

# 中创智领（郑州）工业技术集团股份有限公司 股东会议事规则

## **Procedural Rules for Shareholders' General Meetings of ZMJ Group Company Limited**

（2025 年第二次修订，尚需提交股东会审议批准）

(Second revised in 2025, to be approved by the Shareholders' General Meeting)

2025 年 4 月 28 日

28 April 2025

**第一条** 为规范公司行为，保证股东会依法行使职权，根据《中华人民共和国公司法》（以下简称“《公司法》”）、《中华人民共和国证券法》（以下简称“《证券法》”）、《上市公司治理准则》、《上海证券交易所股票上市规则》、《上市公司股东会规则》和《香港联合交易所有限公司证券上市规则》（以下简称“《香港上市规则》”）等相关法律、法规、规范性文件的要求和《中创智领（郑州）工业技术集团股份有限公司章程》（以下简称“公司章程”）的有关规定，制定本规则。

**Article 1** In order to regulate the conduct of the Company and to ensure that the shareholders' general meeting legitimately exercises its powers and functions, these Rules of Procedures are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Code of Corporate Governance for Listed Companies, the Rules of Shanghai Stock Exchange on Listing Stocks, the Rules for the Shareholders' General Meeting of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and other relevant laws, regulations and regulatory documents and the relevant provisions of the Articles of Association of ZMJ Group Company Limited (the "Articles of Association").

**第二条** 公司股东会的召集、提案、通知、召开等事项适用本规则。

**Article 2** These Rules shall apply to matters such as the convening, submission of proposals, notification, and holding of shareholders' general meetings of the Companies.

**第三条** 公司应当严格按照法律、行政法规、公司章程以及本规则的相关规定召开股东会，保证股东能够依法行使权利。

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

公司董事会应当切实履行职责，认真、按时组织股东会。公司全体董事应当勤勉尽责，确保股东会正常召开和依法行使职权。

The Board of Directors of the Company shall faithfully perform its obligations, and shall organize the shareholders' general meetings prudently and timely. The directors are obliged to diligently fulfill their obligations to ensure that the shareholders' general meetings are convened and held in an orderly manner and the functions and powers of the meetings are exercised in accordance with the law.

**第四条** 股东会应当在《公司法》等相关法律、行政法规、规范性文件和公司章程规定的范围内行使职权。

**Article 4** The shareholders' general meeting shall exercise its functions and powers pursuant to relevant laws, administrative regulations, and normative documents, including the *Company Law*, as well as the Company's Articles of Association.

**第五条** 股东会分为年度股东会和临时股东会。年度股东会每年召开 1 次，应当于上一会计年度结束后的 6 个月内举行。临时股东会不定期召开，出现下列情形之一的，临时股东会应

当在 2 个月内召开：

**Article 5** Shareholders' general meetings are divided into annual general meetings and extraordinary general meetings. Annual general meetings are held once every year and within 6 months from the end of the preceding financial year, while the extraordinary general meetings are held irregularly. In any of the following circumstances, an extraordinary general meeting shall be convened within 2 months:

- (一) 董事人数不足《公司法》规定人数或者公司章程所定人数的 2/3 时；  
where the number of directors is less than the number required by the Company Law or less than two-thirds of the number stipulated in the Articles of Association;
- (二) 公司未弥补的亏损达股本总额 1/3 时；  
where the unrecovered losses of the Company amount to one third of the total amount of its share capital;
- (三) 单独或者合计持有公司 10%（不含投票代理权）以上股份的股东请求时；  
where shareholder(s) singly or jointly holding 10% or more of the Company's shares (excluding voting proxy) request(s) for convening an extraordinary general meeting;
- (四) 董事会认为必要时；  
where the Board of Directors deems necessary;
- (五) 审计与风险管理委员会提议召开时；  
where the audit and risk management committee proposes to convene such a meeting;
- (六) 法律、行政法规、部门规章或公司章程规定的其他情形。  
other circumstances stipulated by the laws, administrative regulations, departmental rules and regulations, or the Articles of Association.

公司在上述期限内不能召开股东会的，应当报告公司所在地中国证券监督管理部门派出机构和公司股票上市地证券交易所，说明原因并公告。

If the Company fails to convene shareholders' general meetings for any reason during the above-mentioned period, the Company shall report to the local securities regulator where the Company locates, and the stock exchanges where its stocks are listed, explaining the reasons and shall publish public announcement.

**第六条** 公司召开股东会，应当聘请律师对以下问题出具法律意见并公告：

**Article 6** When convening a shareholder's general meeting, the Company shall appoint a lawyer to issue a legal opinion on the following matters and make announcements in relation thereto:

- (一) 会议的召集、召开程序是否符合法律、行政法规、公司章程和本规则的规定；  
whether the procedures of convening and holding the shareholders' general meeting comply with the laws, administrative regulations, the Company's Articles of Association, and these Rules;
- (二) 出席会议人员的资格、召集人资格是否合法有效；  
whether the qualifications of the persons attending the general meeting and the convener are

legally valid;

(三) 会议的表决程序、表决结果是否合法有效;

whether the procedures of resolution and the results of resolution are legally valid;

(四) 应公司要求对其他有关问题出具的法律意见。

any other matters as required by the Company.

公司董事会也可同时聘请公证人员出席股东会。

The Board of Directors of the Company may also appoint notaries to attend the shareholders' general meeting.

**第七条** 董事会应当在本规则第五条规定的期限内按时召集股东会。

**Article 7** The Board of Directors shall convene shareholders' general meetings in a timely manner within the period specified by Article 5 hereof.

**第八条** 经全体独立董事过半数同意，独立董事有权向董事会提议召开临时股东会。对独立董事要求召开临时股东会的提议，董事会应当根据法律、行政法规、公司章程和本规则的规定，在收到提议后 10 日内提出同意或不同意召开临时股东会的书面反馈意见。

**Article 8** With the consent of more than half of all independent directors, independent directors shall have the right to request the Board of Directors to convene an extraordinary general meeting. Whenever any independent director raises such a request, the Board of Directors shall, in accordance with the laws, administrative regulations, the Company's Articles of Association, and these Rules, reply in writing stating whether such request is consented or not within 10 days after receipt of the request.

董事会同意召开临时股东会的，应当在作出董事会决议后的 5 日内发出召开股东会的通知；董事会不同意召开临时股东会的，应当说明理由并公告。

If the Board of Directors consents to the request, a notice of convening the shareholders' general meeting shall be issued within 5 days after the resolution has been made by the Board of Directors; if the Board of Directors refuses the request, the Board of Directors shall explain and publish public announcements.

**第九条** 审计与风险管理委员会有权向董事会提议召开临时股东会，并应当以书面形式向董事会提出。董事会应当根据法律、行政法规、公司章程和本规则的规定，在收到提议后 10 日内提出同意或不同意召开临时股东会的书面反馈意见。

**Article 9** The audit and risk management committee may request the Board of Directors to convene an extraordinary general meeting in writing. The Board of Directors shall, in accordance with the laws, administrative regulations, the Company's Articles of Association, and these Rules, reply in writing stating whether such request is consented or not within 10 days after receipt of the request.

董事会同意召开临时股东会的，应当在作出董事会决议后的 5 日内发出召开股东会的通知，通知中对原提议的变更，应当征得审计与风险管理委员会的同意。

If the Board of Directors consents to the request, a notice of convening the shareholders' general meeting shall be issued within 5 days after the resolution has been adopted by the Board of

Directors. In cases where the agenda proposed by the audit and risk management committee has been changed in such notice, consent from the audit and risk management committee shall be obtained.

