

**BIOSINO BIO-TECHNOLOGY
AND
SCIENCE INCORPORATION**

**Rules of Procedure of
the Shareholders' General Meeting**

(Adopted at the 2023 First Extraordinary General Meeting held on 26 September 2023)

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BIOSINO BIO-TECHNOLOGY AND SCIENCE INCORPORATION

RULES OF PROCEDURE OF THE SHAREHOLDERS' GENERAL MEETING

Chapter 1 General Provisions

Article 1 In order to regulate the behavior of Biosino Bio-Technology and Science Incorporation (the "Company"), and ensure that a shareholders' general meeting exercises its powers by law, the Company formulates these rules of procedure in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), Securities Law of the People's Republic of China and other relevant laws, regulations, normative documents and the Articles of Association of Biosino Bio-Technology and Science Incorporation (hereinafter referred to as the "Articles of Association") in consideration of the Company's conditions.

Article 2 These Rules shall apply to the shareholders' general meeting of the Company and shall be binding on the Company, all shareholders, authorized proxies of shareholders, directors, supervisors and senior management of the Company and other relevant persons attending or present at the meeting of the shareholders' general meeting.

Article 3 The Company shall convene the shareholders' general meetings in strict accordance with the relevant provisions of the laws, regulations, the Articles of Association and these Rules to ensure the shareholders can exercise their rights according to the law.

Article 4 The Board of Directors of the Company shall strictly comply with the Company Law and other relevant laws, regulations and regulatory documents, as well as the provisions of the Articles of Association and these Rules regarding the convening of shareholders' general meetings, and perform its duties with due diligence and shall organize the shareholders' general meetings in a serious and timely manner.

All the Directors of the Company shall be diligent and responsible to ensure the normal convening of a shareholders' general meeting and lawful exercise of functions and powers.

Article 5 The Secretary of the Board of Directors is responsible for the implementation of all preparatory and organizational work for the convening of the shareholders' general meeting.

Chapter 2 General Provisions of Shareholders' General Meeting

Article 6 The shareholders' general meeting is the authority of the Company. It shall exercise its authority within the scope of the provisions of the Company Law, the Articles of Association and these Rules, and shall not interfere with the shareholders' disposition of their own rights.

Article 7 The shareholders' general meeting shall consist of all the shareholders of the Company. When the Company holds a shareholders' general meeting, distributes dividends, liquidates and engages in other acts requiring confirmation of shareholdings, the Board of Directors or the convener of the shareholders' general meeting decides that a certain date is the share register date, and shareholders who registered on the share register date are the shareholders of the Company are entitled to relevant rights and interests. The register of shareholders is sufficient evidence to prove that shareholders are holding shares in the Company.

Article 8 The shareholders' general meeting shall exercise the following functions and powers according to law:

- (1) to decide on the Company's operation policies and investment plans;
- (2) to elect and replace directors, who are not employees' representatives, and to determine the emoluments of directors;
- (3) to elect and replace the supervisors who are not to be appointed among the employees' representatives and to decide on matters concerning the emolument of supervisors;
- (4) to consider and approve reports of the Board of Directors;
- (5) to consider and approve reports of the Board of Supervisors;
- (6) to consider and approve the Company's annual financial budget and final accounts;
- (7) to consider and approve the Company's profit distribution proposals and loss recovery proposals;
- (8) to resolve the increase or reduction of the Company's registered capital;
- (9) to resolve matters such as merger, division, dissolution and liquidation of the Company;
- (10) to resolve the issuance of debentures by the Company;

- (11) to resolve the appointment, removal or non-renewal of the services of an accounting firm for the Company;
- (12) to amend the Articles of Association;
- (13) to consider and approve the change of use of proceeds;
- (14) to consider and approve equity incentive plans and employee stock ownership plans;
- (15) to consider and approve the Company's purchase or sale of significant assets exceeding thirty percent of the Company's latest audited total assets within one year;
- (16) to consider and approve matters of guarantee which are required by the Articles of Association to be resolved by the shareholders' general meeting;
- (17) other matters which are required by laws, administrative regulations and the Articles of Association to be resolved by the shareholders' general meeting.

