

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This English translation of these Articles of Association of the Company is for reference only. In case of inconsistency between the Chinese versions of the Company's Articles of Association and this English translation, the original Chinese version shall prevail.*



**Sinopec Oilfield Service Corporation**

*(a joint stock limited company established in the People's Republic of China)*

**(Stock code: 1033)**

**SINOPEC OILFIELD SERVICE CORPORATION**

*(a joint stock limited company established in the People's Republic of China)*

**RULES OF PROCEDURE FOR GENERAL MEETINGS**

(Revised at the first extraordinary general shareholders' meeting of the Company for  
the year of 2025 held on 18 December 2025)

**Sinopec Oilfield Service Corporation**  
**Rules of Procedure for General Meetings**

CHAPTER 1 GENERAL PROVISIONS .....	3
CHAPTER 2 FUNCTIONS AND POWERS AND AUTHORITY OF THE GENERAL MEETING .....	4
CHAPTER 3 TYPES OF GENERAL MEETINGS .....	10
CHAPTER 4 PROCEDURES FOR HOLDING A GENERAL MEETING .....	11
Section 1 Proposers of the Proposal.....	11
Section 2 Collection of Proposals .....	13
Section 3 Notice of the Meetings.....	14
Section 4 Holding and Postponement of Meetings.....	19
Section 5 Registration of the Meeting .....	20
Section 6 Holding a Meeting .....	22
Section 7 Voting and Resolution .....	25
CHAPTER 5 SUPPLEMENTARY ARTICLES .....	36

**Sinopec Oilfield Service Corporation**  
**Rules of Procedure for General Meetings**

**CHAPTER 1 GENERAL PROVISIONS**

- Article 1** In order to safeguard the legitimate interests of Sinopec Oilfield Service Corporation (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 Company’s general meetings and to ensure the general meetings exercise their functions and powers according to law, the Rules and Procedures for General meetings of Sinopec Oilfield Service Corporation (hereinafter referred to as the “these Rules”) are formulated according to the relevant provisions of the “Company Law of the People’s Republic of China”, the “Securities Law of the People’s Republic of China” (hereinafter referred to as the “Securities Law”), “Guidelines for the Articles of Association of Listed Companies”, “Standards for the Governance of Listed Companies”, “Regulations Regarding General meetings of Listed Companies”, the “Rules Governing the Listing of Stocks on the Shanghai Stock Exchange” and other laws, administrative regulations, departmental rules, other relevant normative documents, and the securities regulatory rules of the places where the shares of the Company are listed (hereinafter referred to as the “Relevant Regulatory Rules”), as well as the Articles of Association of Sinopec Oilfield Service Corporation (the “Articles of Association”), and in consideration of the actual circumstances of the Company.
- Article 2** These Rules apply to the general meetings of the Company, including annual general meetings (hereinafter referred to as “AGM”) and extraordinary general meetings, covering matters such as convening, proposals, notices, and holding of such meetings, and shall be binding on the Company, all shareholders, authorized proxies of the shareholders, directors, senior management of the Company and other relevant personnel attending or present at the meeting.
- Article 3** The board of directors of the Company shall strictly comply with the Relevant Regulatory Rules, the Articles of Association and relevant

regulations of these Rules to hold general meetings, and shall ensure shareholders can exercise their rights in accordance with laws.

All directors of the Company shall duly perform their duties and properly organize the general meeting in a conscientious manner and on schedule, and shall perform their diligence to ensure the due holding of general meetings and its lawful exercise of functions and powers.

**Article 4** Any shareholder who registered on the register of the shareholder as of the record date, or their proxies, are entitled to attend the general meetings in person or appoint one or more persons (who may not necessarily be shareholders) as their proxies to attend the general meetings on their behalf, and shall enjoy the right to know, the right to speak, the right to raise questions and the right to vote pursuant to the relevant rules, the Articles of Association and these Rules.

Shareholders and their proxies attending the general meeting shall comply with the provisions of the relevant regulations, Articles of Association and these Rules, and shall take the initiative to maintain the order of the meeting and shall not infringe the legitimate rights and interests of other shareholders.

**Article 5** The office of the board of directors of the Company shall be responsible for implementing the preparatory and organization work for holding a general meeting.

## **CHAPTER 2 FUNCTIONS AND POWERS AND AUTHORITY OF THE GENERAL MEETING**

**Article 6** The general meetings shall exercise their powers in accordance with the relevant regulatory rules and the provisions of the Articles of Association.

**Article 7** To ensure the sound operation of the Company and enhance decision-making efficiency, in accordance with the provisions of the Articles of Association, the general meeting expressly and conditionally delegates certain of its powers regarding external investment, purchase or

disposal of assets, provision of external guarantees, financial assistance, entrustment or acceptance of entrusted asset management, contracting, leasing, securities investment, derivatives transactions, waiver of rights, and external donations to the board of directors, to be exercised pursuant to the provisions set forth in this Chapter.

**Article 8** Unless otherwise stipulated in this Chapter, the Company shall conduct size tests in accordance with the relevant regulatory requirements for the following matters:

(1) Ordinary Transactions: Transactions related to the daily operations of the Company, including the purchase of raw materials, fuel and energy, the acceptance and provision of labor services, the sale of products and goods, engineering contracting, and other similar matters;

(2) Incidental Transactions: Transactions outside the daily operations of the Company, including external investment, purchase or disposal of assets, provision of guarantees, entrustment or acceptance of entrusted asset management, contracting, leasing, securities investment, derivatives transactions, financial assistance, waiver of rights, external donations, and other similar matters;

(3) Connected Transactions: Continuing or incidental transactions between the Company and connected persons;

(4) Other Matters with Significant Impact on the Company's Financial Conditions: Including securities issuance, mergers, divisions, spin-offs, provision for asset impairment, write-offs of assets, and other similar matters.

