

**Fujian Haixi Pharmaceuticals Co., Ltd.
Rules of Procedure for Shareholders' Meeting**

May 2026

CONTENTS

CHAPTER 1	GENERAL PROVISIONS	3
CHAPTER 2	GENERAL PROVISIONS FOR SHAREHOLDERS' MEETING.....	4
CHAPTER 3	SUMMONING OF THE SHAREHOLDERS' MEETING	7
CHAPTER 4	PROPOSALS AND NOTICES OF SHAREHOLDERS' MEETING.....	9
CHAPTER 5	CONVENING OF SHAREHOLDERS' MEETING	12
CHAPTER 6	VOTING AND RESOLUTIONS OF SHAREHOLDERS' MEETING.....	18
CHAPTER 7	SUPPLEMENTARY PROVISIONS.....	23

Chapter 1 General Provisions

Article 1 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the Articles of Association of Fujian Haixi Pharmaceuticals Co., Ltd. (the “Articles of Association”) and other laws, and the laws of the place where the Company’s shares are listed, the Rules are formulated based on the actual situation of the Company in order to safeguard the legitimate rights and interests of Fujian Haixi Pharmaceuticals Co., Ltd. (the “Company”) and its shareholders, clarify the duties and authority of the shareholders’ meeting, and ensure the standardized, efficient and smooth operation of the shareholders’ meeting and the exercise of its authority in accordance with the laws and ensure the effective exercise of authority by the shareholders.

Article 2 The Rules shall apply to the shareholders’ meeting of the Company and shall be binding on the Company, all shareholders, shareholders’ proxies, the Company’s directors, general manager, deputy general manager, financial controller, secretary to the board of directors and other relevant persons attending and present at the shareholders’ meeting.

Article 3 The shareholders’ meeting consists of all shareholders of the Company and shall exercise the authority prescribed by law, the Listing Rules and the Articles of Association. No entity or individual may unlawfully interfere with the shareholders’ exercise of their own rights.

Article 4 Shareholders who legally hold shares of the Company are entitled to attend or appoint a proxy to attend the shareholders’ meeting and have the right to information, questioning and voting in accordance with the laws and the Rules. Shareholders and shareholders’ proxies attending the shareholders’ meeting shall strictly observe the provisions of the Company Law and other relevant laws, the Articles of Association, the Listing Rules and the Rules, maintain the order of the meeting and not infringe upon the legitimate rights and interests of other shareholders.

Article 5 The board of directors of the Company shall strictly observe the provisions of the Company Law and other relevant laws, the Listing Rules, the Articles of Association and the Rules regarding the convening of shareholders' meeting and organize the meeting in a serious and timely manner. All directors of the Company shall exercise due diligence to ensure that the shareholders' meeting is held properly and that their authority is exercised in accordance with the law.

Article 6 The Secretary of the board of directors of the Company is responsible for the preparation and organization of the shareholders' meeting.

Chapter 2 General Provisions for Shareholders' Meeting

Article 7 Matters to be resolved by the shareholders' meeting as required by laws and the Articles of Association, must be considered by the shareholders' meeting in order to protect the rights of shareholders of the Company to make decisions on such matters. The shareholders' meeting shall exercise its authority within the scope of laws and the Articles of Association.

Article 8 The shareholders' meeting is the Company's body of authority and shall exercise the following powers in accordance with the law:

- (1) to elect and replace directors who are not employee representatives, and to decide on matters concerning the remuneration of directors;
- (2) to review and approve the report of the board of directors;
- (3) to review and approve the Company's profit distribution plan and loss recovery plan;
- (4) to make resolutions on increasing or reducing the Company's registered capital;
- (5) to make resolutions on the issuance of corporate bonds;
- (6) to make resolutions on the merger, division, dissolution, liquidation or change of corporate form of the Company;

- (7) to amend the Articles of Association;
- (8) to make resolutions on the Company's hiring, dismissal or non-renewal of accounting firms and their remuneration;
- (9) to review and approve the guarantee matters required to be considered at shareholders' meeting under the Articles of Association;
- (10) to review and approve matters concerning the purchase or sale of major assets by the Company within one year that exceed 30% of the Company's most recently audited total assets;
- (11) to review and approve changes in the use of proceeds;
- (12) to review and approve equity incentive plans and employee stock ownership plans;
- (13) to review other matters that shall be decided by the shareholders' meeting as stipulated in laws, administrative regulations, departmental rules, prescriptive documents, relevant provisions of the securities regulatory authority where the Company's shares are listed, and Articles of Association.