Article 9 The following external guarantees of the Company shall be submitted to the shareholders' general meeting for consideration and approval after being considered and approved by the Board of Directors:

- (1) any guarantee provided after the total amount of the external guarantees provided by the Company and its controlling subsidiaries exceeds fifty percent of the audited net assets of the Company for the most recent period;
- (2) any guarantee provided after the total amount of the external guarantees provided by the Company exceeds thirty percent of the audited net assets of the Company for the most recent period;
- (3) any guarantee provided after the total amount of the guarantees provided by the Company within one year exceeds thirty percent of the audited net assets of the Company for the most recent period;
- (4) any guarantee provided for security targets with gearing ratios exceeding seventy percent;
- (5) a single guarantee amounting to more than ten percent of the most recent audited net assets;
- (6) any guarantee provided to shareholders, de facto controller and their related parties.

When a shareholders' general meeting considers a proposal to provide a guarantee for a shareholder, de facto controller and its related parties, such shareholder or a shareholder at the disposal of such de facto controller shall not participate in such vote, except in matters involving the guarantee in paragraph (3) of the preceding paragraph, which shall be approved by more than half of the votes held by the other shareholders present at the shareholders' general meeting.

Article 10 Shareholders' general meetings can be annual general meetings or extraordinary general meetings. The annual general meeting shall be convened once in every financial year and shall take place within six months of the end of the previous accounting year. Extraordinary general meetings are held from time to time.

The Company shall convene an extraordinary general meeting within two months after the occurrence of any one of the following circumstances:

- (1) where the number of directors is less than the number stipulated in the Company Law or is not more than two-thirds of the number required by the Articles of Association;
- (2) where the unrecovered losses of the Company amount to one-third of its total paid-in share capital;
- (3) where shareholder(s) singly or jointly holding 10% or more of the Company's issued and outstanding voting shares has/have requested in writing for the convening of an extraordinary general meeting;
- (4) where the Board of Directors considers it necessary;
- (5) the Board of Supervisors proposes to call for such a meeting;
- (6) other circumstances as stipulated by laws, administrative regulations, departmental rules and regulations or the Articles of Association.

Article 11 When the Company holds a shareholders' general meeting, a lawyer shall be engaged to present legal opinions on the following matters:

- (1) whether or not the procedures for convening and holding the meeting are in compliance with laws, administrative regulations, and the Articles of Association;
- (2) whether or not the qualifications of the officers present at the meeting, and of the convener are lawful and valid;
- (3) whether or not the voting procedures at the meeting and the voting results are lawful and valid;
- (4) legal opinions to be presented on other relevant matters at the request of the Company.

Chapter 3 Convening of Shareholders' General Meetings

Article 12 The Board of Directors shall convene the shareholders' general meeting on time in accordance with the laws, rules and regulations, the Articles of Incorporation and these Rules.

Article 13 Independent directors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting. Regarding the proposal requesting to convene an extraordinary general meeting by independent directors, the Board of Directors shall give a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within 10 days after receiving the proposal in accordance with the laws, administrative regulations and the Articles of Association.

If the Board of Directors agrees to convene an extraordinary general meeting, a notice for convening such meeting shall be issued within 5 days after the date of the resolution of the Board of Directors. If the Board of Directors refuses to convene an extraordinary general meeting, an explanation in writing shall be made.

Article 14 The Supervisory Committee shall have the right to propose to the Board of Directors to convene an extraordinary general meeting and such proposal shall be submitted in writing. The Board of Directors shall give a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within 10 days after receiving the proposal in accordance with the laws, administrative regulations and the Articles of Association.

If the Board of Directors agrees to convene an extraordinary general meeting, a notice for convening such meeting shall be issued within 5 days after the date of the resolution of the Board of Directors and any changes to the original proposal contained in the notice shall be subject to the approval of the Supervisory Committee.

If the Board of Directors disagrees to convene the extraordinary general meeting or does not give any written reply within 10 days after receiving the proposal, the Board of Directors shall be deemed as failing to perform the duty of convening a general meeting. In such cases, the Supervisory Committee may convene and preside over the meeting.

