THE RULES OF PROCEDURES FOR GENERAL MEETINGS OF CSC FINANCIAL CO., LTD.

(Passed at the 2025 fourth extraordinary general meeting of the Company on November 21, 2025)

Chapter 1 General Provisions

Article 1 In order to regulate the organization and conduct of CSC Financial Co., Ltd. (hereinafter referred to as the Company) and to ensure that the general meetings exercise the functions and powers thereof according to laws, these Rules are formulated in accordance with the relevant laws, administrative regulations, departmental rules and statutory documents, including the Company Law of the People's Republic of China (《中華人民共和國公司法》) (hereinafter referred to as the Company Law), the Regulation on the Supervision and Administration of Securities Companies (《證券公司監督管理條例》), Rules for Governance of Securities Companies (《證券公司治理準則》), the Guidelines on Articles of Association of Listed Companies (《上市公司章程指引》), the Rules for General Meeting of Listed Companies (《上市公司股東大會規則》) (the Rules for General Meeting), the Measures for the Administration of Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Rules Governing the Listing of Stock on the Shanghai Stock Exchange (hereinafter together with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited collectively referred to as the Listing Rules of the Place where the Company's Shares are Listed) and the Articles of Association of CSC Financial Co., Ltd. (the Articles of Association).

Article 2 The Company shall convene the general meeting in strict accordance with relevant provisions of laws, administrative regulations, departmental rules, normative documents, the listing rules of the place where the shares of the Company are listed, the Company's Articles of Association and these Rules, and safeguard shareholders' legitimate exercise of rights.

Article 3 The Board of the Company shall prudently and earnestly perform its duties and organize the general meeting in a timely manner. All Directors of the Company shall perform their due diligence obligations to ensure that the general meeting can be convened normally and its powers can be exercised in accordance with the laws.

Article 4 The general meeting shall exercise its powers within the scope of laws, regulations and the Articles of Association.

Article 5 General meetings can be annual general meetings or extraordinary general meetings. Annual general meetings are held once a year within six months after the end of the previous financial year.

The Company shall convene an extraordinary general meeting within two months upon the occurrence of the following events:

(1) when the number of Directors falls below the minimum requirement of the Company Law, or is less than two-thirds of the number specified by the Articles of Association;

(2) when the unrecovered losses of the Company amount to one third of the total amount of its share capital;

(3) when shareholder(s) severally or jointly holding ten per cent or more of the Company's voting shares request(s) so;

(4) when the Board considers it necessary;

(5) when the Audit 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 the shareholder(s) as described in item (3) shall be calculated at the close of trading on the date when such shareholder(s) request in writing or on the preceding trading day (if the written request is made on a non-trading day).

In case the Company is unable to convene a general meeting within the aforesaid time frame, the Company shall report and explain to the local branch of the China Securities Regulatory Commission ("CSRC") of the Company's place of domicile and the domestic stock exchange where the Company's shares are listed, and publish an announcement thereof.

Chapter 2 Convening of General Meetings

Article 6 The general meetings shall be convened by the Board of Directors. The Audit Committee or shareholders may convene the general meeting on their own initiative, subject to the relevant requirements specified in this section.

The Independent Directors shall be entitled to propose to the Board to convene an extraordinary general meeting. To exercise such power, the Independent Director(s) shall obtain the consent of a majority of all Independent Directors. The Board shall, in accordance with laws, administrative regulations and the Articles of Association, inform in writing whether it agrees or disagrees to convene an extraordinary general meeting within ten days upon receipt of the proposal.

If 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. If the Board does not agree to hold the extraordinary general meeting, it shall give the reasons and publish an announcement thereof.

Article 7 The Audit 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 Company's Articles of Association, inform in writing whether it agrees or disagrees to convene the extraordinary general meeting within ten days upon receipt of the proposal.

If 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. In the event of any change to the original proposal set forth in the notice, the consent of the Audit Committee shall be obtained.

If the Board does not agree to hold the extraordinary general meeting or fails to respond within ten days upon 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 Audit Committee may convene and preside over the meeting itself.

Article 8 Shareholder(s) severally or jointly holding ten percent or more of the voting 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, inform in writing whether it agrees or disagrees to convene the extraordinary general meeting within ten days upon receipt of the proposal.