Without violating the mandatory provisions of laws, regulations and listing rules of the listing place, the shareholders' meeting may authorize or entrust the board of directors to handle matters authorized or entrusted by it.

Article 9 The following external guarantees of the Company shall be approved by the shareholders' meeting.

- (1) any guarantee provided by the Company and their controlled subsidiaries where the total amount of external guarantees exceeds 50% of the audited net assets for the most recent period;
- (2) any guarantee provided by the Company after the total amount of their external guarantees exceeds 30% of their most recent audited total assets;

- (3) the amount of guarantees provided by the Company within one year exceeds 30% of the Company's most recent audited total assets;
- (4) guarantees provided to a target whose gearing ratio exceeds 70 percent;
- (5) the amount of an individual guarantee exceeds 10% of the audited net assets of the most recent period;
- (6) guarantees provided to shareholders, de facto controllers and their related parties.

If the directors, general manager, deputy general manager and other senior management personnel violate the law or the provisions of the Articles of Association or the Rules regarding the approval authority and review procedures for external guarantees, and cause losses to the Company, they shall bear liability for compensation, and the Company may bring a lawsuit against them in accordance with the law.

Article 10 Shareholders' meeting is divided into annual shareholders' meeting and extraordinary shareholders' meeting. Shareholders' meeting held once a year other than the annual shareholders' meeting shall be an extraordinary shareholders' meeting. Extraordinary shareholders' meeting shall be sorted in order by the year.

Article 11 The annual shareholders' meeting shall be held once a year and shall be held within six months after the end of the previous fiscal year.

Article 12 In any of the following circumstances, the Company shall convene an extraordinary shareholders' meeting within two months from the date of occurrence of the fact:

- (1) the number of directors is less than two-thirds of the number prescribed by the Company Law or the number prescribed by the Articles of Association;
- (2) the Company's unrecovered losses reach one-third of its total paid-in capital;
- (3) when requested by shareholders who individually or collectively hold 10% or more of the Company's shares (the number of shares held by the shareholders shall be counted based on the date of the written request);

- (4) when the board of directors deems necessary;
- (5) when the audit committee proposes to convene a meeting;
- (6) other circumstances stipulated by laws or the Articles of Association.

Chapter 3 Summoning of the Shareholders' Meeting

Article 13 The board of directors shall convene the shareholders' meeting within the time limit specified in Article 11 and 12 of the Rules.

Article 14 Independent non-executive directors shall have the right to propose to the board of directors the convening of an extraordinary shareholders' meeting. In response to an independent non-executive director's proposal to convene an extraordinary shareholders' meeting, the board of directors shall, in accordance with the provisions of laws and the Articles of Association, provide written feedback within ten days of receiving the proposal, indicating whether it agrees or disagrees to convene an extraordinary shareholders' meeting.

If the board of directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of convening the shareholders' meeting within five days after the board of directors makes the resolution; if the board of directors disagrees with convening an extraordinary shareholders' meeting, it shall state the reasons in writing and make an announcement.

Article 15 The audit committee shall have the right to propose to the board of directors the convening of an extraordinary shareholders' meeting. The audit committee shall submit a written proposal 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 within ten days of receiving the proposal, indicating whether it agrees or disagrees with the convening of an extraordinary shareholders' meeting.

If the board of directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of convening the shareholders' meeting within five days after the board of directors makes the resolution. Any change to the original proposal in the notice shall be subject to the consent of the audit committee.

Where the board of directors does not agree to convene an extraordinary shareholders' meeting, or fails to provide feedback in writing within ten days after receiving the proposal, it shall be deemed that the board of directors is unable to perform or fails to perform its duty to summon the shareholders' meeting, and the audit committee may summon and preside over the extraordinary shareholders' meeting on its own initiative.

Article 16 Shareholders who individually or collectively hold 10% or more of the Company's shares shall have the right to request the board of directors to convene an extraordinary shareholders' meeting. Proposals for an extraordinary shareholders' meeting shall be submitted in writing to the board of directors. The board of directors shall provide written feedback within ten days of receiving the request, expressing their agreement or disagreement with the convening of an extraordinary shareholders' meeting, in accordance with laws, administrative regulations, and the Articles of Association.