Size tests shall be conducted for the aforementioned matters, and if any of the thresholds stipulated under the rules require submission to the general meeting for consideration, such matters shall be submitted to the general meeting. Matters meeting the thresholds requiring timely disclosure under the rules shall be submitted to the board of directors for consideration. For matters falling below the thresholds for board of directors' consideration, the board of directors may delegate the

consideration and approval authority to the Chairman of the Board, general manager, or other relevant personnel as per the Company's internal management policies.

In accordance with the principle of cumulative calculation stipulated in the securities regulatory rules applicable to the place where the Company's shares are listed, the Company shall conduct related calculations and determine the applicable consideration and approval procedures of the general meeting, the board of directors, and other relevant bodies.

## **Article 9            Investment Power and Authorization**

(1) For individual investment projects (including but not limited to technological renovation, fixed asset investment, and external equity investment), the general meeting shall consider and approve projects with an investment amount exceeding 5% of the Company's latest audited net asset value; the board of directors is authorized to consider and approve projects with an investment amount not exceeding 5% of the Company's latest audited net asset value; for projects with an investment amount not exceeding 5% of the Company's latest audited net asset value, the board of directors may delegate the approval authority for such projects to the Chairman of the Board, general manager, or other relevant personnel subject to the Company's internal management rules.

(2) Investments made by the Company using its assets in categories unrelated to its business operations, including high-risk assets such as bonds, stocks, and high-tech industries (including those involving equity participation), are classified as risk investments. The general meeting shall consider and approve projects with an investment amount exceeding 1% of the Company's latest audited net asset value; the board of directors is authorized to consider and approve projects with an investment amount not exceeding 1% of the Company's latest audited net asset value; for projects with an investment amount not exceeding 1% of the Company's latest audited net asset value, the board of directors may delegate the consideration and approval authority for

such projects to the Chairman of the Board, general manager, or other relevant personnel subject to the Company's internal management rules.

**Article 10**      Power and Authorization for External Guarantees

The Company shall not provide guarantees for personal liability.

The following matters regarding the Company's external guarantees shall be considered at the general meeting:

- (1) Any guarantee provided after the total volume of external guarantees of the Company and its controlling subsidiaries exceeds 50% of the Company's latest audited net assets;
- (2) Any guarantee provided after the total volume of external guarantees of the Company and its controlling subsidiaries exceeds 30% of the Company's latest audited total assets;
- (3) Any guarantees exceeding 30% of the Company's latest audited total assets calculated based on an accumulated amount within 12 consecutive months;
- (4) Guarantees provided to entities whose asset-liability ratio exceeds 70%;
- (5) Any single guarantee amount exceeding 10% of the Company's latest audited net assets;
- (6) Guarantees provided to shareholders, de facto controllers, and their connected persons;
- (7) Other external guarantees governed by the relevant regulatory rules or stipulated in the Articles of Association.

For external guarantees that do not meet the criteria for consideration and approval by the general meeting as above, the board of directors is authorized to grant approval in accordance with the provisions in the

Rules of Procedure for the Board.

**Article 11** Power and Authorization for Financial Assistance

The Company shall not provide financial assistance, such as funds, to connected persons as specified under the Relevant Regulatory Rules, except for financial assistance provided to connected company in which the Company has an equity interest but is not controlled by its controlling shareholders or de facto controllers, and where other shareholders of such company provide financial assistance under equal conditions in proportion to their capital contribution.

Unless otherwise stipulated in the Articles of Association or these Rules, the following matters regarding financial assistance shall be considered at the general meeting:

- (1) Any single financial assistance amount exceeding 10% of the Company's latest audited net assets;
- (2) Situations where the financial assistance is provided to a target whose asset-to liability ratio exceeding 70% based on its latest financial statements;
- (3) The total financial assistance amounts, calculated cumulatively within the latest 12 months, exceeding 10% of the Company's latest audited net assets;
- (4) Financial assistance provided to connected company that meet the conditions set out in the first paragraph of this article and is not controlled by the Company's controlling shareholders or de facto controllers;
- (5) Other circumstances stipulated by the Relevant Regulatory Rules or the Articles of Association and its appendices.

For financial assistance that does not meet the criteria for general meetings' consideration and approval as mentioned above, the board of



directors is authorized to grant approval in accordance with the provisions in the Rules of Procedure for the Board.

For financial assistance provided to the Company's controlling subsidiaries within the scope of the consolidated financial statements (provided that no other shareholder of such subsidiaries is the Company's controlling shareholder, de facto controller, or their connected persons), the board of directors may delegate the approval authority to the Chairman of the Board, general manager, or other relevant subjects in accordance with the Company's internal management systems.

**Article 12** If the approval hierarchy for the relevant matters includes the general meeting, the board of directors, the Chairman of the Board, and/or the general manager, such matters shall be submitted to the highest level of the approval hierarchy for approval.

**Article 13** Without violating Article 56 of the Articles of Association and under necessary and reasonable circumstances, as regards specific matters related to the matters to be resolved, which cannot or are not required to be decided at the general meeting, the general meeting may authorize the board of directors, directors, the general manager, or the Secretary to the Board to decide within the scope of authority authorized by the general meeting.

For authorizations granted by the general meeting to the board of directors, directors, the general manager, or the Secretary to the Board, if the authorized matters are ordinary resolution matters, they shall be passed by a majority of the voting rights held by the shareholders attending the general meeting (including shareholders who attend the meeting via proxy). If the matters are special resolution matters, they shall be passed by two thirds or more of the voting rights held by the shareholders attending the general meeting (including shareholders who attend the meeting via proxy). The content of the authorization shall be clear and specific.

**Article 14** For matters stipulated in the Articles of Association and these Rules

that fall within the approval authority of the board of directors, the board of directors may, in accordance with the Relevant Regulatory Rules and the Company's actual needs, delegate the approval authority under certain conditions and within a certain scope to the Secretary to the Board, one or more directors, the general manager, or other relevant parties. However, the statutory powers of the board of directors, as well as matters involving significant interests of the Company that require collective decision-making by the board of directors or submission to the general meeting for a resolution, may not be delegated.

The board of directors shall formulate specific administrative measures governing such delegation of authority in accordance with the Articles of Association and its appendices. These measures shall specify the fundamental scope, procedures, supervision, amendments, and responsibilities related to the delegation of authority.