Article 15 Shareholders individually or jointly holding more than 10% of Shares of the Company are entitled to request the Board of Directors in writing to convene an extraordinary general meeting. The Board of Directors shall, in accordance with the requirements of laws and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days upon receipt of the request.

If the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days after the date of the resolution of the Board of Directors. Any changes made to the original proposal in the notice shall be agreed by the relevant shareholders.

If the Board of Directors disagrees to convene the extraordinary general meeting or does not reply within 10 days upon receipt of the proposal, shareholders individually or jointly holding more than 10% of the Shares of the Company are entitled to request the Supervisory Committee in writing to convene an extraordinary general meeting.

If the Supervisory Committee agrees to convene the extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days upon receipt of the proposal. Any changes made to the original proposals in the notice shall be agreed upon by the relevant shareholders.

If the Supervisory Committee does not issue the notice of a general meeting within the prescribed period, it shall be deemed as the Supervisory Committee not convening and not holding the general meeting. Then the shareholders individually or jointly holding more than 10% of the Shares of the Company for more than 90 consecutive days are entitled to convene and hold the meeting by themselves.

Where the Supervisory Committee or shareholders decide to convene a general meeting by themselves, a written notice shall be submitted to the Board of Directors.

Before making an announcement on the resolution(s) of the general meeting, the shareholders convening the meeting shall hold not less than 10% of the Shares.

Article 16 Where the Supervisory Committee or shareholders convene a general meeting by themselves, the Board of Directors and the secretary to the Board of Directors shall cooperate. The Board of Directors shall provide the register of shareholders on the shareholding record date. The convener shall not use the register of shareholders for purposes other than convening a general meeting.

Article 17 Where the Supervisory Committee or shareholders convene and hold a general meeting by themselves, the expenses necessarily accrued therefrom shall be borne by the Company.

Chapter 4 Proposal and Notice of Shareholders' General Meeting

Article 18 Proposals for shareholders' general meetings shall be submitted in writing or delivered to the Board of Directors, and the content of the proposals shall fall within the terms of reference of the shareholders' general meetings, have clear topics and specific resolutions, and comply with the relevant provisions of laws, regulations and the Articles of Association.

Article 19 When a shareholders' general meeting is convened by the Company, the Board of Directors, the Supervisory Committee or shareholders individually or jointly holding 3% or more of the Shares of the Company are entitled to propose resolutions to the Company.

Shareholders individually or jointly holding 3% or more of the Shares of the Company may submit ad hoc proposals in writing to the convener of the shareholders' general meeting 10 days before the convening of the shareholders' general meeting. The convener shall issue a supplemental notice of the shareholders' general meeting within 2 days upon receipt of the proposals and announce the contents of the ad hoc proposals. The supplementary notice shall include the name of the shareholder making the provisional proposal, the percentage of shareholding and the content of the provisional proposal.

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

If a notice of a shareholders' general meeting does not specify the proposed resolutions or does not comply with Article 18 herein, no voting for resolutions shall be carried out at the shareholders' general meeting.

Article 20 The convener shall notify the shareholders by announcement 21 days prior to the annual general meeting, and the extraordinary general meeting will be notified to the shareholders 15 days prior to the meeting.

In calculating the starting period, the Company does not include the day of the meeting and the day of the notice.

Article 21 The notice of the shareholders' general meeting includes the following:

- (1) the time, place and duration of the meeting;
- (2) the matters and proposals submitted to the meeting for consideration;
- (3) state in plain language that all shareholders are entitled to attend the shareholders' general meeting and may appoint a proxy in writing to attend and vote at the meeting, and that such proxy needs not be a shareholder of the Company;
- (4) the date of registration of shares of shareholders entitled to attend the shareholders' general meeting;
- (5) the name and phone number of the permanent contact person for the meeting.

The notice and supplementary notice of the shareholders' general meeting shall contain full and complete disclosure of all specifics of all proposals and all information or explanations necessary to enable shareholders to make a reasonable judgment on the matters to be discussed.

Article 22 The date of registration of Shares shall be determined in the notice of the shareholders' general meeting. The interval between the share registration date and the date of the meeting shall not be more than seven business days. Once the share registration date is confirmed, it shall not be changed.