If 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. 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 respond within ten days upon receipt of the proposal, shareholder(s) severally or jointly holding ten percent or more of the voting shares of the Company shall be entitled to propose to the Audit Committee to convene an extraordinary general meeting, and shall put forward such request to the Audit Committee in writing.

If the Audit Committee agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days upon 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 of general meeting within the prescribed period, the Audit Committee shall be deemed as failing to convene and preside over the general meeting and the shareholder(s) severally or jointly holding ten percent or more voting shares of the Company for ninety or more consecutive days may convene and preside over such meeting by itself/themselves.

The shareholding in voting shares of the convening shareholders shall be no less than ten percent before a resolution passed at the general meeting is announced. The convening shareholders shall publish an announcement no later than the issuance of notice of the general meeting and undertake that their shareholding in voting shares shall not be less than 10% of the total share capital of the Company during the period from the date of proposing the convening of the general meeting to the convening date of the general meeting.

The Audit Committee or the convening shareholders shall submit the supporting documents to the local branch of the CSRC of the Company's domicile and the stock exchange upon the issuance of the notice of the general meeting and the announcement of the resolutions of the general meeting.

Article 9 Where the Audit Committee or shareholders convene a meeting by themselves in accordance with the provisions of this section, a written notice shall be sent to the Board and filed with the relevant securities regulatory authorities where the Company is located and the relevant stock exchange. The Board and the secretary of the Board shall cooperate in terms of such meetings. The Board shall provide the register of shareholders on the shareholding record date; where the Board of Directors fails to provide the register of members, the convener(s) may apply to obtain it from the securities registration and clearing institution upon presentation of the announcement relating to the convening of the general meeting. The register of members provided to the convener(s) shall not be used for other purposes, except for the general meeting. The expenses reasonably accrued therefrom shall be borne by the Company.

Chapter 3 Proposals and Notices of General Meetings

Article 10 The contents of the proposals of the general meetings to be raised shall be within the scope of duties of the general meetings. It shall have a clear topic and specific matters to be resolved on, and shall be in compliance with relevant requirements of laws, administrative regulations, departmental rules, normative documents, listing rules of the place where the Company's shares are listed and the Articles of Association.

Article 11 When a general meeting is convened by the Company, the Board, the Audit Committee and shareholders who severally or jointly hold one per cent or more of the shares of the Company, shall be entitled to make proposals to the Company.

Shareholder(s) severally or jointly holding one per cent or more of the shares of the Company may propose an extraordinary proposal and submit it in writing to the convener ten days before convening the general meeting. The convener shall dispatch a supplemental notice of the general meeting to announce the contents of the extraordinary proposal within two days after receiving the proposals, and submit such extraordinary proposal to the general meeting for consideration, except for the circumstances that such extraordinary proposal violates provisions under laws, administrative regulations or the Articles of Association, or does not fall within the scope of duties of the general meetings.

Except for circumstances provided in the above paragraph, the convener, after issuing the notice of the general meeting, shall neither modify the proposals stated in the notice of general meetings nor add new proposals.

The general meeting shall not vote or resolve on any proposals which are not contained in a notice of the general meeting or are not in compliance with these Rules.

Article 12 Where an annual general meeting is convened by the Company, it shall issue a written notice twenty-one days prior to the convening of the meeting; where an extraordinary general meeting is convened by the Company, it shall issue a written notice fifteen days prior to the convening of the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and venue of the meeting. Where laws, regulations, or the securities regulatory authorities and the stock exchange of the place where the shares of the Company are listed provide otherwise, such provisions shall prevail.

When calculating the time limit of the notice, the date of the meeting convened shall be excluded.

Article 13 Where the laws, regulations and requirements of Securities Regulatory Authority in the place where the Company's shares are listed and the stock exchange on the written replies of the shareholders attending the general meeting, such provisions shall prevail.