### **CHAPTER 3 TYPES OF GENERAL MEETINGS**

**Article 15** General meetings are classified into annual general meetings and extraordinary general meetings. Except as otherwise provided in the Articles of Association and these Rules, general meetings shall be convened by the board of directors.

Any general meeting held in any given year other than the annual general meeting shall be classified as an extraordinary general meeting. Extraordinary general meetings shall be numbered sequentially based on the order in which they are held during the year.

The ordinary shares issued by the Company consist of domestic shares and foreign shares. If the Company proposes to change or abolish the rights of A share or H share shareholders, such changes or abolitions must be approved by the general meeting through a special resolution as stipulated in the Articles of Association and by holding a general meeting of A or H shareholders. Only A share or H share shareholders may attend such separate general meetings.

**Article 16** The annual general meeting shall be held once a year and shall take

place within six months after the end of the preceding accounting year.

**Article 17** Under any of the following circumstances, the board of directors shall hold an extraordinary general meeting within two months:

(1) The number of directors falls below the quorum stipulated by the Company Law or is less than two-thirds of the number required under the Articles of Association;

(2) The Company's uncovered losses amount to one-third of its total share capital;

(3) Shareholders individually and jointly holding 10% or more of the total voting shares issued and outstanding by the Company make a written request to hold an extraordinary general meeting;

(4) The board of directors considers it necessary;

(5) The audit committee proposes the holding of such a meeting;

(6) Other circumstances as required by the Relevant Regulatory Rules or the Articles of Association.

For item (3) above, the number of shares held by shareholders shall be calculated based on their holdings as of the date of the written request.

**Article 18** If the Company proposes to change or abolish the rights of A share or H share shareholders, such proposals must be approved by the general meeting through a special resolution as stipulated in the Articles of Association, and additionally by the affected A share or H share shareholders in their respective general meetings separately convened pursuant to Articles 106 to 110 of the Articles of Association.

## **CHAPTER 4 PROCEDURES FOR HOLDING A GENERAL MEETING**

### **Section 1 Proposers of the Proposal**

**Article 19** The content of general meeting's proposals shall fall within the scope of authority of the general meeting, have a clear subject for discussion and specific resolution matters, and comply with the relevant provisions of the laws, administrative regulations, and the Articles of Association.

**Article 20** When the Company holds a general meeting, the board of directors, the audit committee, or shareholders individually and jointly holding 1% or more of the total voting shares of the Company are entitled to submit proposals to the Company.

Shareholders individually and jointly holding 1% or more of the total voting shares of the Company may propose provisional proposals in written form 10 days before the general meeting and submit them to the convenor. The convenor shall, within 2 days of receipt, issue a supplemental notice of the general meeting to announce the provisional proposals and submit these proposals for consideration at the general meeting. Where stricter requirements are outlined in the Relevant Regulatory Rules, such rules shall prevail. However, provisional proposals that violate laws, administrative regulations, or the Articles of Association, or are outside the scope of the general meeting's authority, shall not be accepted.

Except as provided in the preceding paragraph, after the notice of the general meeting has been issued, the convenor shall not amend the proposals listed in the notice or add new proposals.

Proposals not listed in the general meeting notice or that fail to meet the requirements under Article 19 of these Rules shall not be subject to voting or resolution at the general meeting.

**Article 21** Proposals at general meetings are generally submitted by the board of directors. Where the audit committee or independent directors propose holding a general meeting after consideration and approval at a special meeting of independent directors, they shall be responsible for submitting proposals. Additionally, shareholders individually and jointly holding 10% or more of the Company's voting shares who propose holding a general meeting, whether or not the meeting is

convened by the board of directors, shall bear responsibility for submitting proposals.

## **Section 2 Collection of Proposals**

**Article 22** Before the chairman of the Board issues a notice regarding the holding of a Board meeting for a general meeting, the Secretary to the Board may collect proposals from shareholders individually holding 1% or more of the Company's voting shares, the audit committee, and the special meeting of independent directors. These proposals shall be submitted for consideration and approval by the board of directors and subsequently put forward as proposals for consideration at the general meeting.

**Article 23** At the annual general meeting, the board of directors shall present a report to the general meeting on its work for the previous year and submit the annual financial report. Each independent director shall also provide a written report detailing their performance of duties over the past year.

**Article 24** Proposals involving the following circumstances shall be deemed to constitute a change or abrogation of the rights of A shareholders or H shareholders. The board of directors shall submit such proposals to the general meetings of A shareholders or H shareholders for consideration:

(1) To increase or decrease the number of shares of such type, or to increase or decrease the number of shares of a type having voting rights, distribution rights, or other privileges equal or superior to those of the shares of such type;

(2) To change all or part of the shares of such type into shares of another type, or to change all or part of the shares of another type into shares of that type, or to grant such conversion rights;

(3) To cancel or reduce rights to accrued dividends or cumulative dividends attached to shares of such type;

- (4) To reduce or cancel preferential rights attached to shares of such type to receive dividends or to the distribution of assets in the event that the company is liquidated;
- (5) To add, cancel, or reduce share conversion rights, options, voting rights, transfer rights, pre-emptive rights, or rights to acquire company securities attached to shares of such type;
- (6) To cancel or reduce rights to receive payments payable by the Company in a particular currency attached to shares of such type;
- (7) To create a new type of shares with voting rights, distribution rights, or other privileges equal or superior to those of the shares of such type;
- (8) To impose restrictions or add restrictions on the transfer or ownership of shares of such type;
- (9) To issue rights to subscribe for or to convert into shares of such type or another type;
- (10) To increase the rights or privileges of shares of another type;
- (11) To restructure the company in such a way that causes shareholders of different type to bear different proportionate liability during the restructuring;
- (12) To amend or remove the provisions of Section 2 of Chapter 5 of the Articles of Association, "Special Procedures for Voting by A-share and H-share Shareholders."