Article 23 In the event that the election of directors and supervisors is to be discussed at a shareholders' general meeting, the notice of the shareholders' general meeting shall fully disclose the details of candidates for the directors and supervisors, and shall at least include the following particulars:

- (1) Personal information such as educational background, working experience, part-time jobs, etc.;
- (2) Whether the candidate is related to the Company, its controlling shareholder and de facto controllers;
- (3) to disclose the number of shares of the Company they hold;
- (4) whether or not they have been penalized by CSRC and other relevant departments, and disciplined by the stock exchange.

In addition to adopting the cumulative voting system to elect directors and supervisors, a single proposal on each of the candidates for directors and supervisors shall be submitted.

Article 24 Once the notice of the shareholders' general meeting is issued, the meeting shall not be postponed or cancelled, and proposals contained in the notice shall not be withdrawn without proper reasons. In the event of postponement or cancellation, the convener shall make an announcement to state the reasons at least two working days prior to the original date of convening the meeting.

Chapter 5 Holding of Shareholders' General Meeting

Article 25 The Company shall hold the shareholders' general meeting at the domicile of the Company or at such other place as designated by the notice of the shareholders' general meeting.

Article 26 A meeting venue shall be set for the shareholders' general meeting, which shall be convened by way of on-site meetings. Under the premise of ensuring that the shareholders' general meeting is legal and effective, the Company shall facilitate the shareholders' participation in the meeting. A shareholder attending a shareholders' general meeting by the aforesaid means shall be deemed to have been present at the meeting.

Article 27 The Board and any other convener shall take necessary steps to ensure the proper order of the shareholders' general meeting. Except for the shareholders (or their proxies) attending the meeting, directors, supervisors, secretary of the Board, senior management and persons invited by the Board, the Company has the right to refuse the admission of other persons according to law. The Company shall take steps to stop any act disturbing the shareholders' general meeting, seeking trouble or infringing upon the legitimate rights of shareholders, and shall report such act to relevant departments for investigation and treatment.

Article 28 Shareholders may attend the shareholders' general meeting in person or appoint a proxy to attend and vote on their behalf. All shareholders registered on the share registration date or their proxies shall be entitled to attend the shareholders' general meeting and exercise their voting rights in accordance with the laws, regulations and the Articles of Association, which the Company and the convener shall not refuse for any reason.

Shareholders or their proxies attending the shareholders' general meeting shall strictly comply with the provisions of the Company Law and other relevant laws, regulations and regulatory documents as well as the Articles of Association and these Rules, consciously maintain the order of the meeting and shall not infringe the legitimate rights and interests of other shareholders.

Article 29 If a shareholder entrusts another person to attend on his behalf, he shall appoint a proxy in writing. The proxy shall submit a power of attorney for shareholders to the Company and shall exercise the right to vote within the scope of the power of attorney. The power of attorney shall contain the following contents:

- (1) the name of the proxy;
- (2) whether the proxy has voting rights;
- (3) indication of for, against or abstain concerning each proposal to be resolved on the agenda of the general meeting;
- (4) whether the proxy has the right to vote on extempore motions that may be added to the agenda of the shareholders' general meeting and the specific instructions as to what vote to cast if he/she has such right to vote;
- (5) the date of signing of the instrument and term of validity;
- (6) the signature (or seal) of the principal. If the principal is a corporate shareholder, the seal of the corporation shall be affixed.

The proxy forms shall contain a statement that in the absence of specific instructions by the shareholder, whether the proxy may vote as he/she thinks fit.

Article 30 If an individual shareholder attends the meeting in person, he/she shall present his/her identity card or other valid documents or certificates showing his/her identity and the shareholding certificate. If a proxy attends the meeting, he/she shall present his/her valid identity card, the shareholder's power of attorney and the aforementioned documents of the shareholder being represented.

Legal shareholders shall be represented at the meeting by the legal representative or the proxy entrusted by the legal representative. If the legal representative attends the meeting, he/she shall present his/her identity card and a valid certificate proving his/her legal representative status. If the proxy attends the meeting, the proxy shall present his/her identity card, a written power of attorney issued by the legal representative of the legal entity and the aforementioned documents of the legal representative being represented.