董事会不同意召开临时股东会，或者在收到提议后 10 日内未作出书面反馈的，视为董事会不能履行或者不履行召集股东会会议职责，审计与风险管理委员会可以自行召集和主持。

If the Board of Directors refuses the request, or the Board of Directors has not replied in writing stating whether such request is consented to or not within 10 days after receipt of the request, the Board of Directors shall be deemed as unable to convene or not convening such shareholders' general meeting. The audit and risk management committee can then convene and preside at a general meeting by itself.

**第十条** 单独或者合计持有公司 10%以上股份的股东有权向董事会请求召开临时股东会，并应当以书面形式向董事会提出。董事会应当根据法律、行政法规、公司章程和本规则的规定，在收到请求后 10 日内提出同意或不同意召开临时股东会的书面反馈意见。

**Article 10** Shareholder(s) singly or jointly holding 10% or more of the Company's shares shall have the right to request the Board of Directors to convene an extraordinary general meeting in writing. The Board of Directors shall, in accordance with the laws, administrative regulations, the Company's Articles of Association, and these Rules, reply in writing stating whether such request is consented or not within 10 days after receipt of the request.

董事会同意召开临时股东会的，应当在作出董事会决议后的 5 日内发出召开股东会的通知，通知中对原请求的变更，应当征得相关股东的同意。

If the Board of Directors consents to the request, a notice of convening the shareholders' general meeting shall be issued within 5 days after the resolution has been adopted by the Board of Directors. In cases where the agenda proposed by the shareholder(s) has been changed in such notice, consent from relevant shareholder(s) shall be obtained.

董事会不同意召开临时股东会，或者在收到请求后 10 日内未作出反馈的，单独或者合计持有公司 10%以上股份的股东有权向审计与风险管理委员会提议召开临时股东会，并应当以书面形式向审计与风险管理委员会提出请求。

If the Board of Directors refuses the request, or the Board of Directors has not replied in writing stating whether such request is consented to or not within 10 days after receipt of the request, the shareholder(s) singly or jointly holding 10% or more of the Company's shares shall have the right to request the audit and risk management committee to convene an extraordinary general meeting in writing.

审计与风险管理委员会同意召开临时股东会的，应在收到请求 5 日内发出召开股东会的通知，通知中对原请求的变更，应当征得相关股东的同意。

If the audit and risk management committee consents to the request, a notice of convening the shareholders' general meeting shall be issued within 5 days after receipt of the request. In cases where the agenda proposed by the shareholder(s) has been changed in such notice, consent from relevant shareholder(s) shall be obtained.

审计与风险管理委员会未在规定期限内发出股东会通知的，视为审计与风险管理委员会不召

集和主持股东会，连续 90 日以上单独或者合计持有公司 10%以上股份的股东可以自行召集和主持。

If the audit and risk management committee has not issued any notice of convening the shareholders' general meeting within the specified period, the audit and risk management committee shall be deemed as not convening and chairing such shareholders' general meeting. In case such circumstance lasts for over 90 consecutive days, the shareholder(s) singly or jointly holding 10% or more of the Company's shares can then convene and preside at a general meeting by itself (themselves).

股东因董事会和审计与风险管理委员会未应前述要求举行会议而自行召集并举行会议的，其所发生的合理费用，应当由公司承担，并从公司欠付失职董事的款项中扣除。

All reasonable expenses incurred for such meeting convened by the shareholder(s) as a result of the failure of the Board of Directors and the audit and risk management committee to convene a meeting as required by the above request(s) shall be borne by the Company and deducted from the payment due to the negligent director(s) from the Company.

**第十一条** 审计与风险管理委员会或股东决定自行召集股东会的，应当书面通知董事会，同时向公司股票上市地证券交易所备案。

**Article 11** If the audit and risk management committee or shareholders decide to convene the shareholders' general meeting on their own initiative, they shall notify the Board in writing and file the notice of meeting with the stock exchanges at the place where the Company is listed for records.

在股东会决议公告前，召集股东持股比例不得低于 10%。

The shareholder(s) entitled to convening the shareholders' general meeting must hold no less than ten percent (10%) of shares in the Company immediately before the resolution of such meeting is announced.

审计与风险管理委员会或召集股东（视具体情况而定）应在发出股东会通知及发布股东会决议公告时，向公司股票上市地证券交易所提交有关证明材料。

The audit and risk management committee or the shareholders convening the shareholders' general meeting (depending on the specific circumstances) shall at the time when a notice of the shareholders' general meeting is sent and the resolution of the shareholders' general meeting is announced, submit relevant supporting documents to the stock exchanges at the place where the Company is listed.

**第十二条** 对于审计与风险管理委员会或股东自行召集的股东会，董事会和董事会秘书应予配合。董事会应当提供股权登记日的股东名册。董事会未提供股东名册的，召集人可以持召集股东会通知的相关公告，向证券登记结算机构和/或境外代理机构申请获取。召集人所获取的股东名册不得用于除召开股东会以外的其他用途。

**Article 12** The Board of Directors and its secretary shall act cooperatively in relation to the extraordinary shareholders' general meeting convened by the audit and risk management committee or the requesting shareholders. The Board of Directors shall provide the shareholder register on the closing date of registration, failing of which shall entitle the convener to apply for

such shareholder register from the securities registrar and settlement institute and/or overseas agency by producing the relevant announcement convening the extraordinary shareholders' general meeting. The convener shall not use such shareholder register so obtained for any purposes other than convening the shareholders' general meeting.

**第十三条** 审计与风险管理委员会或股东自行召集的股东会，会议所必需的费用由公司承担。  
**Article 13** All necessary expenses incurred for such shareholders' general meeting convened by the audit and risk management committee or shareholders shall be borne by the Company.

**第十四条** 提案的内容应当属于股东会职权范围，有明确议题和具体决议事项，并且符合法律、行政法规、公司章程和本规则的有关规定。

**Article 14** The motion(s) proposed shall be within the scope of the functions and powers of the shareholders' general meeting, with clear topic and specific matters to be resolved, and in accordance with relevant provisions of the laws, administrative regulations, the Company's Articles of Association, and these Rules.

**第十五条** 单独或者合计持有公司 1%以上股份的股东，可以在股东会召开 10 日前提出临时提案并书面提交召集人。召集人应当在收到提案后 2 日内发出股东会补充通知，说明临时提案的内容，并将该临时提案提交股东会审议。但临时提案违反法律、行政法规或者公司章程的规定，或者不属于股东会职权范围的除外。公司不得提高提出临时提案股东的持股比例。

**Article 15** A shareholder singly or shareholders jointly holding more than 1% of the shares of the Company may propose new motions to the convener in writing 10 days before the shareholders' general meeting. The convener shall issue supplementary notice of the shareholders' general meeting within 2 days after receipt of the new motion, indicating the content of the new motion, and submit the new motion to the shareholders' general meeting for discussion, except for a motion that violates any law, administrative regulation, or Company's Articles of Association or does not fall within the scope of powers of the shareholders' general meeting. The Company shall not raise the shareholding ratio of a shareholder or shareholders submitting a new motion.

除前款规定的情形外，召集人在发出股东会通知后，不得修改股东会通知中已列明的提案或增加新的提案。

Except as mentioned above, the convener shall not amend any motion or newly added motion as specified in the notice of the shareholders' general meeting after making announcement of the shareholders' general meeting.