If the board of directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of convening the shareholders' meeting within five days after the board of directors' resolution is made. Any changes to the original request in the notice shall be subject to the consent of the relevant shareholders.

Where the board of directors does not agree to convene an extraordinary shareholders' meeting, or fails to provide feedback within ten days after receiving the proposal, shareholders who individually or collectively hold ten percent or more of the Company's shares shall have the right to propose to the audit committee to convene an extraordinary shareholders' meeting, and the proposal shall be submitted to the audit committee in writing.

If the audit committee agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of convening the shareholders' meeting within five days of receiving the request. Any changes to the original request in the notice shall be subject to the consent of the relevant shareholders.

If the audit committee fails to issue the notice of shareholders' meeting within prescribed period, it shall be deemed that the audit committee fails to convene and preside over a shareholders' meeting, and a shareholder individually or shareholders jointly holding at least 10 percent or more of the Company's shares for at least 90 consecutive days may convene and preside over the meeting on its own.

Article 17 If the audit committee or the shareholders decide to convene a shareholder's meeting on their own, they shall notify the board of directors in writing and issue a notice of the shareholders' meeting. In addition to the provisions of the Articles of Association and Article 19 of the Rules, the content of the notice shall also comply with the following provisions:

- (1) the motions may not add new content, otherwise the proposing shareholder(s) or audit committee shall submit a new request to the board of directors to call a shareholders' meeting by the above procedure;
- (2) the venue of the meeting shall be the domicile of the Company. Until the resolution(s) of the shareholders' meeting is/are made, the shareholding percentages of the convening shareholders may not be less than 10 percent.

When the audit committee or shareholders themselves convene a shareholders' meeting, the board of directors and the secretary to the board of directors shall cooperate. The board of directors shall provide the register of shareholders as of the date of record. The register of shareholders obtained by the convener may not be used for any purpose other than to convene the shareholders' meeting.

Article 18 When the audit committee or shareholders themselves convene a shareholder's meeting, the necessary expenses shall be borne by the Company.

Chapter 4 Proposals and Notices of Shareholders' Meeting

Article 19 The content of the proposals submitted to the shareholders' meeting shall fall within the scope of the shareholders' meeting's power and authority, have clear agenda and specific resolutions, and comply with the relevant provisions of laws and the Articles of Association.

Proposals to shareholders' meeting shall be in written form.

Article 20 When the Company convenes a shareholders' meeting, the board of directors, the audit committee, and shareholders who individually or jointly hold 1% or more of the Company's shares have the right to submit proposals to the Company. The convener shall include on the agenda of the meeting any matters in the proposals that fall within the responsibilities of the shareholders' meeting.

Shareholders who individually or collectively hold 1% or more of the Company's shares may submit ad hoc proposals in writing to the convener ten days before the convening of the shareholders' meeting. The convener shall, within two days of receiving the proposal, issue a supplementary notice of the shareholders' meeting announcing the contents of the ad hoc proposal, and submit the said temporary proposal to the shareholders' meeting for consideration. The contents of the temporary proposal shall fall within the terms of reference of the shareholders' meeting and have specified subjects and specific resolutions.

Except for the circumstances stipulated in the preceding paragraph, the convener shall not modify the proposals listed in the notice of the shareholders' meeting or add new proposals after issuing the notice of the shareholders' meeting.

The shareholders' meeting shall not vote and make resolutions on proposals that are not listed in the notice of the shareholders' meeting or do not comply with Article 19 of the Rules.

Article 21 The Company shall issue a written notice at least 21 days before convening an annual shareholders' meeting, and the Company shall issue a written notice at least 15 days before convening an extraordinary shareholders' meeting.

The time of issuing the notice shall not include the date on which the meeting is to be held.

Article 22 Notices of shareholders' meeting shall be delivered to shareholders (regardless of whether they have voting rights at the shareholders' meeting) by hand or by prepaid mail. The address of the recipient shall be the address registered in the register of members, or the notice may be made by announcement.

The “announcement” referred to in the preceding paragraph shall be published in one or more newspapers designated by the competent securities department under the State Council and the regulatory authorities of the listing place, as well as on the Company’s website and the website of the stock exchange or notified through WeChat or e-mail. Once announced, all shareholders of domestic shares shall be deemed to have received the notice of the relevant shareholders’ meeting.

For H shareholders, notices of shareholders’ meeting, shareholder circulars and relevant documents may be published on the Company’s website and the website of SEHK, subject to the conditions of complying with laws, administrative regulations, the listing rules of the place where the company is listed and the Articles of Association.