The unincorporated shareholders shall be represented at the meeting by the person in charge of the unincorporated organization or its proxy. If the person in charge of the unincorporated organization attends the meeting, he/she shall present his/her identity card and a valid certificate proving his/her qualification as the person in charge of the unincorporated organization. If the proxy attends the meeting, he/she shall present his/her identity card, a written power of attorney issued by the person in charge of the unincorporated organization in accordance with the law and the aforementioned documents of the person in charge of the unincorporated organization being represented.

If the proxy form is signed by another person authorized by the proxy, the power of attorney or other authorization document signed by the proxy shall be notarized. Both the notarized power of attorney or other authorization document and the proxy voting authorization form shall be available at the Company's residence or other place designated in the notice convening the meeting.

If the qualification of the principal or his proxy to attend the shareholders' general meeting is deemed invalid due to the unclear authorization of the principal or the relevant documents submitted by his proxy to prove the legal identity of the principal and the proxy relationship does not comply with the laws, regulations and the Articles of Association, the principal or his proxy shall bear the corresponding legal consequences.

Article 31 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given has occurred prior to the voting, provided that no notice in writing of such death, loss of capacity, revocation or transfer shall have been received by the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.

Article 32 The register of the meeting of the persons attending the meeting shall be produced by the Company. The meeting register contains the names (or unit names), identity numbers, residence addresses, the number of shares held or represented with voting rights, the names (or unit names) of proxies and other matters of the persons attending the meeting.

Article 33 The convener and the attorney engaged by the Company (if any) shall jointly verify the legitimacy of the shareholders' qualifications according to the Company's shareholder register and register the names of the shareholders and the number of shares they hold with voting rights. The registration of the meeting shall be terminated until the presiding officer announces the number of shareholders and proxies attending the meeting on site and the total number of shares with voting rights held by them.

Article 34 When the shareholders' general meeting is held, all directors, supervisors and the secretary of the Board of Directors shall attend the meeting, and the manager and other senior management shall attend the meeting.

Article 35 The shareholders' general meeting shall be presided over by the chairman of the Board of Directors. If the chairman is unable to perform his duties or does not perform his duties, the vice chairman (if the Company has two or more vice chairmen, the vice chairman jointly elected by more than half of the Directors shall preside) shall preside, and if the vice chairman is unable to perform his duties or does not perform his duties, a director jointly elected by more than half of the directors shall preside.

If a shareholders' general meeting is convened by the Supervisory Committee itself, the chairman of the Supervisory Committee shall preside over the meeting. If the chairman of the Supervisory Committee is unable to or fails to discharge his/her duty, the meeting shall be presided over by a supervisor elected by more than one-half of the supervisors.

If a shareholders' general meeting is convened by the shareholders themselves, the convener will nominate a representative to conduct the meeting.

If the presiding officer violates these Rules when a shareholders' general meeting is held so that the shareholders' general meeting cannot continue, the shareholders' general meeting may elect a person to act as the presiding officer and continue the meeting with the consent of a majority of the shareholders with voting rights present at the meeting.

If for any reason the shareholders are unable to elect a chairman, the attending shareholder holding the largest number of voting shares (whether in person or by proxy) shall preside over the meeting.

Article 36 The presiding officer of the meeting may, if necessary, call upon the proposer to explain the proposal:

- (I) If the proposer is the Board of Directors, the chairman of the Board of Directors or other person delegated by the chairman of the Board of Directors shall give a description of the proposal;
- (II) If the proposer is the Supervisory Board or a shareholder who individually or collectively holds more than 3% of the total number of voting shares of the Company, the proposer or his legal representative or a legally valid authorized proxy of the shareholder shall make a proposal statement.

Article 37 As presided over by the chairman of the meeting, matters and proposals listed in the agenda shall be deliberated in sequence item by item. When necessary, relevant proposals may be discussed together. As for contents listed in the agenda of the meeting, the chairman of the meeting may adopt the methods of first reporting, centralized deliberation, and cumulative voting according to actual circumstances, or may use the method of reporting, deliberating and voting item by item for complicated matters. Reasonable time shall be given to each matter at the general meeting.