股东会通知中未列明或不符合本规则第十四条规定的提案，股东会不得进行表决并作出决议。Motion(s) not specified in the notice of shareholders' general meeting or inconsistent with the requirements stipulated in Article 14 of these Rules shall not be voted or resolved at the shareholders' general meeting.

**第十六条** 公司召开年度股东会应当于会议召开二十日前发出通知，公司召开临时股东会应当于会议召开十五日前发出通知，将会议拟审议的事项以及开会的日期和地点告知所有在册股东。

**Article 16** Notice by the Company shall be dispatched twenty (20) days prior to the date of the meeting and notice of an extraordinary general meeting by the Company shall be dispatched

fifteen (15) days prior to the date of the meeting to all shareholders of such class whose names appeared on the register of members, specifying the matters to be considered and the date and place of the meeting.

公司在计算起始期限时，不应当包括会议召开当日。本规则中的营业日是指香港联交所开市进行证券买卖的日子。

When the Company calculates the period of the meeting, the date of the meeting shall not be included. A business day in the Articles of Association shall mean a day on which the Hong Kong Stock Exchange is open for business for dealing in securities.

**第十七条** 股东会不得决定通告未载明的事项。

**Article 17** No shareholders' general meeting shall decide on the matters not set out in the notice for the meeting.

**第十八条** 股东会通知和补充通知中应当符合下列要求：

**Article 18** The notice and supplementary notice of the shareholders' general meeting shall meet the following requirements:

- (一) 以书面形式做出；  
be made in writing;
- (二) 指定会议的时间、地点和会议期限；  
specify the place, date and time for the meeting;
- (三) 说明提交会议审议的事项和提案；  
set out the matters and motions to be considered at the meeting;
- (四) 向股东提供为使股东对将讨论的事项作出明智决定所需要的资料及解释；此原则包括（但不限于）在公司提出合并、购回股份、股本重组或者其他改组时，应当提供拟议中的交易的具体条件和合同（如有），并对其起因和后果作出认真的解释；  
provide the shareholders with such information and explanations as necessary for them to make informed decisions in connection with the matters to be discussed; this principle includes (but not limited to) where the Company proposes to merger with the other, repurchase its shares, restructure its share capital or to undergo other reorganization, the specific terms and conditions of the proposed transactions must be provided in detail together with copies of the contracts related thereto, if any, and the causes and effect of the same must be properly explained;
- (五) 如任何董事、经理和其他高级管理人员与将讨论的事项有重要利害关系，应当披露其利害关系的性质和程度；如果将讨论的事项对该董事、经理和其他高级管理人员作为股东的影响有别于对其他同类别股东的影响，则应当说明其区别；  
contain a disclosure of the nature and extent of the material interests of any director, manager and senior management in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders insofar as it is different from the effect on interests of shareholders of the same class;



- (六) 载有任何拟在会议上提议通过的特别决议的全文;  
contain the full text of any special resolution to be proposed and approved at the meeting;
- (七) 以明显的文字说明: 有权出席和表决的股东有权书面委任一位或者一位以上的股东代理人代为出席和表决, 而该股东代理人不必为股东;  
contain a conspicuous statement that a shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies in writing to attend such meeting and to vote on his behalf, and that the proxy/proxies need not be a shareholder of the Company;
- (八) 载明会议投票代理委托书的送达时间和地点;  
state the date and place to serve a proxy form to appoint a proxy to vote at the meeting;
- (九) 载明有权出席股东会股东的股权登记日;  
state the deadline for registration of shareholding for the purpose of qualifying to attend such meeting;
- (十) 载明会务常设联系人姓名, 电话号码。  
state the name and telephone number of the contact person for the meeting.

股东会通知和补充通知应当充分、完整披露所有提案的具体内容, 以及为使股东对拟讨论的事项作出合理判断所需的全部资料或解释。

The notice convening shareholders' general meeting and its supplementary notice shall fully and completely disclose the specific contents of all motions, and provide all data or explanation necessary for the shareholders to make reasonable judgment towards the matters to be discussed.

股权登记日与会议日期之间的间隔应当不多于 7 个工作日。股权登记日一旦确认, 不得变更。  
The interval between the deadline for registration of shareholding and the date of the meeting shall not be over 7 working days. Once such deadline is confirmed, it shall not be changed.

**第十九条** 股东会拟讨论董事选举事项的, 股东会通知中应当充分披露董事候选人的详细资料, 至少包括以下内容:

**Article 19** As for election of directors to be discussed at the shareholders' general meeting, the notice of the shareholders' general meeting shall fully disclose the detailed information of the candidates for directors, and include the following minimum information:

- (一) 教育背景、工作经历、兼职等个人情况;  
Personal background, such as education, work experience, and part-time jobs;
- (二) 与公司或其控股股东及实际控制人是否存在关联关系;  
If any, his/her associate relationship with the Company, the controlling shareholder of the Company or the actual controller of the Company;
- (三) 持有本公司股份数量;  
Amount of shareholdings held in the Company;
- (四) 是否受过中国证券监督管理部门及其他有关部门的处罚和证券交易所惩戒。  
(If any) his/her penalties received from China's securities regulator and other relevant

departments, and warnings from the Stock Exchanges.

除采取累积投票制选举董事外，每位董事候选人应当以单项提案提出。

Except for cumulative voting system adopted for election of directors, each candidate for directors shall be proposed by single motions.

**第二十条** 股东会通知应当向 H 股股东（不论在股东会上是否有表决权）以专人送出或者以邮资已付的邮件送出，受件人地址以股东名册登记的地址为准。对内资股股东，股东会通知也可以用公告方式进行。

**Article 20** The notice of shareholders' general meetings shall be served on H shareholders (whether or not such shareholder is entitled to vote at the meeting), by personal delivery or prepaid mail to the address of the shareholders as shown in the register of members. For the holders of domestic-invested shares, such notice of the meeting may also be issued by way of public announcement.

前款所称公告，应当在国务院证券主管机构指定的一家或者多家报刊上刊登，一经公告，视为所有内资股股东已收到有关股东会议的通知。

The term "public announcement" referred to in the preceding clause shall be published in one (1) or more newspapers designated by securities regulatory authority under the State Council. After the publication of such announcement, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.

在符合法律、行政法规、规范性文件及公司股票上市地证券监管机构的相关规定并履行有关规定程序的前提下，对 H 股股东，公司也可以通过在公司网站及香港联合交易所有限公司（以下简称“香港联交所”）指定的网站上发布的方式或者以《香港上市规则》及公司章程允许的其他方式发出股东会通知，以代替向 H 股股东以专人送出或者以邮资已付邮件的方式送出。

Subject to the laws, administrative regulations, regulatory documents and relevant provisions by the security regulatory authority where the shares of the Company are listed, and the satisfaction of the procedures stipulated in relevant provisions, for the H shareholders, the Company shall also issue the notice for the shareholders' general meeting to the H shareholders via the website of the Company, the website designated by The Stock Exchange of Hong Kong Limited ("Hong Kong Stock Exchange"), or any other ways as permitted in the Hong Kong Listing Rules and the Articles of Association, in lieu of method of sending by hand or prepaid post.