Article 14 Notice of a general meeting shall satisfy the following requirements:

(1) time, venue and duration of the meeting;

(2) matters and proposals to be considered at the meeting;

(3) a prominent statement that all ordinary shareholders are entitled to attend a general meeting and may appoint a proxy in writing to attend and vote at the meeting, and that such proxy does not need to be a member of the Company;

(4) the record date for shareholders who are entitled to attend the general meeting;

(5) the name and telephone number of the contact person for the meeting;

(6) the time and procedures for voting online or by other means.

The interval between the shareholding record date of general meeting and the date of the meeting shall be in compliance with the requirements of relevant regulatory authorities of the place where securities of the Company are listed. The shareholding record date shall not be changed once confirmed.

Any notice and supplementary notice of general meetings shall sufficiently and completely disclose all the details of all proposals.

Article 15 Unless these rules otherwise requires, the notice of a general meeting shall be sent to shareholders and announced in accordance with the manners provided in the Articles of Association or other manners permitted by laws and regulations.

For holders of Domestic Shares, the notice of the general meeting shall be given by way of announcement.

The notices, materials or written announcement of the general meeting should be delivered to the shareholders of overseas listed foreign shares in any of the following manners:

(1) announced at the websites designated by the Securities Regulatory Authorities or the stock exchanges of the places where securities of the Company are listed in accordance with relevant laws, administrative regulations and listing rules;

(2) to be delivered to every holder of overseas listed foreign shares by person or by mail to the registered addresses of such holder of overseas listed foreign shares (if applicable);
(3) other manners required by the stock exchanges of the places where securities 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 the resolutions passed thereat.

Article 17 Where the election of Directors are proposed to be discussed at a general meeting, the notice of the general meeting shall sufficiently disclose the detailed information about the Director candidate(s) in accordance with laws, regulations, listing rules of the place where Shares of the Company are listed and the requirements of the Company's Articles of Association, including at least the following contents:

(1) personal information including education background, work experience and part-time job;
(2) whether he/she is connected with the Directors, senior management, de facto controller and shareholders holding more than 5% of the shares of the Company;
(3) shares of the Company held by him/her;
(4) whether he/she is subject to the circumstances where he/she is prohibited to be nominated as a director of listed securities companies;
(5) whether he/she has received any penalty from securities regulatory authorities and other relevant governmental authorities and any penalty and warning from the stock exchange.

In addition to adopting the cumulative voting system to elect Directors, election of every Director candidate shall be conducted by separate resolution.

Article 18 After the notice of the general meeting is issued, the general meeting shall not be postponed or cancelled, and the proposals set out in such notice shall not be cancelled without valid reasons. In case of adjournment under special circumstances, the Company shall promptly report to the local branch of the CSRC of the Company's place of domicile with the reasons for adjournment, the convener shall publish a notice at least two working days before the original date of the general meeting and state the relevant reasons to every shareholder.

Chapter 4 Convening of General Meetings

Article 19 The venue of a general meeting of the Company shall be the domicile of the Company or other location specified in the notice of the general meeting that is convenient for shareholders to attend. After issuance of the notice of a general meeting, the venue of the physical general meeting shall not be changed without just causes. If there is a need for change, the convener shall make an announcement and explain the reasons at least two trading days prior to the physical meeting date.

A general meeting shall usually be in the form of physical meeting held on-site. The Company will also facilitate shareholders' participation in the general meeting through online voting platform or any other means as required by the securities regulatory authorities or the stock exchanges. A shareholder who participates in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting.

The confirmation method of the shareholders' identity shall comply with Article 39 of the Articles of Association.

The Company may facilitate shareholders' participation in the general meeting through various means and approaches, including modern information technology such as online voting platform, provided that the general meeting remains lawful and valid.

Voting online or by any other means shall commence not earlier than 3:00 p.m. on the day before the physical general meeting is held and not later than 9:30 a.m. on the day when the physical general meeting is held, and shall be concluded not earlier than 3:00 p.m. on the day when the physical general meeting ends.

Article 20 The Board of the Company and other conveners shall take necessary measures to ensure the good order of the general meeting, take measures to deter any act disturbing the meeting, picking quarrels and provoking troubles and infringing the legitimate rights and interests of any shareholder, and shall report in a timely manner such act to the relevant authority for investigation and punishment.