Article 23 The notice of the shareholders’ meeting shall include the following particulars:

- (1) the time, venue and duration of the meeting;
- (2) matters and proposals submitted for consideration at the meeting;
- (3) state explicitly that all shareholders shall have the right to attend the shareholders’ meeting and may authorize a proxy in writing to attend meetings and vote. The proxy need not be a shareholder of the Company;
- (4) the shareholding record date of shareholders entitled to attend the shareholders’ meeting;
- (5) the name and telephone number of the contact person standing for meeting affairs;
- (6) time and procedures for voting via online or other means.

The notice and supplementary notice of the shareholders' meeting shall include all information required by laws, administrative regulations, departmental rules, the listing rules of the place where the company is listed and the Articles of Association, and shall adequately and completely disclose the details of all proposals. Where the matters to be discussed require the opinions of independent non-executive directors, their opinions and reasons will be disclosed at the same time as the notice or supplementary notice of the shareholders' meeting is issued. The notice of the shareholders' meeting shall provide adequate and clear explanation of the proposals to be put forward at the meeting. For proposals requiring a vote, directors' recommendation on how shareholders should vote to best serve the overall interests of shareholders shall be included. The notice shall clearly state whether (and how) shareholders participating in a remote manner can vote.

Article 24 After issuance of the notice for the shareholders' meeting, the shareholders' meeting shall not be postponed or cancelled without proper reasons and the proposals specified in the notice shall not be withdrawn. In case of delay or cancellation, the convener shall make a public announcement giving reasons within 2 business days before the scheduled date, unless otherwise prescribed in listing rules of the listing venue (if so, the latter shall prevail).

Chapter 5 Convening of Shareholders' Meeting

Article 25 The Company shall hold the shareholders' meeting in the place of residence of the Company or at the place specified in the notice of the shareholders' meeting.

The shareholders' meeting shall have a venue and be held in the form of an on-site meeting. The Company will also provide internet, television, tele-conferencing and other methods permitted by the listing rules of the place where the Company's shares are listed to facilitate shareholders' participation in the shareholders' meeting. Shareholders attending the shareholders' meeting through the above methods are deemed to be present.

Shareholders may attend the shareholders' meeting in person or appoint another person to attend and exercise their voting rights on their behalf within the scope of the authorization, both of which have the same legal effect.

Article 26 The board of directors and other conveners shall take necessary measures to ensure the normal order of the shareholders' meeting. Measures shall be taken to stop acts that cause an interference with the shareholders' meeting, a nuisance, and infringement of shareholders' lawful rights and interests and such acts shall be promptly reported to the relevant authorities for investigation.

Article 27 All holders of ordinary shares or their proxies registered on the date for registration of shares are entitled to attend the shareholders' meeting and the Company and the convener of the meeting shall not decline for any reason.

Article 28 If a shareholder entrusts another person to attend the meeting, such entrustment shall be a written form. The proxy shall submit a letter of attorney to the Company and exercise the voting right within the scope of authorization. Such letter of attorney shall contain the following:

- (1) name of the proxy(ies);
- (2) whether the proxy has the right to vote;
- (3) instructions on whether to vote in favor, against, or abstain on each item on the agenda of the shareholders' meeting;
- (4) the date of issuance and validity period of the power of attorney;
- (5) signature (or seal) of the principal. Where the principal is a legal person shareholder, the seal of the legal person entity shall be affixed.

Article 29 If an individual shareholder attends the meeting in person, they shall present their ID card or other valid certificate or proof that can prove their identity; if they entrust a proxy to attend the meeting, they shall present their valid ID card and shareholder authorization letter.

Legal person shareholders shall be represented at meetings by their legal representatives or proxies authorized by them. If a legal representative attends the meeting, they shall present their valid ID card and a valid certificate proving their qualifications as a legal representative. If a proxy attends the meeting, the proxy shall present their valid ID card and an authorization issued by the legal representative of the legal person shareholder.

If a shareholder is an unincorporated organization, the meeting shall be attended by the person in charge of the organization or a proxy authorized by the person in charge. If the person in charge of the organization attends the meeting, they shall present their ID card and a valid certificate proving their qualifications as the person in charge. If a proxy is appointed to attend the meeting, the proxy shall present their ID card and a written authorization issued by the person in charge in accordance with the law.

