposal and the details of each of the resolutions.

**Article 67**

If a proposal is not passed, or if a resolution of the previous general meeting is altered by the present general meeting, a special note shall be made in the resolutions of the general meeting.

**Article 68**

The general meeting shall be furnished with meeting minutes, which shall be kept by the secretary to the board. The minutes of the meeting shall record the following:

- (1) the time, place, agenda and name of the convener of the meeting;
- (2) the name of the chairman of the meeting and the directors, supervisors, general manager and other senior management personnel attending the meeting;
- (3) the number of shareholders and proxies attending the meeting, the total number of shares carrying voting rights held and the proportion of the total number of shares in the Company;
- (4) the consideration process, gist of the speech and voting results of each proposal;
- (5) shareholders' enquiries or suggestions and the corresponding replies or explanations;
- (6) names of lawyers, vote counters and scrutineers;
- (7) other contents stipulated in the Articles of Association that shall be included in the minutes of the meeting.

The minutes of the meeting shall also include: (1) the number of voting shares held by holders of domestic shares (including their proxies) and holders of overseas listed foreign shares (including their proxies) attending the shareholders' general meeting, and the respective proportion of the total number of shares of the Company; (2) when recording the voting results, the voting results of holders of domestic shares and holders of overseas listed foreign shares on each resolution shall also be recorded.

**Article 69** The convener shall ensure the truthfulness, accuracy and completeness of the minutes of the meeting. The directors, supervisors, secretary to the board, convener or their representatives, and the chairman of the meeting shall sign the minutes of the meeting. The meeting minutes, the signed attendance record of the shareholders attending in person and the powers of attorney for attendance by proxy, the valid information relating to the voting via network or by other means shall be kept as company files for at least 10 years.

**Article 70** The convener shall ensure the continuity of the general meeting until the final resolution is achieved. If the general meeting is terminated or fails to reach any resolution due to force majeure or for other special reasons, necessary measures shall be taken to resume the meeting as soon as possible or shall directly terminate the meeting. Meanwhile, the convener shall report to the local branch of the CSRC of the place(s) where the Company is located and the stock exchanges of the place(s) where the shares of the Company are listed.

## **CHAPTER 8 SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS**

**Article 71** Shareholders holding different classes of shares are referred to as class shareholders. Holders of domestic shares (i.e., A shares) and holders of overseas listed foreign shares (being overseas listed foreign shares issued by the Company and listed on The Stock Exchange of Hong Kong Limited, i.e., H shares) are deemed to be shareholders of different classes to the exclusion of other class shareholders. Rights conferred on any holders of class shares may not be varied or abrogated unless approved by a special resolution at the general meeting and the class meeting shall be convened in accordance with the Articles of Association. Only class shareholders are entitled to attend class meetings. Class meetings comprise holders of domestic shares class meeting and holders of H shares class meeting by virtue of the capacity of attending shareholders.

Class shareholders shall, in accordance with the laws, administrative regulations and the Articles of Association, enjoy rights and assume obligations.

A shareholder who holds domestic shares and H shares of the Company shall vote separately through A share account and H share account held by him/her.

**Article 72** Subject to the approval of the CSRC and the relevant securities regulatory authority or stock exchange(s) at the place of listing, holders of domestic shares may transfer their shares to overseas investors, and such shares may be listed and traded at overseas. The listing and trading of the transferred shares on an overseas stock exchange shall also comply with the regulatory procedures, rules and requirements of such overseas stock exchange. The listing and trading of the transferred shares on an overseas stock exchange do not require for a class meeting for voting to be convened.

**Article 73**

Rights conferred on class shareholders may not be varied or abrogated unless approved by a special resolution of shareholders in general meeting and by holders of shares of that class at a separate meeting conducted in accordance with provisions of Articles 75 to 79 of the Rules.

If the rights of class shareholders are varied or abrogated due to decisions made by domestic and overseas regulatory agencies in accordance with the law and changes in domestic and overseas laws and regulatory rules of the listing places, approval by a general meeting or class meeting is not required.

**Article 74**

A resolution involving any of the following circumstance is deemed as a variation or abrogation of rights of holders of class shares and the board of directors shall submit the same to a class meeting for consideration:

- (1) to increase or decrease the number of shares of such class, or increase or decrease the number of shares of another class having voting or equity rights or privileges equal or superior to those of the shares of such class (except that subject to the approval of the CSRC and relevant securities regulatory authority or stock exchange(s) at the place of listing, shares held by holders of domestic shares may be transferred to overseas investors, and such transferred shares may be listed and traded at overseas);
- (2) to effect a change of all or part of the shares of such class into shares of another class or to effect a change of all or part of the shares of another class into the shares of such class or the grant of the right to change (except that subject to the approval of the CSRC and relevant securities regulatory authority or stock exchange(s) at the place of listing, shares held by holders of domestic shares may be transferred to overseas investors, and such transferred shares may be listed and traded at overseas);
- (3) to remove or reduce rights to accrued dividends or rights to cumulative dividends attached to shares of such class;
- (4) to reduce or remove preference to dividend or preference to distribution of assets in liquidation attached to shares of such class;
- (5) to add, remove or reduce shares conversion rights, options, voting rights, transfer rights, preference in placings or rights to acquire securities of the Company attached to shares of such class;
- (6) to remove or reduce rights attached to shares of such class to receive payment payable by the Company in particular currencies;

- (7) to create a new class of shares having voting, distribution right or privileges equal or superior to those of the shares of such class;
- (8) to restrict the transfer or ownership of the shares of such class or impose additional restrictions;
- (9) to issue rights to subscribe for, or convert into, shares of such class or another class;
- (10) to increase the rights or privileges of shares of another class;
- (11) to restructure the Company where the proposed restructuring will result in different classes of shareholders assuming disproportionate obligations in such restructuring; and
- (12) to vary or abrogate provisions of this chapter of the Rules.