Article 21 All shareholders whose names appear on the register of shareholders on the shareholding record date or his/her proxy(ies) are entitled to attend the general meeting and exercise their voting rights in accordance with the relevant laws, administrative regulations, departmental rules, normative documents, listing rules of the place where the shares of the Company are listed and the Articles of Association.

Any shareholder entitled to attend and vote at a general meeting shall have the right to appoint one or several persons (who may not be shareholders) to act as his/her proxy to attend and vote at the meeting on his/her behalf. The proxy(ies) so appointed by the shareholder may, pursuant to the instructions of the shareholder, exercise the following rights:

(1) the shareholders' right to speak at the meeting;

(2) the right to demand a poll by himself/herself or jointly with others;

(3) unless otherwise provided by the Articles of Association, the right to exercise voting rights by a show of hands or by a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights by a poll.

Article 22 Shareholders may attend a general meeting in person or appoint a proxy to attend and vote on their behalf.

Individual shareholders attending a general meeting in person shall produce their identity cards or other valid proof or evidence of their identities; in the case of attendance by proxies, the proxies shall produce valid proof of their identities and the proxy forms from shareholders.

Where a shareholder is a legal entity, its legal representative or a proxy entrusted by such legal representative 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 and, in the case of attendance by proxies of such legal representatives, such proxies shall produce their identity cards and the letters of authorization duly issued by such legal representatives of the corporate shareholder.

Article 23 The proxy form to appoint a proxy to attend any general meeting by a shareholder shall contain the following:

(1) the name of the principal and the class and number of shares of the Company held by such principal;

(2) the name of the proxy;

(3) the specific instructions from the shareholder, including the instruction of voting “for”, “against” or “abstain” for each resolution proposed at any general meeting;

(4) the date of signing the proxy form and the effective period for such appointment;

(5) the signature (or seal) of the principal. If the principal is a corporate shareholder, the seal of the corporate shall be affixed.

If the shareholder is an authorized clearing house (as defined under the Hong Kong Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)) or its agent, such shareholder is entitled to appoint one or more persons it deems suitable to act as its proxy in any general meeting. If two 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 proxies so appointed may represent the authorized clearing house (or its agent) in exercising its rights as if that proxy is an individual shareholder of the Company.

Article 24 The Convener and the lawyer engaged by the Company shall verify the legality of shareholders’ qualifications according to the shareholders’ register or other effective documents provided by securities registration and clearance institutions, and record the shareholders’ names (or entities) and the number of shares held by them with voting rights. Before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the total number of shares held by them with voting rights, the registration of meeting shall be terminated.

A registration record for attendees at the meeting shall be compiled by the Company. The registration record shall contain items including but not limited to the names of attendants (or names of organizations), identity card numbers, the number of voting shares held or represented and names of appointers (or name of organizations).

Article 25 When holding a general meeting, the Company shall engage lawyers to provide legal opinions on the following issues and publish an announcement:

(1) whether the procedures for convening and holding the general meeting are in compliance with the laws, administrative regulations rules and the requirements under the Rules for General Meetings and the Company's Articles of Association;

(2) whether the qualifications of the attendees and convener are lawful and valid;

(3) whether the voting procedures and voting results of the general meeting are lawful and valid;

(4) legal opinions on other relevant issues at the request of the Company.

Article 26 Where Directors and senior management are required to be present at the general meeting, the Directors and senior management shall be present at the meeting and answer inquiries from shareholders.

Article 27 The chairman of the Board shall preside over and act as chairman of the general meeting convened by the Board. Where the chairman of the Board is unable or fails to perform his/her duty, the vice chairman of the Board shall preside over and act as chairman of the meeting. Where there are two or more vice chairmen of the Board, the vice chairman of the Board selected by more than half of all Directors shall preside over and act as chairman of the meeting. Where the vice chairman of the Board is unable or fails to perform his/her duties, one Director selected by more than half of all Directors shall preside over and act as chairman of the meeting. Where it is unable to select the chairman of the meeting, one person selected by shareholders attending the meeting shall act as chairman of 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 meeting.

The convener of the Audit Committee shall preside over the general meeting convened by the Audit Committee. If the convener of the Audit Committee is unable or fails to fulfill his/her duties, a member of the Audit Committee jointly elected by more than half of the members of the Audit Committee shall preside over the meeting.