**第二十一条** 因意外遗漏未向某有权得到通知的人送出会议通知或者该等人没有收到会议通知，会议及会议作出的决议并不因此无效。

**Article 21** In cases where notice of the meetings is not delivered to any person who is entitled to obtain the notice or such person has not received notice of the meetings due to accidental omission, the meetings and the resolutions made at the meetings shall not become invalid accordingly.

**第二十二条** 发出股东会通知后，无正当理由，股东会不得延期或取消，股东会通知中列明的提案不得取消。一旦出现延期或取消的情形，召集人应当在原定召开日前至少 2 个工作日公告并说明原因。

**Article 22** After the issuance of the notice convening the shareholders' general meeting, the

meeting cannot be postponed or cancelled without reasonable grounds and the motion(s) specified in the notice cannot be cancelled. In cases where the meeting has to be postponed or cancelled, the convener shall make announcement and explanation at least 2 working days before the original convening date of the meeting.

**第二十三条** 公司应当在公司住所地或公司章程规定的地点召开股东会。

**Article 23** The Company shall hold the shareholders' general meeting at its address or the place as required by the Articles of Association.

股东会应当设置会场，以现场会议形式召开，并应当按照法律、行政法规、中国证监会或公司章程的规定，采用安全、经济、便捷的网络和其他方式为股东参加股东会提供便利。股东会除设置会场以现场形式召开外，还可以同时采用电子通信方式召开。

The shareholders' general meeting shall have a venue and be held on-site. The Company should make it convenient for shareholders to attend such meetings by using secure, economic and convenient network or other methods according to laws, administrative regulations and regulations of the CSRC or the Articles of Association. In addition to setting a venue and being held on-site, the shareholders' general meeting may also be conducted simultaneously through electronic communication methods.

发出股东会通知后，无正当理由，股东会现场会议召开地点不得变更。确需变更的，召集人应当在现场会议召开日前至少 2 个工作日公告并说明原因。

Once the notice of a shareholders' general meeting is issued, the venue of the on-site general meeting shall not be altered without a proper reason. In the event of alternation, the convener shall make an announcement to state the reasons at least two (2) working days prior to the convening date of the on-site meeting.

股东可以亲自出席股东会并行使表决权，也可以委托他人代为出席和在授权范围内行使表决权。

A shareholder may either attend the shareholders' general meeting in person and exercise his/her voting rights, or appoint a proxy to attend and exercise his/her voting rights within his/her authority.

**第二十四条** 公司应当在股东会通知中明确载明网络或其他方式的表决时间以及表决程序。

**Article 24** The time and procedures of internet voting or otherwise shall be contained in the notice of shareholders' general meeting.

股东会网络或其他方式投票的开始时间，不得早于现场股东会召开前一日下午 3:00，并不得迟于现场股东会召开当日上午 9:30，其结束时间不得早于现场股东会结束当日下午 3:00。

The starting time of internet voting or otherwise of the shareholders' general meeting should not be earlier than 3:00pm on the day before the convening date of the on-site shareholders' general meeting as well as not be later than 9:30am on the same day of convening the on-site shareholders' general meeting, and its ending time should not be earlier than 3:00pm on the same day of ending the on-site shareholders' general meeting.

**第二十五条** 董事会和其他召集人应当采取必要措施，保证股东会的正常秩序。对于干扰股东会、寻衅滋事和侵犯股东合法权益的行为，应当采取措施加以制止并及时报告有关部门查处。

**Article 25** The Board of Directors and other conveners shall take all necessary measures to ensure that the shareholders' general meeting is held in an orderly manner. Any behavior interfering with the shareholders' general meeting, causing disturbance or prejudicing the legitimate rights and interests of the shareholders shall be prohibited by taking necessary measures and reporting to the relevant departments for further handling.

**第二十六条** 股权登记日登记在册的所有股东或其代理人，均有权出席股东会，公司和召集人不得以任何理由拒绝。股东出席股东会会议，所持每一股份有一表决权，类别股股东除外。公司持有的本公司股份没有表决权。

**Article 26** All shareholders or their proxies who are on the register on the closing date of registration shall be entitled to attend the shareholders' general meeting, and neither the Company nor the convener may refuse for any reason. A shareholder present at a shareholders' general meeting has one voting right per share, except for class shareholders. The shares held by the Company do not carry voting rights.

**第二十七条** 股东应当持股票账户卡、身份证或其他能够表明其身份的有效证件或证明出席股东会。代理人还应当提交股东授权委托书和个人有效身份证件。

**Article 27** A shareholder shall attend the shareholders' general meeting with his/her stock account card, ID card, or other valid credential or certification that can prove his/her capacity, and a proxy shall also submit the shareholder's power of attorney and his/her valid ID card.

**第二十八条** 召集人和律师应当依据证券登记结算机构及境外代理机构提供的股东名册共同对股东资格的合法性进行验证，并登记股东姓名或名称及其所持有表决权的股份数。在会议主席宣布现场出席会议的股东和代理人人数及所持有表决权的股份总数之前，会议登记应当终止。

**Article 28** The convener and the lawyers shall together verify the validity of the shareholders' qualification in accordance with the shareholder register provided by the securities registration and settlement company and the foreign agency, and register the names of the shareholders and their amount of voting shares held. And the meeting attendance registration shall end before the person chairing the meeting announcing the number of shareholders and proxies present and the total amount of voting shares held.

**第二十九条** 股东会要求董事、高级管理人员列席会议的，董事、高级管理人员应当列席并接受股东的质询。

**Article 29** Where the shareholders' general meeting requires a director or senior management to observe a meeting, the director or senior management shall observe the meeting and accept inquiries from shareholders.

董事长应出席年度股东会，并邀请审计与风险管理委员会、薪酬委员会、提名委员会及任何其他委员会（视何者适用而定）的主任委员出席。若有关委员会主任委员未能出席，董事长应邀请另一名委员（或如该名委员未能出席，则其适当委任的代表）出席。该人士须在年度

股东会上回答提问。董事会辖下的独立董事委员会（如有）的主任委员亦应在任何批准以下交易的股东会上回应问题，即关联交易或任何其他须经独立股东批准的交易。公司的管理层应确保外聘审计师出席年度股东会，回答有关审计工作，编制审计师报告及其内容，会计政策以及审计师的独立性等问题。

The chairman of the Board should attend the annual general meeting and arrange for the chairmen of the audit and risk management committee, remuneration, nomination and other committees (as appropriate) or in the absence of the chairman of such committees, another member of the committee or failing this his duly appointed delegate, to be available to answer questions at the annual general meeting. The chairman of the independent board committee (if any) under the Board should also be available to answer questions at any general meeting to approve a connected transaction or any other transaction that is subject to independent shareholders' approval. The Company's management should ensure that the hired auditor is available to attend the annual general meeting and answer questions concerning audit work, formulation of auditor's report and its content, accounting policy, and auditor's independence, etc.

**第三十条** 股东会会议由董事会召集的，由董事长召集并担任会议主席。董事长因故不能出席会议的，由副董事长召集并担任会议主席；董事长和副董事长均无法出席会议的，董事长可以指定一名公司董事代其召集并担任会议主席；未指定会议主席的，出席会议的股东可以选举一人担任主席；如果因任何理由，股东无法选举主席，应当由出席会议的持有最多表决权股份的股东（包括股东代理人）担任会议主席。

**Article 30** Where the shareholders' general meeting is convened by the Board of Directors, the Chairman of the Board of Directors shall convene and preside at the shareholders' general meeting. If the Chairman is unable to attend the meeting for any reason, the Vice-chairman of the Board of Directors shall convene and preside at the meeting; if both the Chairman and the Vice-chairman are unable to attend the meeting, the Chairman may designate a director to convene and preside at the meeting on his behalf; if no chairman of the meeting has been so designated, the shareholders present may choose one person to act as the chairman of the meeting; and if the shareholders fail to elect one person to preside at the meeting for any reason, then the shareholder (including proxies) holding the largest amount of voting share shall preside at the meeting.