Article 38 At the annual general meeting, the Board of Directors and the Supervisory Committee shall make a report on their work in the past year to the general meeting. Each independent Director shall also make a report on the performance of his or her duties.

Article 39 The Directors, Supervisors and senior management shall make explanations and interpretations on the inquiries of the shareholders, except for those involving the Company's commercial secrets which cannot be disclosed at the shareholders' general meeting. Each independent Director shall also make a report on the performance of his or her duties.

Article 40 Shareholders requesting to speak at a shareholders' general meeting shall obtain permission from the presiding officer of the meeting and shall speak in the order in which they request to speak (or in the order of the number of shareholdings or proxy shareholdings held by the shareholders or their proxies if they request to speak at the same time).

When a shareholder requests to speak, he or she shall not interrupt the report of the meeting reporter or the speech of other shareholders. A shareholder speaking shall first report his or her name or the shareholder he or she represents and the number of shares held. The length and number of times a shareholder may speak shall be determined on a case-by-case basis by the presiding officer of the meeting.

Article 41 The shareholders' general meeting shall have minutes, which shall be taken by the secretary of the Board. The minutes of the meeting shall record the following contents:

- (1) the time, place, agenda and name of the convener of the meeting;
- (2) the names of the presiding officer and the directors, supervisors, managers and other senior management present or attending the meeting;
- (3) the number of shareholders and proxies attending the meeting, the total number of shares with voting rights and the proportion of the total number of shares of the company;
- (4) consideration of each proposal, speaking points and voting results;
- (5) shareholders' queries or suggestions and the corresponding answers or explanations;
- (6) the names of the attorney (if any) and the tellers and scrutineers;
- (7) Articles of Association shall be included in the minutes of the meeting of other content.

Article 42 The convener shall ensure that the content of the minutes of the meeting is true, accurate and complete. The directors, supervisors, secretary of the Board of Directors, the convener or his representative and the presiding officer attending the meeting shall sign the minutes of the meeting and ensure that the contents of the minutes are true, accurate and complete. The minutes of the meeting shall be kept together with the signature book of the shareholders present on site and the valid information on proxy attendance and voting, which shall be kept for a period of ten years.

Article 43 The convener shall ensure that the shareholders' general meeting is held continuously until a final resolution is formed. If the meeting is suspended or no resolution can be made due to force majeure and other special reasons, the necessary measures shall be taken to resume the meeting as soon as possible or to terminate this shareholders' meeting directly.

Chapter 6 Voting and Resolutions of the Shareholders' General Meeting

Article 44 Resolutions of the shareholders' general meeting shall be divided into ordinary resolutions and special resolutions.

An ordinary resolution at a shareholders' general meeting shall be passed by a majority of the votes held by the shareholders (including shareholders' proxies) present at the shareholders' general meeting.

A special resolution at a shareholders' general meeting shall be passed by at least two-thirds of the votes held by shareholders (including shareholders' proxies) present at the shareholders' general meeting.

Article 45 The following matters shall be resolved by an ordinary resolution at a shareholders' general meeting:

- (1) work reports of the Board of Directors and the Supervisory Committee;
- (2) profit distribution proposals and loss recovery proposals of the Board of Directors;
- (3) appointment and removal of members of the Board of Directors and Supervisors, their emolument and manner of payment;
- (4) removal of any director before the expiration of his term of office (including managing directors or other executive directors);
- (5) annual preliminary and final budgets, and annual reports of the Company; and
- (6) matters other than those required by laws and administrative regulations or by the Articles of Association to be adopted by special resolution.

Article 46 The following matters shall be resolved by a special resolution at a general meeting:

- (1) increase or reduction of the Company's share capital and the issuance of shares of any class, warrants and other similar securities;
- (2) the issue of debentures of the Company;
- (3) the division, merger, dissolution and liquidation of the Company, change of corporate form and major acquisitions and disposals;
- (4) amendments to the Articles of Association;
- (5) equity incentive plan;
- (6) the Company's purchase or sale of significant assets or guarantees in excess of thirty percent of the Company's latest audited total assets within one year;
- (7) any other matters required by laws, administrative regulations or these Articles of Association, as well as any other matters that the general meeting of, by ordinary resolution, deems to have a significant impact on the Company and require a special resolution.