The convener or 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, one person may be elected at the general meeting to act as the chairman and continue the meeting, subject to the approval of the attending shareholders with more than half of the voting rights.

Article 28 The Board shall report their work for the past year at the annual general meeting. Each Independent Director shall also submit his/her annual work report at the annual general meeting to report his/her performance of duties. The annual work report of Independent Directors shall include the particulars as required by laws and regulations such as the Measures for the Administration of Independent Directors of Listed Companies and shall be disclosed not later than the despatch of notice of annual general meeting of the Company.

Article 29 The Directors and senior management of the Company shall answer and explain inquiries and proposals made by shareholders at the general meeting.

Article 30 The chairman of the meeting shall, prior to voting, announce the number of shareholders and proxies present at the meeting as well as the total number of voting shares, which shall be the number of shareholders and proxies present at the meeting and the total number of their voting shares as indicated in the meeting's registration record.

Article 31 Minutes of a general meeting shall be prepared by the secretary of the Board. The minutes shall state the following:

(1) the time, venue and agenda of the meeting and the convener;
(2) the name of the meeting chairman and the names of the Directors and senior management who attend the meeting or are present in 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;
(4) the process of review and discussion, summary of any speech and voting results with respect to each proposal;
(5) shareholders' inquiries, opinions or suggestions and corresponding answers or explanations;
(6) the names of lawyers, vote counters and scrutinizers of the voting;
(7) other contents to be included as specified in the Articles of Association.

Article 32 The convener shall ensure that the contents of the minutes are true, accurate and complete. The Director, the secretary of the Board, the convener or representative thereof, and the chairman of the general meeting who attend or are present at the meeting shall sign on the minutes of the meeting. The minutes of meeting shall be kept 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 twenty years.

Article 33 The convener shall ensure that the general meeting is held continuously 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 special reasons, necessary measures shall be taken to resume the meeting as soon as possible or directly terminate the meeting and publish an announcement and report in accordance with the relevant laws, administrative regulations, departmental rules, normative documents and listing rules of the place where the shares of the Company are listed.

Chapter 5 Voting and Resolutions of General Meting

Article 34 Resolutions of the general meeting include ordinary resolutions and special resolutions.

Ordinary resolution at a general meeting shall be adopted by more than half of the voting rights held by shareholders attending the general meeting.

Special resolution at a general meeting shall be adopted by two-thirds or more of the voting rights held by shareholders attending the general meeting.

The shareholders referred to in this Article include shareholders who appoint proxies to attend general meetings.

Article 35 The following matters shall be resolved by way of ordinary resolutions at a general meeting:

(1) work reports of the Board;
(2) profit distribution plan and loss recovery plan formulated by the Board;
(3) appointment or dismissal of the members of the Board, remuneration and payment methods thereof;
(4) the Company's annual report;
(5) the Company's engagement or removal of accounting firms;
(6) matters other than those requiring approval by special resolutions in accordance with laws, administrative regulations, departmental rules, normative documents, listing rules of the place where the shares of the Company are listed or the Articles of Association.

Article 36 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) issuance of corporate bonds;
(3) division, spin-off, merger, dissolution and liquidation or change in the form of the Company;
(4) external guarantees to be provided by the Company within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company;
(5) purchase or disposal of major assets of the Company within one year with the transaction amount exceeding 15% of the latest audited total assets of the Company;
(6) amendments to the Articles of Association;
(7) share incentive scheme and employee stock ownership plan;
(8) any other matters as required by laws, administrative regulations, departmental rules, normative documents, listing rules of the place where the shares of the Company are listed or the Articles of Association and matters which, as resolved by way of an ordinary resolution at a general meeting, will have a material impact on the Company and need be approved by way of special resolutions.

Article 37 Shareholders shall exercise their voting rights according to the number of voting shares they represent, with one vote for each share.

Where material issues affecting the interests of small and medium investors are being considered at the general meeting, the votes by small and medium investors shall be counted separately. The separate counting results shall be publicly disclosed in a timely manner.

Shares in the Company which are held by the Company do not carry any voting rights, and shall not be counted in the total number of voting shares represented by shareholders present at a general meeting.