**Article 75**

The class shareholders who are affected, whether or not otherwise having the right to vote at general meetings, shall nevertheless have the right to vote at class meetings in respect of the matters concerning paragraphs (2) to (8), (11) and (12) of Article 74, excepted that interested shareholder(s) shall not be entitled to vote at class meetings.

The meaning of “interested shareholder(s)” referred to in the preceding paragraph is:

- (1) in the case of a repurchase of shares by offers to all shareholders in the same proportion or public dealing on a stock exchange in accordance with the provisions of Article 28 of the Article of Association, a controlling shareholder within the meaning of Article 282 of the Articles of Association;
- (2) in the case of a repurchase of shares by a contract outside a stock exchange in accordance with the provisions of Article 28 of the Article of Association, a holder of the shares to which such contract relates; and
- (3) in the case of a restructuring of the Company, a shareholder within a class who bears less than a proportionate burden imposed on that class under the proposed restructuring or who has an interest in the proposed restructuring different from the interest of other shareholders of that class.

**Article 76** Resolutions of a class meeting shall be passed by equities representing more than two-thirds of the voting rights of shareholders attending the class meeting and who are entitled to vote at the class meeting in accordance with Article 75 of the Rules.

**Article 77** When the Company convenes a class meeting, written notice of the meeting shall be given by reference to Article 20 of the Rules regarding the notice period requirement for convening an extraordinary general meeting, notifying all of the shareholders of the relevant class in the share register of the matters to be considered, the date and the place of the class meeting.

The quorum for any separate class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of the Company's shares shall be the holders of at least one-third of the issued shares of the class concerned.

**Article 78** Notices of class meetings only need to be served on shareholders entitled to vote thereat.

Except otherwise stipulated in the Rules, the procedures of class meetings shall, to the extent possible, be identical to the procedures of general meetings. Provisions of the Articles of Association concerning the procedures for the holding of general meetings shall be applicable to class meetings.

**Article 79** The special procedures for voting by a class of shareholders shall not apply to the following circumstances:

- (1) where the Company issues, upon the approval by a special resolution of its shareholders in general meeting, either separately or concurrently once every 12 months, domestic shares or overseas-listed foreign shares and the domestic shares or overseas-listed shares to be issued does not exceed 20% of each of the outstanding shares of that class of shares;
- (2) where the Company's plan to issue domestic shares and overseas-listed foreign shares at the time of its establishment is completed within 15 months from the date of approval of the CSRC or then relevant competent authorities;
- (3) shares held by domestic shareholders share may be transferred to overseas investors, and such transferred shares may be listed and traded at overseas if approved by the CSRC and the relevant securities regulatory authority or stock exchange(s) at the place of listing.

## **CHAPTER 9 IMPLEMENTATION OF RESOLUTIONS OF SHAREHOLDERS' GENERAL MEETING**

**Article 80** Where proposals in relation to the election of non-employee representative directors and supervisors are passed at the general meetings, unless otherwise specifically stipulated in the resolution reached at the general meeting, the newly elected directors and supervisors shall assume office immediately after the conclusion of the meeting.

**Article 81** Where a proposal regarding cash dividends, bonus shares issue or transfer of surplus reserve into share capital is adopted at the general meeting, the Company shall implement the specific plans within 2 months after the conclusion of the shareholders' meeting.

**Article 82** The contents of a resolution passed at a general meeting in violation of the laws and administrative regulations shall be invalid.

Where the convening procedures and voting methods of the general meeting violate the laws, administrative regulations or the Articles of Association, or the contents of the resolution(s) violate the Articles of Association, shareholders shall have the right to request the people's court to rescind such resolution(s) within 60 days from the date of such resolution(s).

## **CHAPTER 10 POST-MEETING MATTERS AND ANNOUNCEMENT**

**Article 83** After the meeting, the secretary to the board shall be responsible for reporting meeting minutes, resolutions and other relevant materials to the relevant regulatory authorities in accordance with the relevant laws and regulations and the provisions of the CSRC and the stock exchange(s) of the place(s) where the shares of the Company are listed, and for publishing announcement(s) in the designated media.

**Article 84** The announcement of the resolution of the general meeting shall be published on the prescribed information disclosure website and the Company's website.

**Article 85** The secretary to the board shall be responsible for keeping written materials, including the register of the attendees of the meeting, the proxy forms, statistical information relating to the voting, the meeting minutes, and announcement of resolutions passed at the general meeting.

## **CHAPTER 11 SUPPLEMENTARY PROVISIONS**

- Article 86** In case of any matters not covered in the Rules or any conflict occurs between the Rules and the provisions of the laws, administrative regulations, other relevant regulatory documents, securities regulatory rules of the place(s) where the Company's shares are listed promulgated from time to time and the Articles of Association, such provisions shall prevail, and amendments will be made to these Rules in a timely manner.
- Article 87** Unless otherwise specified, terms used herein shall have the same meaning ascribed thereto under the Articles of Association.
- Article 88** The Rules are attached as an appendix to the Articles of Association, and shall come into effect upon approval at the general meeting.
- Article 89** Any amendment to the Rules shall be proposed by the board in form of an amendment proposal, and shall come into effect upon approval of the general meeting.
- Article 90** The Rules shall be interpreted by the board of the Company.

**Zhuzhou CRRC Times Electric Co., Ltd.**

17 June 2022