Shareholders (including shareholders' proxies) exercise their voting rights in the number of voting shares they represent, with each share entitled to one vote.

The shares of the Company held by the Company do not have voting rights, and such shares are not counted as part of the total number of shares with voting rights present at the general meeting.

Article 47 The presiding officer shall announce whether the number of shareholders and proxies attending the meeting on site and the total number of shares holding voting rights meet the statutory requirements before voting, and the number of shareholders and proxies attending the meeting on site and the total number of shares holding voting rights shall be subject to the registration of the meeting.

Article 48 When the shareholders' general meeting considers matters related to connected transactions, the connected shareholders shall recuse themselves from voting and the number of voting shares represented by them shall not be counted as the total number of valid votes.

Prior to the consideration of the connected transaction at the shareholders' general meeting, the Company shall determine the scope of the connected shareholders in accordance with the relevant laws and regulations of the Country. When the meeting considers the connected transaction matters, the connected shareholders (including authorized proxies) may attend the meeting and clarify their views to the shareholders present in accordance with the meeting procedures, but shall recuse themselves from voting when voting.

In the event that the shareholders' general meeting resolves matters related to connected transactions, the connected shareholders shall recuse themselves from voting. If the connected shareholders do not recuse themselves from voting, other shareholders attending the meeting shall have the right to request the connected shareholders to recuse themselves from voting. After the recusal of the connected shareholder, the other shareholders shall vote according to their voting rights and adopt the corresponding resolution in accordance with the provisions of these Rules. The recusal and voting procedures of the connected shareholders shall be notified by the presiding officer of the shareholders' general meeting and recorded in the minutes of the meeting.

A resolution on a connected transaction at a shareholders' general meeting shall be valid only if it is passed by at least one-half of the voting rights held by the non-affiliated shareholders present at the shareholders' general meeting. However, if the connected transaction involves matters requiring special resolution, the resolution of the shareholders' meeting shall be valid only if it is passed by at least two-thirds of the voting rights held by the non-affiliated shareholders present at the shareholders' general meeting.

Article 49 Except in special circumstances such as when the Company is in crisis, the Company shall not enter into a contract with a person other than the directors, supervisors, managers and other senior management to place the management of all or important business of the Company under the responsibility of such person unless approved by a special resolution of the shareholders' general meeting.

Article 50 When voting on the election of more than two directors and supervisors at the same shareholders' general meeting, the cumulative voting system may be implemented.

The cumulative voting system referred to in the preceding paragraph means that in the election of directors or supervisors at the shareholders' general meeting, each share shall have the same number of votes as the number of directors or supervisors to be elected, and the voting rights owned by shareholders may be used in a centralized manner. The board of directors shall announce to the shareholders the resumes and basic information of the candidates for directors and supervisors.

The implementation rules of the cumulative voting system shall be as follows: when the cumulative voting system is adopted for the election of directors or supervisors, each shareholder shall have one ballot. Such ballot shall set forth the number of shares held by such shareholder, the number of directors or supervisors to be elected, and the names of all candidates, and shall be sufficient to satisfy the functions of the cumulative voting system. Shareholders are free to allocate their voting rights among the candidates for directors (or supervisors), either by dividing their votes among several persons or by concentrating their votes on one person, and the number of votes cast for a single candidate for director (or supervisor) may be higher or lower than the number of voting shares held by them, and need not be an integral multiple of such number of shares, provided that the cumulative number of votes cast for all candidates for director (or supervisor) does not exceed the total number of effective voting rights held by them. After the conclusion of the voting, the elected directors (or supervisors) shall be selected in descending order among the candidates who have received votes, based on the number of votes received by each of the candidates for director (or supervisor) and limited to the number of directors (or supervisors) to be elected.

If the shareholders' general meeting elects directors by cumulative voting, the voting of independent directors and non-independent directors shall be conducted separately.