审计与风险管理委员会自行召集的股东会，由审计与风险管理委员会召集人主持。审计与风险管理委员会召集人不能履行职务或不履行职务时，由过半数的审计与风险管理委员会成员共同推举的 1 名审计与风险管理委员会成员主持。

The shareholders' general meeting convened by the audit and risk management committee on its own initiative shall be presided over by the convener of the audit and risk management committee. If the convener of the audit and risk management committee is unable or fails to perform his duties, an audit and risk management committee member jointly elected by half or more of all members of the audit and risk management committee shall preside over the shareholders' general meeting.

股东自行召集的股东会，由召集人或者其推举代表主持。

The shareholders' general meeting convened by shareholders on their own initiative shall be presided over by the convener or the representative nominated by the convener.

召开股东会时，会议主席违反议事规则使股东会无法继续进行的，经现场出席股东会有表决权过半数的股东同意，股东会可推举 1 人担任会议主席，继续开会。

At the shareholders' general meeting, if the Chairman of the meeting violates rules of procedures and impedes the meeting, upon approval passed by more than half of the shareholders with voting right present at the on-site general meeting, the general meeting may nominate 1 person to preside at the meeting and such meeting shall continue.

股东会会议主席应确保在股东会上向股东解释以投票方式进行表决的详细程序，并回答股东有关以投票方式表决的任何提问。

The Chairman of the shareholders' general meeting shall make sure to explain to the shareholders the detailed proceeding of voting by poll at the meeting and answer shareholders' any questions about voting by poll.

**第三十一条** 在年度股东会上，董事会应当就其过去 1 年的工作向股东会作出报告，每名独立董事也应作出述职报告。

**Article 31** The Board of Directors shall present their working reports of the preceding year at the shareholders' annual general meeting. All independent directors shall also make reports on their work.

**第三十二条** 董事、高级管理人员在股东会上应就股东的质询作出解释和说明。

**Article 32** The directors and senior management shall make explanation and statement to the shareholders' queries at the meeting.

**第三十三条** 会议主席应当在表决前宣布现场出席会议的股东和代理人人数及所持有表决权的股份总数，现场出席会议的股东和代理人人数及所持有表决权的股份总数以会议登记为准。

**Article 33** Before the voting, the person presiding at the meeting shall announce the number of shareholders and proxies attending the on-site meeting and the total amount of voting shares, which shall be subject to the figures registered at the meeting.

**第三十四条** 股东与股东会拟审议事项有关联关系时，应当回避表决，其所持有表决权的股份不计入出席股东会有表决权的股份总数，经过中国证券监督管理委员会批准的除外。

**Article 34** Where a shareholder has connected relationship to a matter to be considered at a shareholders' general meeting, he/she shall withdraw from voting, and the voting shares held by him/her shall not be counted into the total number of voting shares present at the general meeting, except where approved by the China Securities Regulatory Commission.

股东会审议影响中小投资者利益的重大事项时，对中小投资者的表决应当单独计票。单独计票结果应当及时公开披露。

Where significant matters affecting the interests of minority investors are considered in general meeting, the votes cast by minority investors shall be counted separately. The result of such separate vote-counting shall be disclosed promptly to the public.

公司持有自己的股份没有表决权，且该部分股份不计入出席股东会有表决权的股份总数。

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

meeting.

股东买入公司有表决权的股份违反《证券法》第六十三条第一款、第二款规定的，该超过规定比例部分的股份在买入后的三十六个月内不得行使表决权，且不计入出席股东会有表决权的股份总数。

If a shareholder buys voting shares of the Company in violation of the provisions of Article 63(1) and (2) of the Securities Law, voting shares associated with such shares in excess of the prescribed percentage may not be exercised for 36 months after the purchase and shall not be counted into the total number of voting shares present at the general meeting.

公司董事会、独立董事、持有 1%以上有表决权股份的股东或者依照法律、行政法规或者中国证监会的规定设立的投资者保护机构可以公开征集股东投票权。征集股东投票权应当向被征集人充分披露具体投票意向等信息。禁止以有偿或者变相有偿的方式征集股东投票权。除法定条件外，公司不得对征集投票权提出最低持股比例限制。

The Board, Independent Directors, shareholders holding more than 1% of the voting shares or investor protection agencies established under laws, administrative regulations or the provisions of the CSRC may publicly collect from other shareholders the rights to vote. Information including the specific voting intention shall be fully disclosed to the shareholders from whom voting rights are being collected. Consideration or de facto consideration for collecting shareholders' voting rights is prohibited. The Company shall not impose any minimum shareholding limitation for collecting voting rights except statutory conditions.

**第三十五条** 股东会就选举董事进行表决时，根据公司章程的规定或者股东会的决议，可以实行累积投票制，即股东会选举董事时，每一股份拥有与应选董事人数相同的表决权，股东拥有的表决权可以集中使用。累积投票制的具体操作程序如下：

**Article 35** The cumulative voting system may be used in the voting for the election of Directors in shareholders' general meeting in accordance with provisions of the Company's Articles of Association, that is, in the election of Directors at the shareholders' general meeting, the voting right each share has equals the number of candidates for Directors. Shareholders may use their voting right collectively. The cumulative voting system shall be operated as:

(一) 公司独立董事和非独立董事应分开选举，分开投票。

Separate election and voting for Independent Director, non-independent Directors;

(二) 选举独立董事时，每位股东有权取得的选票数等于其所持有的股票数乘以他有权选出的独立董事人数的乘积数，该票数只能投向该公司的独立董事候选人，得票多者当选；  
During the election of independent Directors, the number of votes for each shareholder shall be the number of shares held by him multiplied by the number of the independent Directors to be elected by him, he could only vote for the candidates of the Directors of the Company by such votes, and the ones who got more votes shall be elected;

(三) 选举非独立董事时，每位股东有权取得的选票数等于其所持有的股票数乘以他有权选出的非独立董事人数的乘积数，该票数只能投向该公司的非独立董事候选人，得票多者当选；

During the election of non-independent Directors, the number of votes for each shareholder

shall be the number of shares held by him multiplied by the number of the non-independent Directors to be elected by him, he could only vote for the candidates of the non-independent Directors of the Company by such votes, and the ones who got more votes shall be elected;

- (四) 在候选人数多于公司章程规定的人数时，每位股东投票所选的独立董事、非独立董事的人数不得超过公司章程规定的独立董事、非独立董事的人数，所投选票数的总和不得超过股东有权取得的选票数，否则该选票作废。

Where candidates exceed such numbers prescribed in the Company's Articles of Association, the numbers of independent Director and non-independent Directors each shareholder vote for shall not exceed such numbers prescribe in the Company's Articles of Association, and the total votes shall not exceed such number of votes ought to be cast by the shareholders. Otherwise, the voting shall be invalid;

- (五) 股东会的监票人和点票人必须认真核对上述情况，以保证累积投票的公正、有效。

Counting officers and scrutinizers of the shareholders' general meeting shall carefully check the aforesaid circumstances to guarantee fair and effective accumulative voting.