If the power of attorney for proxy voting is signed by someone authorized by the principal, the power of attorney or other authorization document signed by the authorized person shall be notarized. The notarized power of attorney or other authorization document and the power of attorney for voting shall be deposited at the Company's registered office or other place specified in the notice summoning the meeting.

The power of attorney should specify the number of shares represented by the agent, the agent's name, the matters of representation, the scope of authority, the date of issuance, and the validity period, and must be signed by the principal. If the principal is a corporate shareholder, it should be affixed with the corporate seal or signed by its director or a formally appointed agent.

Article 30 The power of attorney for voting shall be deposited at the Company's registered office or other location specified in the notice convening the meeting at least 24 hours before the relevant meeting for which the authorization is granted, or 24 hours before the designated voting time.

If the power of attorney for voting is signed by someone authorized by the principal, the authorization letter or other authorization document shall be notarized. The notarized authorization letter or other authorization document shall be deposited at the Company's registered office or other location specified in the notice convening the meeting, along with the power of attorney for voting.

Where the principal is a legal person, its legal representative or person(s) authorized by its board of directors or other decision-making body shall attend the Company's shareholders' meeting as representative(s).

Where the shareholder is a recognized clearing house (or their proxy) as defined in the relevant ordinances enacted from time to time in Hong Kong, the shareholder may authorize one or more persons it deems appropriate to represent it at any shareholders' meeting or any class shareholders' meeting; however, if more than one person is so authorized, the authorization letter shall specify the number and type of shares for which each such person is authorized and be signed by an authorized officer of the recognized clearing house. The person(s) so authorized may attend the meeting on behalf of the recognized clearing house (or its proxy) and exercise rights as if they were individual shareholders of the company, without presenting share certificates, notarized power of attorney and/or further evidence confirming their formal authorization.

Article 31 The Company shall be responsible for preparing a meeting register for meeting attendees. This register shall include the names (or company names) of the attendees of the meeting, their ID number, domicile, the number of shares held or represented with voting rights, and the names (or company names) of the principals, among other items.

Article 32 The convener will jointly verify the legitimacy of the shareholders' qualifications based on the register of members provided by the securities registration and clearing institution, and register the shareholder's name and the number of voting shares held. Registration for the meeting shall close before the meeting chair announces the number of shareholders and proxies present at the meeting and the total number of voting shares held.

Article 33 When convening a shareholders' meeting, all directors and the secretary to the board of directors of the Company shall attend the meeting, and the senior management personnel who do not hold the position of director of the Company shall be present at the meeting.

Article 34 The shareholders' meeting shall be presided over by the chairman of the board of directors. If the chairman of the board of directors is unable to perform their duties or fails to perform their duties, the vice chairman of the board of directors shall preside over the meeting. If the vice chairman of the board of directors is unable to perform their duties or fails to perform their duties, a director jointly nominated by more than half of the directors shall preside over the meeting.

A shareholders' meeting summoned by the audit committee on its own initiative shall be presided over by the convener of the audit committee. If the convener of the audit committee is unable to perform their duties or fails to perform their duties, a member jointly nominated by more than half of the members shall preside over the meeting.

The shareholders' meeting summoned by shareholders on their own initiative shall be presided over by a representative nominated by the convener.

When convening a shareholders' meeting, if the meeting chair violates the Rules, rendering the meeting unable to proceed, the shareholders' meeting may nominate one person to serve as the meeting chair to continue the meeting, provided that such election is approved by shareholders holding a majority of the voting rights present at the meeting.

If, for any reason, the shareholders are unable to nominate a meeting chair, the shareholder (including proxy) holding the largest number of voting rights present at the meeting shall serve as the meeting chair.

Article 35 The chairman of the meeting may require the proposer to make description for the motion:

- (1) If the proposer is the board of directors, the chairman of the board of directors or other persons authorized by the chairman of the board of directors shall make description for the motion;
- (2) If the proposer is the audit committee or a shareholder alone or shareholders together holding at least 1 percent of the shares of the Company, the proposer or his/her legal representative or the proxy legally and validly appointed by the shareholder shall make description for the motion.

Article 36 Motions listed in the conference agenda shall be deliberated before voting. The shareholders' meeting shall give proper discussion time for each motion. The chairman of the meeting shall ask whether the shareholders present at the meeting have completed deliberation, and if the shareholders do not dissent, the deliberation will be deemed to have been completed.