If a shareholder buys voting shares of the Company in violation of the provisions of Article 63 (1) and (2) of the Securities Law, such shares in excess of the prescribed proportion shall not be entitled to exercise voting rights 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 meetings.

Subject to the applicable laws, administrative regulations, departmental rules, normative documents or listing rules of the place where the shares of the Company are listed, the Board, Independent Directors, shareholders holding more than 1% of the total voting shares of the Company or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may openly request the shareholders of the Company to entrust it/them to attend the general meeting on their behalf, and to exercise shareholder's rights such as the right to propose a motion and to vote on their behalf. Information required for shareholders to grant authorization shall be fully provided to the shareholders from whom rights are being solicited. Consideration or de facto consideration for soliciting shareholders' rights is prohibited. Save for the statutory conditions, the Company shall not impose any minimum shareholding limitation for soliciting shareholders' rights.

Article 38 When a connected transaction is considered at a general meeting, connected shareholders shall not vote, and the voting shares held by them shall not be counted in the total number of voting shares.

The announcement of the resolutions of the general meeting shall fully disclose the voting of independent shareholders. Where the applicable laws, administrative regulations, departmental rules, normative documents or listing rules of the place where the shares of the Company are listed provide otherwise, such provisions shall prevail.

Article 39 Pursuant to the applicable laws, administrative regulations, departmental rules, normative documents and listing rules of the place where the shares of the Company are listed, where any shareholder shall abstain from voting for any particular resolution, or is restricted to vote only for or against such resolution, any vote in violation of such requirement or restriction by the shareholders (or their proxies) shall not be counted in the voting results.

Article 40 Voting on all resolutions by shareholders at the general meeting will be decided by way of a registered poll, except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

Article 41 Lists of candidates for Directors shall be put forward by way of proposal at the general meetings for voting.

Where a single shareholder and its persons acting in concert are interested in 30% or more of the shares of the Company, the cumulative voting system shall be adopted to elect more than two Directors.

Where the general meeting of the Company elects two or more Independent Directors, the cumulative voting system shall be implemented. The votes of minority shareholders shall be counted separately and disclosed.

The cumulative voting system as stated in the preceding paragraph refers to the voting for the election of Directors at the general meetings where each share is entitled to the same number of votes which equals to the total number of Directors to be elected, and shareholders may consolidate their voting rights when casting a vote. The Board of Directors shall announce the biographical details and basic information of the Directors candidates to the shareholders.

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 general meeting shall determine the elected Directors in a descending order of the number of votes obtained according to the number of Directors to be elected.

Shareholders attending the general meeting shall have the same number of votes as the number of directors to be elected under each proposal group for each share held in the proposal subject to the cumulative voting system. The number of votes held by shareholders can be cumulatively cast for one candidate or several candidates.

Shareholders should vote within the number of votes for each proposal group. In the event that the number of votes cast by the shareholder exceeds the number of the votes he/she holds, or the shareholder casts votes in a number exceeding the number of candidates in the competitive election, the vote on such resolution shall be deemed invalid.

Shareholders with multiple shareholder accounts may vote online through any one of their accounts. The number of votes they are entitled to is calculated on the basis of the total shares of the same class under all of their shareholder accounts.

In addition to the cumulative voting system, the general meeting shall vote on all the proposed resolutions separately; in the event of several proposed resolutions for the same issue, such proposed resolutions shall be voted on 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 proposed resolutions shall neither be shelved nor refused at the general meeting.

Article 42 When considering a proposed resolution at a general meeting, no amendments shall be made thereto. Any change made thereto shall be considered as a new proposed resolution, for which the voting shall not proceed in that meeting. 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 43 Before the relevant proposed resolution 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. If any shareholder is related to the matter under consideration, such shareholder and his/her proxy shall not take part in counting the votes or scrutinizing the conduct of the poll. When votes are cast on proposed resolutions at the general meeting, lawyers, representatives of the shareholders shall be jointly responsible for scrutinizing and counting votes, shall announce the voting results at the meeting and shall record the voting results of the resolution in the minutes of the meeting.

Shareholders or their proxies who vote online or by any other means shall be entitled to check their voting results via the relevant voting system.