Article 51 Except for the cumulative voting system, the shareholders' general meeting shall vote on all proposals one by one, and if there are different proposals on the same matter, they shall be voted in chronological order in which the proposals are made. Except for special reasons such as force majeure that causes the shareholders' general meeting to be suspended or unable to make resolutions, the shareholders' general meeting will not be allowed to set aside or not vote on the proposals.

Article 52 When a proposal is considered at a shareholders' general meeting, no amendment shall be made to the proposal, otherwise, the relevant change shall be regarded as a new proposal and cannot be voted on at this shareholders' general meeting.

Article 53 The same voting right can only choose one on-site or other voting methods. In case of repeated voting on the same voting right, the result of the first vote shall prevail.

Article 54 The shareholders' general meeting shall be held by ballot.

Article 55 Shareholders attending the shareholders' general meeting shall express one of the following opinions on the proposal submitted for voting: for, against or abstain. Except when the securities registration and settlement institution, as the notional holder of shares traded under the interconnection mechanism of the Mainland and Hong Kong stock markets, makes the declaration in accordance with the intention of the actual holder.

Votes that are not filled in, incorrectly filled in, or not legible, or votes that are not cast are considered to be abstentions by the voter, and the result of the vote on the number of shares held by the voter shall be counted as "abstained".

Before voting takes place on a proposal at a shareholders' general meeting, two shareholders' representatives shall be elected to participate in vote counting and scrutinizing. In the event that a shareholder has an interest in a matter to be considered, the relevant shareholder and his proxy shall not participate in the vote counting and scrutinizing.

When voting takes place on a proposal at a shareholders' general meeting, lawyers and representatives of shareholders and Supervisors shall be jointly responsible for vote counting and scrutinizing, and shall announce the voting results on the spot. The voting results of resolutions shall be recorded in the minutes.

Article 56 If the presiding officer has any doubt about the result of the resolution submitted for voting, he/she may organize a vote count on the votes cast. If the presiding officer does not conduct a vote count, shareholders or shareholders' proxies present at the meeting who disagree with the announcement of the result by the presiding officer shall have the right to request a vote count immediately after the announcement of the voting result, and the presiding officer shall organize a vote count immediately. The result of the vote counting shall be recorded in the minutes of the meeting.

Article 57 If the general meeting adopts the relevant proposals for the election of directors and supervisors, unless otherwise expressly provided in the resolution of the general meeting, the new directors and supervisors shall take office at the time when the resolution of the shareholders' general meeting adopts the relevant proposals for the election.

Article 58 If the shareholders' general meeting adopts the proposal on cash dividend, share bonus or capitalization of capital reserve, the Company will implement the specific plan within two months after the shareholders' general meeting.

Article 59 If a shareholder proposes to inspect or request the minutes of the shareholders' general meeting, he or she shall provide the Company with written documents proving the type of shares held by him or her and the number of shares held by him or her, and the Company shall provide the same upon the request of the shareholder after verifying his or her identity.

Article 60 Where the contents of resolutions of shareholders' general meetings violate laws and administrative regulations, shareholders shall have the right to request the People's Court to hold such resolutions of meetings invalid.

If the convening procedure or voting method of the shareholders' general meeting violates laws, administrative regulations or the Articles of Association, or the content of the resolution violates the Articles of Association, the shareholders shall have the right to request the People's Court to revoke such resolution of the shareholders' general meeting within sixty days from the date of the resolution.

Chapter 7 Supplementary Provisions

Article 61 The terms "above" and "within", "before" as mentioned in these Rules are inclusive while "over", "less than" and "more than" are exclusive.

Article 62 Should there be discrepancies between any matters uncovered in these Rules, the relevant state laws, regulations, normative documents and the provisions of the Articles of Association shall prevail. If these Rules are in conflict with the laws, regulations, normative documents promulgated by the state in the future or the Articles of Association amended by legal procedures, they shall be carried out in accordance with the relevant state laws, regulations, rules, normative documents and the Articles of Association, and shall be amended in a timely manner.

Article 63 These Rules shall be construed by the Board.

Article 64 These Rules are annexes to the Articles of Association of the Company and shall take effect after consideration and adoption at the shareholders' general meeting of the Company.