Article 37 At the annual shareholders' meeting, the board of directors and the audit committee shall report to the shareholders on their work in the past year. Independent non-executive directors shall also report on their work.

Article 38 Directors, and senior management personnel shall provide explanations and clarifications at shareholders' meetings regarding shareholders' inquiries and suggestions, except where such matters involve trade secrets of the Company and cannot be disclosed at the shareholders' meeting.

Article 39 Shareholders requesting to speak at the shareholders' meeting shall speak in the order in which the request is made (for those requests made at the same time, in the order of number of shares held by the shareholders or shares represented by the proxies) with the permission by the chairman of the meeting. Shareholders must not interrupt the reporter's reporting or other shareholders' speaking when requiring speaking.

The shareholder shall first report his/her name or the represented shareholders and his/her shares. The speaking duration and times of the shareholders shall be determined by the chairman of the meeting based on actual situation.

Article 40 The shareholders' meeting shall have minutes, which shall be kept by the secretary to the board of directors. The meeting minutes shall record the following particulars:

- (1) the time, venue, agenda and name of convener of the meeting;
- (2) the name of the meeting chair and the directors, general manager and other senior management personnel attending or present at the meeting;
- (3) the number of shareholders and proxies attending the meeting, the total number of voting shares held by them and their proportion to the total number of shares of the Company;
- (4) the review process, key points of speeches and voting results for each proposal;
- (5) shareholders' inquiries, opinions or suggestions and corresponding responses or explanations;

- (6) the names of the lawyer(s) (if any), vote counter(s) and vote scrutineer(s);
- (7) other particulars that should be included in the meeting minutes as stipulated in the Articles of association.

Article 41 The directors, secretary to the board of directors, convener or their representatives, and the meeting chair who attended the meeting shall sign on the minutes. The convener shall ensure the truthfulness, accuracy and completeness of the content of meeting minutes. The meeting minutes shall be kept along with the signature list of shareholders attending the meeting in person, the power of attorney for proxy attendance, and valid documentation of voting via online or other means, for a period of not less than ten years.

Article 42 The convener shall ensure the continuity of the shareholders' meeting until a final resolution is reached. If the meeting is suspended or unable to adopt resolutions due to force majeure or other exceptional circumstances, necessary measures shall be taken to promptly resume the meeting or terminate it outright, with an announcement in a timely manner.

Chapter 6 Voting and Resolutions of Shareholders' Meeting

Article 43 Resolutions of the shareholders' meeting are divided into ordinary resolutions and special resolutions. Ordinary resolutions of the shareholders' meeting shall be passed by more than half of the voting rights held by shareholders (including proxies) attending the meeting. Special resolutions of the shareholders' meeting shall be passed by more than two-thirds of the voting rights held by shareholders (including proxies) attending the meeting.

Shareholders (including proxies) attending the meeting shall clearly express their voting intentions such as aye, nay or abstention for each matter to be voted on.

Article 44 Matters other than these required by the laws and administrative regulations or by the Articles of Association to be adopted by special resolutions shall be resolved by an ordinary resolution at a shareholders' meeting.

Article 45 The following matters shall be approved by a special resolution of the shareholders' meeting:

- (1) the increase or reduction of registered capital of the Company;
- (2) the division, split-up, merger, dissolution and liquidation of the Company;
- (3) amendments to the Company's Articles of Association;
- (4) the purchase or sale of major assets, or the amount of guarantees of the Company within one year, separately or accumulatively, exceeding 30% of the Company's total assets as audited in the most recent period;
- (5) equity incentive schemes;
- (6) other matters stipulated by laws, administrative regulations, the Listing Rules or the Articles of Association, as well as other matters that the shareholders' meeting determines by an ordinary resolution will have a major impact on the Company and need to be passed by a special resolution.

Article 46 Shareholders (including proxies) shall exercise their voting rights based on the number of voting shares they represent, with each share entitled to one vote.

The Company's shares held by the Company do not have voting rights, and such shares shall not be counted in the total number of shares with voting rights attending the shareholders' meeting.

If, according to the Listing Rules, any shareholder is required to waive his voting rights on a certain matter under consideration, or any shareholder is restricted to voting only in favor of or against a certain matter under consideration, if there is any violation of the relevant regulations or restrictions, the votes cast by such shareholder or his proxy shall not be counted in the voting results.