Article 44 The physical general meeting shall not end earlier than meeting held online or by any other means, and the presider of the meeting shall announce the voting results on each proposal at the physical meeting and whether the proposal is adopted based on the voting results.

All parties involved in the voting physical, online or by any other means at the general meeting, including the Company, vote counters, scrutineers, shareholders and network service providers, shall be obliged to keep the voting confidential before the voting results are formally announced.

Article 45 A shareholder attending a general meeting shall express one of the following opinions on any proposed resolutions to be voted on: for, against or abstain, except that securities registration and settlement institutions, being the nominal holders of shares subject to the Mechanism for Mutual Market Access between Mainland China and Hong Kong, may express opinions according to the intentions of actual holders.

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 46 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/she 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 announcement of the voting result, the chairman of the meeting shall have the votes counted immediately.

Article 47 Where a proposed resolution on the election of Directors is passed at the general meeting, the term of office of the newly-elected Director shall be determined at the same time and shall commence on the date when the relevant resolution is approved at the general meeting.

Article 48 Where a proposed resolution in relation to the payment of cash dividends, the issue of bonus shares or the capitalisation of capital reserves is passed at a general meeting, the Company shall implement the specific plans within two months after the conclusion of the general meeting.

Article 49 If any resolution of the general meeting is in violation of laws and administrative regulations, the shareholders shall be entitled to request the People's Court to invalidate the said resolution.

The controlling shareholder(s) and actual controller(s) of the Company should not restrict or obstruct the minority shareholders from exercising their legitimate voting rights, and should not prejudice the legitimate interests of the Company and minority investors.

Where any of the procedures for convening a general meeting or the means of voting violates the laws, administrative regulations or the Company's Articles of Association, or the resolution violates the Company's Articles of Association, shareholders shall be entitled to request the people's court to revoke such resolution within sixty days from the date of the resolution. However, this shall not apply when there are only minor defects in the procedures for convening or the means of voting of the general meeting or meeting of the Board of Directors, which do not materially affect the resolution.

Where the Board of Directors, shareholders and other stakeholders dispute the validity of a resolution of the general meeting, they shall promptly file a lawsuit with a people's court. Before the people's court makes a judgement or ruling such as a revocation of the resolution, the stakeholders shall execute the resolution of the general meeting. The Company, Directors and senior management shall perform their duties diligently to ensure the normal operation of the Company.

Where the people's court makes a judgement or ruling on a relevant matter, the Company shall fulfil its obligation to disclose the information in accordance with the laws, administrative regulations, requirements of the CSRC and the stock exchange, fully explain the impact, and actively cooperate with the enforcement of the judgement or ruling after it has come into effect. Where ratifications to prior events are involved, they will be handled in a timely manner and the corresponding information disclosure obligations will be fulfilled.

Article 50 The resolutions of the general meeting shall be announced promptly. Such announcement shall specify the number of shareholders and proxies present at the meeting, the total number of voting shares held by them, the percentage of such voting shares in relation to all the voting shares of the Company, the total number of shares required by the securities regulatory authorities in the place where the Company's shares are listed to abstain from voting in favor and/or abstain from voting (if any), whether shareholders required to abstain from voting have in fact abstained, the voting methods, the voting result of each proposal, the details of each resolution passed, and the identities of scrutinizers for vote-counting.

In the event that a proposal is not approved, or the general meeting makes any modification to any resolution adopted at the previous meeting, a special note shall be made in the announcement on resolutions of the general meeting.

Chapter 6 Supplementary Provisions

Article 51 Unless otherwise stated, the terms used in these Rules shall have same meanings ascribed to them in the Articles of Association.

Article 52 The expressions of "above", "not less than" and "within" as stated in these Rules shall include the figures mentioned whilst the expressions of "over", "less than" shall not include the figures mentioned.

Article 53 These Rules shall become effective from the date when the resolutions of the general meeting are approved.

Article 54 These Rules shall be interpreted by the Board.

Article 55 Matters not covered in these Rules shall be implemented according to the provisions of relevant laws, administrative regulations, departmental rules, normative documents, listing rules of the place where the shares of the Company are listed and the Articles of Association.