### **Section 3 Notice of the Meetings**

#### **Article 25**

The notice of a general meeting shall be issued by the convenors of the meeting. Convenors of the meeting include the board of directors, the audit committee or shareholders individually and jointly holding 10% or more of the Company's voting shares.

**Article 26** When the Company holds an annual general meeting, a written notice shall be issued 20 days (excluding the date of the meeting) prior to the meeting. When the Company holds an extraordinary general meeting, a written notice shall be issued 15 days (excluding the date of the meeting) prior to the meeting, informing all registered shareholders of the matters to be considered at the meeting, and the date and venue of the meeting. The time of issuance of the notice shall simultaneously satisfy the relevant requirements of the Hong Kong Stock Exchange regarding the closure of register of members.

The notice of a general meeting shall be delivered to the shareholders (whether or not such shareholders are entitled to vote at the general meeting) by means of notification stipulated in the Articles of Association or other means permitted by the Relevant Regulatory Rules. Subject to the Relevant Regulatory Rules, the Company can issue the notice of a general meeting by way of announcement (including via the Company's website or electronic means), instead of delivering it to shareholders by hand or by pre-paid mail.

**Article 27** The notice of a general meeting of A or H shareholder shall be delivered only to the shareholders who are entitled to vote at such shareholders' meeting.

**Article 28** The notice of a general meeting shall satisfy the following requirements:

- (1) specify the venue, date, time and duration of the meeting;
- (2) set out the matters and proposals to be considered at the meeting;
- (3) Where the election of non-employee representative directors is scheduled to be considered at the general meeting, the notice shall fully disclose the detailed information about the director candidates, including at least the following contents:
  - 1. personal information as education background, working experience and part-time job;

2. whether he/she has any relationship with the Company, its controlling shareholders and de facto controllers, the Company's directors, senior management, and shareholders holding 5% or more of the shares;
3. whether there exist circumstances where, according to the requirements of the Company's Relevant Regulatory Rules, he/she can not be nominated as a director or senior management of a listed company;
4. disclosing the number of shares he/she held in the Company;
5. whether he/she received punishment from the securities regulatory institution authorized by the State Council and relevant authorities and the disciplinary actions from the securities exchange.

Except for the election of non-employee representative directors by means of cumulative voting, every non-employee representative director candidate shall be submitted in individual proposal.

(4) contain a clear statement that all ordinary shareholders are entitled to attend the general meeting and may appoint one or more proxies in writing to attend and vote at such meeting on their behalf and that such proxy needs not be a shareholder;

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

(6) state names and telephone numbers of the standing contact persons for the meeting;

(7) specify the voting time and voting procedures for online or other methods.

## **Article 29**

The notice and supplementary notice of the general meeting shall fully and completely disclose all the specific contents of all proposals, as well as all information or explanations necessary to enable shareholders



to make informed judgments on the matters to be discussed.

**Article 30** Shareholders individually and jointly holding 10% or more of the total voting shares of the Company have the right to propose in writing the holding of an extraordinary general meeting to the board of directors. The board of directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide written feedback regarding the approval or disapproval of the holding of the extraordinary general meeting within 10 days after receiving the request.

Where the board of directors approves the holding of an extraordinary general meeting, it shall issue a notice for holding the general meeting within 5 days after the board of director's resolution is made. Any alteration to the original request in the notice shall require the consent of the relevant shareholders.

Where the board of directors disapproves the holding of an extraordinary general meeting, or fails to provide feedback within 10 days after receiving the request, shareholders individually and jointly holding 10% or more of the total voting shares of the Company have the right to propose in writing the holding of an extraordinary general meeting to the audit committee, and shall submit such request to the audit committee in writing.

Where the audit committee approves the holding of an extraordinary general meeting, it shall issue a notice for holding the general meeting within 5 days after receiving the request. Any alteration to the original proposals in the notice shall require the consent of the relevant shareholders.

Where the audit committee fails to issue the notice of the general meeting within the stipulated period, it shall be deemed that the audit committee fails to convene and chair the general meeting, and shareholders individually and jointly holding 10% or more of the total voting shares of the Company for 90 consecutive days or more may convene and chair the meeting themselves.

**Article 31** The board of directors shall convene the general meeting in a timely manner within the prescribed period. Upon consideration and approval by a special meeting of independent directors, independent directors shall have the right to propose to the board of directors the holding of an extraordinary general meeting. With regard to the proposal by independent directors to hold an extraordinary general meeting, the board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, provide written feedback within 10 days of receiving the proposal, indicating whether it agrees or disagrees to hold the extraordinary general meeting. If the board of directors agrees to hold, it shall issue a notice of holding the general meeting within 5 days after making a written resolution; if it disagrees to convene an extraordinary general meeting, it shall state the reasons and make an announcement.

**Article 32** The audit committee shall be entitled to propose in writing the holding of an extraordinary general meeting to the board of directors, who shall, subject to the laws, administrative rules and the Articles of Association, make feedback in writing concerning approval or disapproval of the holding of the extraordinary general meeting within 10 days after its receipt of the proposal.

Where the board of directors approves the holding of the extraordinary general meeting, it shall issue the notice thereof within 5 days after the decision has been made by the board of directors, where the alteration upon the original request shall obtain the approval from the audit committee.

Where the board of directors disapproves the holding of the extraordinary general meeting or fails to make feedback in writing within 10 days after its receipt of the request, the board of directors shall be deemed unable or to have failed to perform its duties on holding of general meetings, and the audit committee shall convene and chair the meeting by itself.

**Article 33** Where the audit committee or shareholders decide to convene the

general meeting themselves, they shall notify the board of directors in written form and file with the stock exchange.

Prior to the announcement of the resolutions of the general meeting, the shareholding percentage of the convening shareholders shall not be less than 10%.

The audit committee or the convening shareholders shall, at the time of issuing the notice of the general meeting and the announcement of the resolutions of the general meeting, provide relevant supporting documents to the stock exchange.