单一股东及其一致行动人拥有权益的股份比例在 30%以上，或者股东会选举两名以上独立董事的，应当采用累积投票制。

Where a single shareholder and the persons acting in concert have interest in over 30% of the total shares, or there are more than two (2) independent Directors to be elected, cumulative voting system should be adopted.

**第三十六条** 除累积投票制外，股东会对所有提案应当逐项表决。对同一事项有不同提案的，应当按提案提出的时间顺序进行表决。除因不可抗力等特殊原因导致股东会中止或不能作出决议外，股东会不得对提案进行搁置或不予表决。

**Article 36** Except in accumulative voting, the shareholders' general meetings shall vote on all motions proposed one by one, and examine and approve different motions related to the same matter in the time sequence as submitted. Unless the shareholders' general meeting is adjourned or rendered unable to make resolution by force majeure or other exceptional reasons, the general meeting shall not leave the motion(s) proposed unconsidered or fail to vote on it.

**第三十七条** 股东会审议提案时，不得对提案进行修改，否则，有关变更应当被视为一个新的提案，不得在本次股东会上进行表决。

**Article 37** No amendment shall be made to the motion(s) when they are being examined and considered at the shareholders' general meeting. Otherwise, any change to the motion shall be considered as a new motion and shall not be resolved at the current shareholders' general meeting.

**第三十八条** 同一表决权只能选择现场、网络或其他表决方式中的一种。同一表决权出现重复表决的以第 1 次投票结果为准。

**Article 38** One voting right can only be exercised by either on-site voting, network or other voting means. The first voting result shall prevail when there are repeated voting under the same voting right.

**第三十九条** 出席股东会的股东，应当对提交表决的提案发表以下意见之一：同意、反对或



弃权。证券登记结算机构作为内地与香港股票市场交易互联互通机制股票的名义持有人，按照实际持有人意思表示进行申报的除外。

**Article 39** The shareholders attending the shareholders' general meeting shall vote "for", "against" or "abstain" for every motion proposed for resolution. The securities registration and clearing organization shall be the nominee holder of shares under the Mainland China and Hong Kong Stock Connect scheme, except where declaration is made in accordance with the actual holder's intent.

未填、错填、字迹无法辨认的表决票或未投的表决票均视为投票人放弃表决权利，其所持股份数的表决结果应计为“弃权”。

Any vote which is incomplete, incorrectly completed, completed with illegible writing or not cast shall be deemed to be from a voter abstaining from voting, and the voting result of such voting shares shall be counted as "abstaining".

**第四十条** 股东会对提案进行表决前，应当推举两名股东代表参加计票和监票。审议事项与股东有关联关系的，相关股东及代理人不得参加计票、监票。

**Article 40** Before voting on the motions proposed, the shareholders' general meeting shall nominate two representatives of shareholders to participate in counting the votes and scrutineering. If the shareholder has associate relationship with the matters to be examined and resolved, the relevant shareholders or proxies shall not participate in counting or scrutineering the voting of the resolution.

股东会对提案进行表决时，应当由律师、股东代表共同负责计票、监票，并当场公布表决结果，决议的表决结果载入会议记录。

When the shareholders' general meeting is voting on the motion(s) proposed, the lawyer(s) and the representative(s) of shareholders shall be responsible for counting and scrutineering the votes of resolutions together and announce voting results on the spot. The voting results shall be contained in the minutes of meeting.

通过网络或其他方式投票的公司股东或其代理人，有权通过相应的投票系统查验自己的投票结果。

The shareholder or his proxy voting through network or other means is entitled to verify their votes of resolution through the corresponding voting system.

**第四十一条** 股东会会议现场结束时间不得早于网络或其他方式，会议主席应当在会议现场宣布每一提案的表决情况和结果，并根据表决结果宣布提案是否通过。

**Article 41** The voting at the on-site shareholder's general meeting shall not end earlier than the voting through network or other means. The person presiding at the meeting shall announce the voting situations and results for each resolution proposed, and whether the resolution has been passed by voting or not.

在正式公布表决结果前，股东会现场、网络及其他表决方式中所涉及的公司、计票人、监票人、股东、网络服务方等相关各方对表决情况均负有保密义务。

Before the formal public announcement of the voting results, the Company, the votes counting person, the scrutineer, the shareholders, the network service party and any other relevant parties

involved in on-site voting or voting through network or other means of the shareholders' general meeting shall keep the voting results confidential.

**第四十二条** 股东会的决议应当及时公告，公告中应列明出席会议的股东和代理人人数、所持有表决权的股份总数及占公司有权表决权股份总数的比例、表决方式、每项提案的表决结果和通过的各项决议的详细内容。

**Article 42** The resolution of a shareholders' general meeting shall be publicly announced in time and the public announcement shall include the numbers of shareholders (and proxies) attending the meeting, the total number of voting shares held by them, their proportion to the total voting shares of the Company, the means of votes, the result of every motion, and details of every resolution passed.

公告还应当包括：

The public announcement shall also include:

- (a) 有权出席股东会并于会上就决议案表决的股份总数；  
the total number of shares entitled to attend the meeting and vote for the resolution at the meeting;
- (b) 有权出席股东会但根据《香港上市规则》所载须放弃表决赞成决议案的股份总数；  
the total number of shares those are entitled to attend the meeting but have to abstain from voting for the motion(s) in accordance with the *Hong Kong Listing Rules*;
- (c) 《香港上市规则》规定须放弃表决权的股东所持股份总数；  
the total number of shares held by shareholders who have to abstain from voting as provided by the *Hong Kong Listing Rules*;
- (d) 实际表决赞成决议案的股份总数；  
the total number of shares actually voting for the resolution;
- (e) 实际表决反对决议案的股份总数；及  
the total number of shares actually voting against the resolution; and
- (f) 监票人的身份。  
the capacity of the scrutineer.

而且，公司并须按照《香港上市规则》规定在公告中说明那些曾表示打算表决反对有关决议案或放弃表决权的人士在股东会上是否确实按而行事。

In addition, the Company shall, in accordance with the *Hong Kong Listing Rules*, contain in the public announcement that whether the persons ever intended to vote against or abstain from voting for relevant resolution have really acted as planned at the shareholders' general meeting.

**第四十三条** 提案未获通过，或者本次股东会变更前次股东会决议的，应当在股东会决议公告中作特别提示。

**Article 43** If the proposed resolution is not passed or resolution passed in previous meetings is amended in the shareholders' general meeting, relevant special statements shall be made in the announcement of the resolution of the shareholders' general meeting.

**第四十四条** 股东会会议记录由董事会秘书负责，会议记录应记载以下内容：

**Article 44** The secretary of the Board of Directors shall be responsible for the minutes of the meeting, which shall include the following contents:

- (一) 会议时间、地点、议程和召集人姓名或名称；  
date, venue, agenda of the meeting and the name or title of the convener;
- (二) 会议主席以及出席或列席会议的董事、高级管理人员姓名；  
name of the person presiding at the meeting, the directors and senior management attending the meeting as non-voting delegates or otherwise;
- (三) 出席会议的股东和代理人人数、所持有表决权的股份总数及占公司股份总数的比例；  
number of shareholders and proxies attending the meeting, the total number of voting shares held and the proportion of their total voting shares to the Company's total shares;
- (四) 对每一提案的审议经过、发言要点和表决结果；  
proceedings, main points raised and voting result on every motion proposed to be examined;
- (五) 股东的质询意见或建议以及相应的答复或说明；  
shareholders' comments or suggestions as well as the corresponding replies or explanations;
- (六) 律师及计票人、监票人姓名；  
names of the lawyer(s), the votes counting person, and scrutineer;
- (七) 公司章程规定应当载入会议记录的其他内容。  
other contents required to be included in the minutes by the Company's Articles of Association.