**Article 34** With respect to the general meeting convened by the audit committee or the shareholders themselves, the board of directors and the Secretary to the Board shall cooperate. The board of directors shall provide the register of shareholders as at the record date. If the board of directors fails to provide the register of members, the convenor may apply to the securities registration and settlement institution to obtain it, holding the relevant announcement of the notice to convene the general meeting. The register of members obtained by the convenor shall not be used for any purpose other than holding the general meeting.

**Article 35** Where the general meeting is convened by the audit committee or shareholders themselves, the necessary cost of the meeting shall be borne by the Company.

#### **Section 4 Holding and Postponement of Meetings**

**Article 36** The venue for holding a general meeting shall be the city where the Company is located or another place as specified in the notice by the convenor. A physical meeting venue will be arranged for the general meeting. In addition, the Company will, as necessary and on the premise of ensuring the legality and validity of the general meeting, adopt safe, economical and convenient means such as online voting, electronic communication meetings permitted under the Relevant Regulatory Rules, or other modern information technologies to facilitate shareholders' participation.

**Article 37** After the convenors of a meeting have issued the notice of the general meeting, the general meeting shall not be postponed or cancelled without proper reasons, and the proposals set out in the notice of the general meeting shall not be cancelled. Where a postponement or cancellation is necessary, the convenors shall publish an announcement at least two working days before the originally scheduled date of the general meeting and explain the reasons.

### **Section 5 Registration of the Meeting**

**Article 38** The Company shall be responsible for preparing a shareholder attendance register for the on-site general meeting, which shall be signed by the shareholders or their proxies attending the meeting. The shareholder attendance register shall set out the names (or names of entities) of the attendees, identification document numbers, the number of voting shares held or represented, names of the proxies (or names of entities), and other relevant matters.

**Article 39** The convenor and the legal advisor engaged by the Company shall, based on the register of shareholders provided by the securities registration and clearing institution, jointly verify the legality of the shareholder qualifications and register the names (or entity names) of the shareholders and the number of voting shares held. Unless otherwise determined by the Company, the registration of the meeting shall conclude before the chairman of the meeting announces the number of shareholders and proxies attending the on-site meeting and the total number of voting shares held by them.

In addition to the above, the registration for shareholders or their proxies attending the general meeting shall also include:

(1) requests to speak and the content of the speech (if any);

(2) collection of voting slips according to the number of shares held or represented by the shareholders or their proxies.

**Article 40** A shareholder may attend the general meeting in person or appoint a proxy to attend and vote on his/her behalf. In order to ensure the solemnity and proper order of the general meeting, the Company shall have the right to refuse persons other than those stated above to enter into the venue.

**Article 41** The proxy form issued by a shareholder authorizing another person to attend the general meeting shall contain the following particulars:

(1) the name or entity name of the principal and the class and number of shares held in the Company;

(2) the name or entity name of the proxy;

(3) specific instructions from the shareholder, including voting instructions in favor of, against, or abstained from voting of each resolution included in the notice of the general meeting;

(4) the date of execution and the validity period of the proxy form;

(5) the signature (or seal) of the principal or of the agent appointed in writing by the principal. Where the principal is a legal person shareholder, the proxy form shall bear the seal of the legal person or be signed by its director or a duly appointed agent.

**Article 42** The proxy form shall be lodged with the Company's premises or such other place as specified in the notice convening the meeting by means permitted by the Relevant Regulatory Rules at least twenty-four hours prior to the relevant meeting or twenty-four hours prior to the scheduled voting time for which the proxy is appointed to vote. Where the proxy form is signed by a person authorized by the principal, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney and other authorization documents, together with the proxy form, shall be lodged with the Company's premises or such other place as specified in the notice convening the meeting.

**Article 43** Shareholders attending a general meeting shall fulfil registration procedures. Shareholders shall produce the following documents for registration purposes:

(1) Individual shareholders: If personally attending the meeting, such shareholder shall produce his/her valid identification documents, or other effective certificates or proofs indicating his/her identity; where a proxy is appointed to attend the meeting, the proxy shall produce his/her own valid identification documents and the power of attorney, and provide the Company with information enabling the Company to confirm the identity of his/her principal as a shareholder.

(2) Legal person shareholders: Legal person shareholders shall attend the meeting through their legal representatives or agent authorised by their legal representatives. If a legal representative is appointed to attend the meeting, the legal representative shall produce his/her valid identification documents and proof of his/her qualification as a legal representative, and he/she shall provide the Company with the information enabling the Company to confirm the identity of the legal person shareholder; where an agent is appointed by the legal representative of a legal person shareholder to attend the meeting, the agent shall produce his/her own valid identification documents, the written power of attorney issued by the legal representative pursuant to law, and shall provide information enabling the Company to confirm the identity of the principal as a legal person shareholder.

**Article 44** Where a shareholder or a proxy requests to speak at the general meeting, he/she shall register with the Company prior to the meeting. The number of speakers shall be limited to ten. If there are more than ten speakers, the top ten shareholders or proxies who have the largest shareholdings shall have the right to speak in an order according to the priority of higher shareholdings. With the consent of the chairman of the meeting, other shareholders or proxies may also speak.

### **Section 6 Holding a Meeting**

**Article 45** The board of directors and other convenor of the Company shall take

necessary measures to ensure the normal order of the general meeting. Any acts interfering with the general meeting, provoking incidents and infringing the lawful rights of the shareholders shall be prevented with precautions, stopped and reported to the relevant departments for investigation and prosecution.

**Article 46** A general meeting shall be chaired by the Chairman of the Board. If the Chairman of the Board is unable or fails to perform his duty, the Vice-chairman of the Board (if the Company has two or more Vice-chairmen of the Board, the one recommended by a majority of the total directors) shall chair the meeting, if the Vice-chairman of the Board is unable or fails to perform his duty, the director recommended by a majority of the total directors shall chair the meeting.

Where the general meeting is convened by the audit committee, the meeting shall be chaired by the chairman of the audit committee. Where the chairman of the audit committee is unable or fails to perform his/her duty, the meeting shall be chaired by an audit committee member recommended by a majority of all the audit committee members.

Where the general meeting is convened by the shareholders, the meeting shall be chaired by the convenor or his/her recommended representative.

Where the chairman of the meeting violates these Rules so that the meeting is unable to continue, a chairman of the meeting may, with the approval of a majority of the votes from the shareholders attending the on-site meeting, be elected from and by the general meeting to continue the meeting.

**Article 47** The chairman of the meeting shall declare that the meeting commences at the scheduled time after he has been informed that the participants are in compliance with legal requirements and speakers are registered. In any of the following circumstances, the meeting may be declared to commence later than the time scheduled:

(1) when any equipment of the venue is out of order so that the meeting

cannot hold as usual;

(2) when any matters of material importance take place affecting the holding of the meeting.

**Article 48** After the chairman of the meeting has declared the official commencement of the meeting, he shall firstly announce that the number of shareholders attending the meeting and the number of shares represented by such shareholders are in compliance with the legal requirements. Subsequently he shall read out the agenda as stated in the notice of the meeting, and shall enquire whether any person attending the meeting has any objection to the voting order of the proposals.

**Article 49** After the chairman of the meeting has made enquiries regarding the agenda, he shall read out the proposals, and the proposals shall be explained by the following persons:

(1) Where the proposal is put forward by the board of directors, the proposal shall be explained by the Chairman of the Board or other persons designated by the Chairman of the Board;

(2) Where the proposal is put forward by party other than the board of directors, the proposal shall be explained by such party or its legal representative or lawful and valid proxy.

**Article 50** Proposals included in the agenda shall be considered before voting. Reasonable time shall be given at the general meeting for each proposal to be discussed, and the chairman of the meeting shall orally ask the shareholders attending the meeting whether they have completed the consideration procedures. Consideration procedures shall be regarded as completed if there are no objections by shareholders attending the meeting.

**Article 51** No shareholder shall speak for more than twice at the meeting without the consent of the chairman of the board. A shareholder is allowed to speak for no more than five minutes for the first time, and no more than three minutes for the second time. When a shareholder requests to speak,



he shall only do so if he does not interrupt the report which is being made by the meeting reporter or speeches which are being made by other shareholders.

**Article 52** Where the general meeting requests directors and senior management to be present the meeting, the directors and senior management shall be present and accept shareholders' enquiries.

**Article 53** Shareholders may raise suggestions or enquiries to the Company at the general meeting. Save for those involving the Company's business secrets which cannot be publicly disclosed at the general meeting, directors and senior management shall, under the premise of adhering to the principle of fair information disclosure, provide explanations and clarifications regarding shareholders' enquiries and suggestions at the general meeting.

**Article 54** The chairman of the meeting shall, prior to the vote, announce the total number of the shareholders and the proxies attending the on-site meeting and the total number of the voting shares held by them according to the meeting registration.

## **Section 7 Voting and Resolution**

**Article 55** General meeting shall resolve on any specific proposals.

**Article 56** Matters not included in the notice holding the general meeting shall not be resolved on at such a meeting. In approving the proposals included in the notice of a general meeting, no alteration shall be made to such proposals. Otherwise, any alteration shall be deemed to be a new proposal and shall not be voted on at that general meeting.

**Article 57** Except for the cumulative voting, the general meeting shall resolve on all proposals included in the agenda one by one. Where different proposals are put forward at the general meeting for the same matter, such proposals shall be resolved on in the order of time in which they are put forward. Unless the general meeting is adjourned or fails to make any resolution due to force majeure or other special reasons, no

proposal shall be delayed or fail to be put to vote for any reason.

**Article 58** When the general meeting elects 2 or more directors other than employee representative directors, cumulative voting shall be adopted.

Cumulative voting means that every share shall, on electing directors other than employee representative directors in the general meeting, have the same voting power as that of the candidate directors, and the voting power possessed by the shareholders may be exercised uniformly. The details of the cumulative voting are as follows:

(1) Where the number of directors to be elected is two or more, the cumulative voting shall be adopted.

(2) Where a cumulative voting system is adopted, each of the shares held by a shareholder shall carry the same number of votes as the number of directors to be elected under each proposal group.

(3) The notice of a general meeting shall notify the shareholders that a cumulative voting system will be adopted for the proposals of election of directors. Before the general meeting votes on the director candidates, the convenors of the meeting must prepare ballots suitable for cumulative voting, and the Secretary to the Board shall explain and clarify the cumulative voting system, the completion of the ballots, and the methods of counting the votes.

(4) In casting his votes for the director candidates at a general meeting, a shareholder may exercise his voting rights by spreading his votes evenly and cast for each of the candidates the number of votes corresponding to the number of shares he holds; or he may focus his votes on one candidate and cast for a particular candidate the total number of votes carried by all of his shares while the number of voting rights carried by each of his shares is the same as the number of directors to be elected; or he may spread his votes over several candidates and cast for each of them part of the total number of votes carried by the shares he holds while the number of voting rights carried by each of his shares is the same as the number of directors to be elected.

(5) Shareholders shall cast votes limited to the number of votes for each proposal group. Upon exercising all of his voting rights by focusing his votes on one or several of the candidates while the number of voting rights carried by each of his shares is the same as the number of directors to be elected under that proposal group, a shareholder will not have any voting rights for other candidates under that proposal group.

(6) Where the total number of votes cast by a shareholder for one or several of the candidates exceed the number of votes carried by the total number of shares held by him under that proposal group, or where the votes cast in a differential election exceed the number of directors to be elected, the votes cast by such shareholder shall be invalid, and the shareholder shall be deemed to have abstained from voting. Where the total number of votes cast for one or several candidates by a shareholder is less than the number of votes carried by the total number of shares held by such a shareholder under that proposal group, the votes cast by such shareholder shall be valid, and the voting rights attached to the shortfall between the votes actually cast and the votes which the shareholder is entitled to cast shall be deemed to have been abstained by the shareholder.