出席或者列席会议的董事、董事会秘书、召集人或其代表、会议主席应当在会议记录上签名，并保证会议记录内容真实、准确和完整。会议记录应当与现场出席股东的签名册及代理出席的委托书、网络及其它方式表决情况的有效资料一并保存，保存期限不少于 10 年。

The directors, the secretary of the Board of Directors, the convener or his representative, and the person attending or observing at the meeting shall sign on the minutes, and ensure the truthfulness, accuracy and completeness of the contents of the minutes. The minutes shall be filed as records together with the signature book signed by shareholders attending the meeting, the proxies' power of attorney, and other effective voting data by way of network or other means, and be kept for no less than 10 years.

**第四十五条** 召集人应当保证股东会连续举行，直至形成最终决议。因不可抗力等特殊原因导致股东会中止或不能作出决议的，应采取必要措施尽快恢复召开股东会或直接终止本次股东会，并及时公告。同时，召集人应向公司所在地中国证券监督管理部门派出机构及公司股票上市地证券交易所报告。

**Article 45** The convener shall guarantee that the shareholders' general meeting is held continuously till the final resolution is formed. If the shareholders' general meeting is adjourned or rendered unable to make resolution by force majeure or other exceptional reasons, the convener shall take necessary actions to resume the meeting as soon as possible or directly terminate the

meeting, and make public announcements in time. Meanwhile, the convener shall report the same to the local securities regulator in the place where the Company locates and the Stock Exchanges where its stocks are listed.

**第四十六条** 股东会通过有关董事选举提案的，新任董事按公司章程的规定就任。

**Article 46** Where a motion for election of a director is passed at shareholders' general meeting, the new director shall assume the office as stipulated by the Company's Articles of Association.

**第四十七条** 股东会通过有关派现、送股或资本公积转增股本提案的，公司应当在股东会结束后 2 个月内实施具体方案。

**Article 47** If a proposed resolution concerning cash distribution, bonus issue, and capital reserve capitalization has been passed at the shareholders' general meeting, the Company shall implement a specific scheme within 2 months after the closing date of the shareholders' general meeting.

**第四十八条** 公司股东会决议内容违反法律、行政法规的无效。

**Article 48** Any resolution adopted at the shareholders' general meeting and including any content in violation against the laws and administrative regulations shall be invalid.

公司控股股东、实际控制人不得限制或者阻挠中小投资者依法行使投票权，不得损害公司和中小投资者的合法权益。

The controlling shareholders or actual controlling party of a company shall not restrict or obstruct small and medium investors from exercising their voting rights pursuant to the law, and shall not harm the legitimate rights and interests of the company and its small and medium investors.

股东会的会议召集程序、表决方式违反法律、行政法规或者公司章程，或者决议内容违反公司章程的，股东可以自决议作出之日起 60 日内，请求人民法院撤销；但是，股东会的会议召集程序或者表决方式仅有轻微瑕疵，对决议未产生实质影响的除外。

Where the procedures of convening and holding or the means of votes of the shareholders' general meeting violates against the laws, administrative regulations or the Company's Articles of Association, or the resolution includes any content in conflict with the Company's Articles of Association, a shareholder may request the people's court to cancel the resolution within 60 days from the date on which the resolution is made, provided however, under the circumstances that the convening procedures or voting methods of the shareholders' general meeting or the meeting of the board of directors only have minor flaws, without causing a substantive impact on the resolution.

董事会、股东等相关方对召集人资格、召集程序、提案内容的合法性、股东会决议效力等事项存在争议的，应当及时向人民法院提起诉讼。在人民法院作出撤销决议等判决或者裁定前，相关方应当执行股东会决议。公司、董事和高级管理人员应当切实履行职责，及时执行股东会决议，确保公司正常运作。

The Board of Directors, shareholders, or other related parties that have disputes over the qualification of the convener, procedures of convening, the legality of the content of the motion, the validity of the resolution of the shareholders' general meeting, or other matters shall file a lawsuit with the people's court in a timely manner. The relevant party shall execute the resolution of the shareholders' general meeting before the people's court makes a judgment or ruling such as

revoking the resolution. The Company and its directors and senior management shall effectively perform their duties and execute the resolutions of the shareholders' general meeting in a timely manner, so as to guarantee the normal operation of the Company.

人民法院对相关事项作出判决或者裁定的，公司应当依照法律、行政法规、中国证监会和证券交易所的规定履行信息披露义务，充分说明影响，并在判决或者裁定生效后积极配合执行。涉及更正前期事项的，应当及时处理并履行相应信息披露义务。

If the people's court renders a judgment or ruling on the relevant matters, the Company shall fulfill its information disclosure obligations in accordance with laws, administrative regulations, and rules of the CSRC and the stock exchange, fully explain the impact, and actively cooperate in the execution of the judgment or ruling after it takes effect. If it involves the correction of previous matters, it shall be handled in a timely manner and the corresponding information disclosure obligations shall be fulfilled.

**第四十九条** 持有不同种类股份的股东，为类别股东。

**Article 49** Shareholders who hold different classes of shares are class shareholders.

类别股东依据法律、行政法规和公司章程的规定，享有权利和承担义务。

Class shareholders enjoy the rights and assume the obligations in accordance with the provisions of the laws, administrative regulations and the Company's Articles of Association.

**第五十条** 公司拟变更或者废除类别股东的权利，应当经股东会以特别决议通过和经受影响的类别股东在按本规则第五十二条至第五十六条分别召集的股东会议上通过，方可进行。

**Article 50** Rights conferred on any class of shareholders may not be varied or abrogated save with the approval of a special resolution of shareholders in a general meeting and by holders of shares of that class at a separate meeting conducted in accordance with Articles 52 to 56.

**第五十一条** 下列情形应当视为变更或者废除某类别股东的权利：

**Article 51** The following circumstances shall be deemed to be variation or abrogation of the rights attaching to a particular class of shares:

- (一) 增加或者减少该类别股份的数目，或者增加或减少与该类别股份享有同等或者更多的表决权、分配权、其他特权的类别股份的数目；  
to increase or decrease the number of shares of that class, or to increase or decrease the number of shares of a class having voting or equity rights or privileges equal or superior to those of shares of that class;
- (二) 将该类别股份的全部或者部分换作其他类别，或者将另一类别的股份的全部或者部分换作该类别股份或者授予该等转换权；  
to exchange all or part of the shares of that class for shares of another class, to exchange or to create a right in exchange of all or part of the shares of another class for shares of that class;
- (三) 取消或者减少该类别股份所具有的、取得已产生的股利或者累积股利的权利；  
to remove or reduce rights to accrued dividends or rights to cumulative dividends attached to shares of that class;