(7) Where the number of approval votes won by a director candidate exceeds one-half of the total voting shares (to be calculated according to the number of shares if the cumulative voting is not adopted) represented by the shareholders present at the general meeting, the candidate shall be the elected director. If the number of the elected directors at a general meeting exceeds the number of directors to be elected, those candidates who receive the largest number of approval votes shall be elected as directors; if the number of directors elected at a general meeting is less than the number of directors to be elected, a new round of voting shall be carried out for the purpose of filling such directorship vacancies, until all the directors to be elected are validly elected.

(8) Where a new round of voting is carried out according to the provisions of paragraph (7) of this article at the general meeting, the

number of votes cast by the shareholders in the cumulative voting shall be re-counted according to the number of directors to be elected in the new round of voting.

(9) Independent directors and non-independent directors shall be elected separately.

If there is any inconsistency between the Relevant Regulatory Rules concerning the cumulative voting system and the Articles of Association and these Rules, the board of directors may decide to adopt an appropriate cumulative voting system without violating such relevant regulatory rules.

**Article 59** In considering the proposals on the election of directors other than employee representative directors at a general meeting, shareholders shall vote on the candidates of directors one by one.

**Article 60** The chairman of the meeting shall, prior to the vote, remind the shareholders attending the meeting that the meeting will vote on the proposals by poll.

Shareholders (including shareholders who appoint proxies to attend the general meeting) shall, when voting at the general meeting, exercise voting rights in accordance with the number of voting shares represented by them. Except where cumulative voting is applicable, each share shall carry one voting right.

When the general meeting considers significant matters affecting the interests of small and medium investors, votes of small and medium investors shall be counted separately. The results of separate counting shall be promptly publicly disclosed.

The Company's own shares held by itself shall have no voting rights and such shares shall not be counted in the total number of voting shares attending the general meeting.

If a shareholder's purchase of the Company's voting shares violates the

provisions of Article 63, Paragraph 1 and 2 of the Securities Law, the portion of shares exceeding the prescribed proportion shall not exercise voting rights within 36 months after the purchase, and shall not be counted in the total number of voting shares attending the general meeting.

The Company's board of directors, independent directors and shareholders holding 1% or more of the voting shares, or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the China Securities Regulatory Commission, may publicly solicit shareholder voting rights. The solicitation of shareholder voting rights shall fully disclose specific voting intentions and other information to the solicited parties. It is prohibited to solicit shareholder voting rights in a paid or disguised paid manner. Except for statutory conditions, the Company does not impose minimum shareholding ratio restrictions on the solicitation of voting rights.

**Article 61** The same voting power shall choose only one of such means as on site voting, online voting or otherwise. Where repeated voting arises in the same voting power, the power of such repeated voting should be handled according to the notice of the general meeting.

**Article 62** Resolution of a general meeting shall be classified to ordinary resolution or special resolution.

(i) Ordinary resolution

1. Ordinary resolution shall be passed by votes representing a majority of the total amount of the voting rights represented by the shareholders (including shareholders who appoint proxies to attend the general meeting) attending the general meeting.

2. The following matter shall be approved by an ordinary resolution at general meetings:

(1) work reports of the board of directors;

(2) profit distribution plans and loss recovery plans formulated by the board of directors;

(3) appointment and removal of members of the board of directors, and matters concerning directors' remuneration and its payment methods;

(4) matters other than those which are required by Relevant Regulatory Rules or by the Articles of Association and its annexes to be passed by special resolutions.

(ii) Special resolution

1. Special resolution shall be passed by votes representing two thirds or more of the total amount of the voting rights represented by the shareholders (including shareholders who appoint proxies to attend the general meeting) attending the general meeting.

2. The following matter shall be approved by a special resolution at general meetings:

(1) increase or reduction in the Company's registered capital;

(2) division, merger (where the consideration paid exceeds 10% of the Company's net assets), dissolution, liquidation or change of corporate form of the Company;

(3) amendment to the Articles of Association and its appendices;

(4) where the Company purchases or disposes of significant assets, or provides guarantees to others, with an amount exceeding 30% of the Company's latest audited total assets within one year;

(5) stock incentive schemes;

(6) any other matters required by Relevant Regulatory Rules or the Articles of Association and its appendices, or deemed by an ordinary

resolution of the general meeting to have a material impact on the Company, and thus requiring approval by special resolutions.

**Article 63** As far as any matter relating to sub-paragraphs (2) to (8), (11) to (12) of Article 24 of these Rules, the affected A share or H share shareholders, whether or not such shareholders originally have the right to vote at general meetings, shall have the right to vote at the separate general meetings of A shareholders or H shareholders. However, interested shareholders shall not be entitled to vote at such general meetings.

**Article 64** Resolutions of the general meeting of A shareholders or H shareholders shall be passed by votes representing two thirds or more of the voting rights of shareholders of the relevant A shareholders or H shareholders attending the meeting.

Upon approval by a special resolution of the general meeting, the Company can issue A shares or H shares separately or simultaneously within 12 months, provided that the number of A shares and H shares to be issued does not exceed 20% of the number of the issued shares of A shares and H shares. Such issuance shall not be subject to the approval by the A shareholders or H shareholders at their respective shareholders meeting by special resolution.

**Article 65** Where a connected transaction is being considered at a general meeting, the connected shareholders shall abstain from voting, and the voting rights represented by the shares held by them shall not be counted as the total number of valid votes. The poll result of the non-connected shareholders shall be fully disclosed in the announcement in relation to the resolutions passed at the general meeting.

To the best of the Company's knowledge, if any shareholder is required to abstain from voting or may only vote for or against a matter according to the Relevant Regulatory Rules, any vote by such shareholder or his proxy in violation of the relevant rules or restrictions referred to above shall not be counted in the poll results.

**Article 66** The shareholders attending the meeting shall express one of the following opinions on the proposals submitted for voting: for, against or abstention. This excludes cases where securities registration and settlement institutions, as nominee holders of the shares under Mainland China-Hong Kong Stock Connect mechanism, declare according to the beneficiary owner's intentions. For H shares held by HKSCC Nominees Limited, the number of shares entrusted to vote at the meeting shall be taken as the number of shares with voting rights represented by HKSCC Nominees Limited to attend the meeting.