- (四) 减少或者取消该类别股份所具有的优先取得股利或者在公司清算中优先取得财产分配的权利；  
to reduce or remove preferential rights attached to shares of that class to receive dividends or to the distribution of assets in the event that the Company is liquidated;
- (五) 增加、取消或者减少该类别股份所具有的转换股份权、选择权、表决权、转让权、优先配售权、取得公司证券的权利；  
to add, remove or reduce conversion privileges, options, voting rights, transfer or pre-emptive rights, or rights to acquire securities of the Company attached to shares of that class;
- (六) 取消或者减少该类别股份所具有的，以特定货币收取公司应付款项的权利；  
to remove or reduce rights to receive payment payable by the Company in particular currencies attached to shares of that class;
- (七) 设立与该类别股份享有同等或者更多表决权、分配权或者其他特权的新类别；  
to create a new class of shares having voting or equity rights or privileges equal or superior to those of the shares of that class;
- (八) 对该类别股份的转让或所有权加以限制或者增加该等限制；  
to restrict the transfer or ownership of shares of that class or to increase the types of restrictions attaching thereto;
- (九) 发行该类别或者另一类别的股份认购权或者转换股份的权利；  
to allot and issue rights to subscribe for, or to convert the existing shares into, shares in the Company of that class or another class;
- (十) 增加其他类别股份的权利和特权；  
to increase the rights or privileges of shares of another class;
- (十一) 公司改组方案会构成不同类别股东在改组中不按比例地承担责任；  
to restructure the Company in such a way so as to result in the disproportionate distribution of obligations between the various classes of shareholders;
- (十二) 修改或者废除本章所规定的条款。  
to vary or abrogate the provisions of this Chapter.

**第五十二条** 受影响的类别股东，无论原来在股东会上是否有表决权，在涉及第五十一条（二）至（八）、（十一）至（十二）项的事项时，在类别股东会上具有表决权，但有利害关系的股东在类别股东会上没有表决权。

**Article 52** Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' general meetings, have the right to vote at class meetings in respect of matters concerning Items (ii) to (viii), (xi) and (xii) of Article 51, but interested shareholder(s) shall not be entitled to vote at such class meetings.

前款所述有利害关系股东的含义如下：

The definition of the interested shareholder(s) mentioned in the foregoing paragraph is as follows:

- (一) 在公司按公司章程第三十一条的规定向全体股东按照相同比例发出购回要约或者在证券交易所通过公开交易方式购回自己股份的情况下，“有利害关系的股东”是指公司章程所定义的控股股东；

In cases that the Company makes general offer for the repurchase of shares to all of its shareholders on a pro rata basis or repurchases shares through public dealing on a stock exchange in accordance with the Company's Articles of Association, an “interested shareholder” means the controlling shareholder defined in the Articles of Association;

- (二) 在公司按公司章程第三十一条的规定在证券交易所以外以协议方式购回自己股份的情况下，“有利害关系的股东”是指与该协议有关的股东；

In case the Company repurchases shares outside of the stock exchange by means of an off-market agreement, an “interested shareholder” means each shareholder related to the agreement;

- (三) 在公司改组方案中，“有利害关系的股东”是指以低于本类别其他股东的比例承担责任的股东或者与该类别中的其他股东拥有不同利益的股东。

In the Company's restructuring plan, an “interested shareholder” means a shareholder who is held liable in a proportion lower than other shareholders of the same class or owns interests different from other shareholders of the same class.

**第五十三条** 类别股东会的决议，应当经根据第五十二条由出席类别股东会议的有表决权的三分之二以上的股权表决通过，方可作出。

**Article 53** Resolutions of a class of shareholders shall be passed by votes representing more than two thirds of the voting right of shareholders of that class represented at relevant meeting who are entitled to vote thereat in accordance with Article 52.

**第五十四条** 公司召开类别股东会议，应当于年度股东会召开二十日前，临时股东会召开十五日前发出通知，将会议拟审议的事项以及开会日期和地点告知所有该类别股份的在册股东。

**Article 54** Notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders twenty (20) days prior to the date of the annual general meeting and fifteen (15) days prior to the date of the extraordinary general meeting. Such notice shall give such shareholders notice of the matters to be considered at such meeting and the date and place of the class meeting.

**第五十五条** 类别股东会议的通知只须送给有权在该会议上表决的股东。

**Article 55** Notice of class meetings need only be served on shareholders entitled to vote thereat.

类别股东会议应当以与股东会尽可能相同的程序举行，公司章程中有关股东会举行程序的条款适用于类别股东会议。

Class meetings shall be conducted in a manner which is as similar as possible to that of shareholders' general meetings. The provisions of the Company's Articles of Association relating to the manner for the conduct of shareholders' general meetings are also applicable to class meetings.

**第五十六条** 除其他类别股份股东外，内资股股东和境外上市外资股股东视为不同类别股东。

**Article 56** Apart from the holders of other classes of shares, the holders of the domestic shares and holders of overseas-listed foreign-invested shares shall be deemed to be holders of different classes of shares.

下列情形不适用类别股东表决的特别程序：（一）经股东会以特别决议批准，公司每间隔十二个月单独或者同时发行内资股、境外上市外资股，并且拟发行的内资股、境外上市外资股的数量各自不超过该类已发行在外股份的百分之二十的；（二）公司设立时发行内资股、境外上市外资股的计划，自中国证券监督管理委员会核准之日起十五个月内完成的；（三）公司章程第十八条所述的经中国证券监督管理委员会批准，公司内资股股东将所持股份转让给境外投资人，并在境外证券交易所上市交易。

The special procedures for approval by a class of shareholders shall not apply in the following circumstances: (i) where the Company issues, upon the approval by special resolution of its shareholders in a general meeting, either separately or concurrently once every twelve months, not more than 20% of each of its existing issued domestic shares and overseas-listed foreign invested shares; (ii) where the Company's plan to issue domestic shares and overseas-listed foreign-invested shares at the time of its establishment is carried out within fifteen months from the date of approval of securities regulators; or (iii) where the holders of the domestic shares of the Company assign the shares they hold to an overseas investor and list such shares on overseas stock exchanges as approved by Chinese securities regulators mentioned in Article 18 of the Company's Articles of Association.

**第五十七条** 本规则所称“以上”、“内”，含本数；“过”、“低于”、“多于”，不含本数。

**Article 57** The words herein of “more than” and “within” include the figure itself; while the words of “exceeding”, “lower than” and “over” exclude the figure itself.

**第五十八条** 若本规则与不时生效的《香港上市规则》的规定有抵触或差异，实际操作以不时生效的《香港上市规则》的规定为准，并以符合该等规定为前提。若中国法律法规、《香港上市规则》以及其他相关的法律、法规、规则与本规则有差异，以严格者为准。

**Article 58** In cases that the Rule is in contradiction with or different from the provisions of the *Hong Kong Listing Rules* becoming effective from time to time, in practical operation, such provisions shall prevail and compliance therewith shall be deemed as a precondition. In case Chinese laws and regulations, the *Hong Kong Listing Rules*, and other related laws, regulations, and rules are in contradiction with these Rules, the stricter shall prevail.

**第五十九条** 本规则作为公司章程的附件，由股东会批准后生效，由董事会解释。

**Article 59** These Rules, as an annex to the Articles of Association of the Company, shall come into force upon approved by the shareholders' general meeting and shall be interpreted by the Board of Directors.

本规则将适用的上市规则的要求在公司网站以及有关的证券交易所网站上公开。

These Rules shall publicize the requirements of the applicable listing rules on the Company's website and the website of relevant stock exchanges.



中创智领（郑州）工业技术集团股份有限公司  
**ZMJ Group Company Limited**

**2025 年 4 月 28 日**

**28 April 2025**