The shareholders and their proxies attend the meeting shall carefully complete the ballot papers as required. Ballot papers that are not filled, incorrectly filled, illegible, or uncast shall be deemed as the voter waiving their voting rights, and the poll result of the shares held by them shall be counted as "abstention". When the Company calculates the poll results for such matters, abstention votes shall be included in the total number of votes with voting rights and participating in the voting.

**Article 67** Prior to voting, the general meeting shall nominate two shareholder representatives to participate in counting and supervising the voting. Where the matter to be consideration is related to a shareholder, the relevant shareholder and proxy shall not participate in counting and supervising the voting.

When the general meeting is voting, the legal advisor and shareholder representative shall be jointly responsible for vote calculation and supervision, and shall announce the poll result at the meeting. The poll results shall be recorded in the minutes of the meeting.

Such a shareholder or its proxy of the Company who casts vote via Internet or other means shall be entitled to examine its poll result via the corresponding voting system.

**Article 68** Prior to the formal announcement of the poll result, the Company, vote counters, vote supervisors, shareholders, Internet service providers and other relevant parties involved in the voting at the on-site general



meeting, voting through Internet and by other means shall bear confidential obligations regarding the voting situation.

**Article 69** If the chairman of the meeting has any doubt about the result of a resolution submitted for voting, he may have the votes counted; if the chairman of the meeting does not count the votes, and a shareholder or proxy attending the meeting objects to the result announced by the chairman of the meeting, he shall have the right to request a vote count immediately after the announcement, and the chairman of the meeting shall immediately proceed with the vote count.

**Article 70** If the general meeting carries out a vote count, the vote count result shall be recorded in the minutes of the meeting.

The general meeting shall have minutes, for which the Secretary to the Board shall be responsible. The minutes of the meeting shall record the following contents:

- (1) time, venue, agenda and name or entity name of the convenor of the meeting;
- (2) name of the chairman of the meeting and the directors and senior management attending or present at the meeting;
- (3) number of shareholders and proxies attending the meeting, the total number of voting shares held by them and their proportion in the total shares of the Company;
- (4) the consideration process, key points of speeches and poll results for each proposal;
- (5) shareholders' enquiries or suggestions and corresponding replies or explanations;
- (6) names of the legal advisor, vote counters and vote supervisors;
- (7) other contents that shall be recorded in the minutes of the meeting

in accordance with the Articles of Association.

The convenor shall ensure that the content of the minutes is true, accurate and complete. The directors, the Secretary to the Board, convenor or his representative, and the chairman of the meeting who attended or were present at the meeting shall sign the minutes of the meeting. The minutes of the general meeting shall be kept together with the attendance list of shareholders attending the meeting, proxy forms for absent shareholders, and valid data on voting by Internet or other means, for at least 10 years.

**Article 71** In respect of the holding of a general meeting, the Company shall legally engage legal advisor to attend the general meeting, to issue legal opinions on the following matters, and to publicly disclose them:

(1) whether the procedures for holding and holding the meeting comply with laws, administrative regulations, and the Articles of Association;

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

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

(4) legal opinions on other relevant issues as requested by the Company.

### **Section 8 Adjournment of a Meeting**

**Article 72** If, in the course of the meeting, disputes arising out of the identity of any shareholder or the results of the vote counting and so on cannot be resolved on site in such a way that the order of the meeting is affected and the meeting cannot proceed as usual, the chairman of the meeting shall declare an adjournment of the meeting.

If the foregoing circumstances cease to exist, the chairman of the meeting shall notify the shareholders of the resumption of the meeting as soon as possible.

**Article 73** The convenor shall ensure the continuity of the general meeting until the final resolution is achieved. Where a general meeting is adjourned or fails to make any resolution due to force majeure or any other extraordinary reasons, the convenor shall take all necessary measures to resume the general meeting as soon as possible or directly terminate such general meeting, and shall announce it immediately. Meanwhile, the convenor shall report to the local branch of the China Securities Regulatory Commission and the securities exchange.

### **Section 9 Post-meeting Affairs and Announcement**

**Article 74** The Secretary to the Board shall be responsible for submitting the minutes of the meeting and the resolutions and other relevant documentation to the relevant regulatory authorities in accordance with Relevant Regulatory Rules after the meeting. He shall also be responsible for handling the announcement to be published in media that comply with the conditions stipulated by the securities regulatory authority of the place where the Company's shares are listed.

**Article 75** The resolutions of the general meeting shall be announced promptly, and the announcement shall state the number of the shareholders and their proxies attending the meeting, the total number of voting shares held by them and the percentage of such shares out of the total voting shares of the Company, the method of voting, the poll result of each proposal and the detailed content of each resolution passed.

The poll results announcement of the general meeting shall be published in newspapers and on the Company's website that comply with the conditions stipulated by the securities regulatory authority of the place where the Company's shares are listed, and the contents of the announcement shall fulfill the requirements of the Relevant Regulatory Rules.

Where the proposals are not passed or the previous resolutions are altered in the general meeting, it shall be clearly stated in the poll results announcement of such general meeting.

**Article 76** The Secretary to the board shall be responsible for keeping written information such as the register of shareholders attending the on-site meeting, proxy forms, voting statistical sheet, minutes of the meeting, legal opinions endorsed by solicitor(s) and announcements of resolutions.

## **CHAPTER 5 SUPPLEMENTARY ARTICLES**

**Article 77** Unless otherwise specified, the terms used in these Rules shall have the same meanings as those terms in the Articles of Association.

**Article 78** Where any relevant matters are not covered in these Rules or where these Rules conflict with the Relevant Regulatory Rules, the provisions of the Articles of Association, or resolutions of the general meeting promulgated from time to time, those Relevant Regulatory Rules, the provisions of the Articles of Association, or resolutions of the general meeting shall prevail.

**Article 79** The formulation and amendment of these Rules shall be submitted to the general meeting for approval by a special resolution after being approved by two-thirds or more of all directors of the Company.

**Article 80** The board of directors shall be responsible for interpreting these Rules.