Article 47 The meeting chair shall announce whether the number of shareholders and proxies attending the meeting in person and the total number of shares with voting rights held by them meet the statutory requirements before the vote. The number of shareholders and proxies attending the meeting in person and the total number of shares with voting rights held by them shall be based on the meeting registration.

Article 48 Where the shareholders' meeting considers matters concerning connected transactions, the connected shareholders shall not participate in the vote, and the number of voting shares represented by them shall not be included in the total number of valid votes; the announcement of the resolution of the shareholders' meeting shall adequately disclose the voting situation of non-connected shareholders.

Before the shareholders' meeting considers matters concerning connected transactions, the Company shall determine the scope of connected shareholders in accordance with relevant laws, regulations, normative documents and the Listing Rules. The connected shareholders or their authorized representatives may attend the shareholders' meeting and may explain their views to the shareholders present in accordance with the shareholders' meeting procedures, but shall voluntarily abstain from voting when voting on the relevant connected transaction matters.

If a connected shareholder does not voluntarily abstain from voting, other shareholders present at the meeting shall have the right to demand them to abstain. After the connected shareholder abstains, other shareholders shall vote according to their voting rights and make corresponding resolutions in accordance with the provisions of the Articles of Association. Before voting on the relevant connected transaction matters, the meeting chair shall announce the number of non-connected shareholders present at the meeting and the total number of voting shares held by them.

A resolution of the shareholders' meeting on connected transaction matters shall be valid only if it is passed by more than half of the voting rights held by the non-connected shareholders present at the meeting. However, if the connected transaction matter is one that requires a special resolution under the Articles of Association, the resolution of the shareholders' meeting shall be valid only if it is passed by two-thirds or more of the voting rights held by the non-connected shareholders present at the meeting.

Article 49 The list of candidates for directors shall be submitted to the shareholders' meeting for voting in the form of a proposal.

When the shareholders' meeting votes on the election of directors who are not employee representatives, the cumulative voting system may be implemented according to the provisions of the Articles of Association or the resolution of the shareholders' meeting.

The "cumulative voting system" referred to in the preceding paragraph means that when a shareholders' meeting elects directors who are not employee representatives, each share carries an equal number of votes as the number of directors to be elected, and the votes held by shareholders may be used collectively. The board of directors shall announce to shareholders the curriculum vitae and basic information of the director candidates.

Article 50 In addition to the cumulative voting system, all proposals will be voted on item by item at the shareholders' meeting. If there are multiple proposals on the same matter, they will be voted on in the order in which they were submitted. Unless a shareholders' meeting is suspended or unable to reach a resolution due to force majeure or other special reasons, the shareholders' meeting shall not set aside or refrain from voting on a proposal.

Article 51 When the shareholders' meeting considers a proposal, the proposal shall not be modified. Otherwise, the relevant changes shall be regarded as a new proposal and shall not be voted on at the current shareholders' meeting.

Article 52 The same vote may only be cast once on-site, online or through other means. Where the same vote is cast two or more times, the first one shall prevail.

Article 53 The shareholders' meeting shall vote by registered voting.

Article 54 Shareholders attending a shareholders' meeting shall express one of the following opinions on the proposals submitted for voting: for, against or abstention.

Unfilled, incorrectly filled, illegible ballots, and uncast ballots are all considered to be the voter's waiver of voting rights, and the voting results for the number of shares held by the voter shall be recorded as "abstention".

Article 55 Before a shareholders' meeting votes on a proposal, two shareholder representatives shall be nominated to participate in the counting and monitoring of votes. If these shareholders are interested in the matters to be examined, the relevant shareholder and their proxy shall not participate in the counting and monitoring of votes.

When the shareholders' meeting votes on a proposal, the vote counters and vote scrutineers shall be jointly responsible for counting and monitoring the votes, and the voting results shall be announced on the spot. The voting results of the resolution shall be recorded in the meeting minutes.

Article 56 Prior to the formal announcement of voting results, the listed company, vote counters, vote scrutineers, major shareholders and other related parties involved in the physical shareholders' meeting shall have an obligation to keep confidential details of the voting.

Article 57 If the meeting chair has any doubts about the result of the resolution submitted for voting, the meeting chair may organize a vote count; if the meeting chair does not conduct a vote count, and the shareholders or shareholder representatives attending the meeting have any objections to the result announced by the meeting chair, they shall have the right to request a vote count immediately after the voting result is announced, and the meeting chair shall immediately organize a vote count. The recount result shall be recorded in the minutes of the meeting.

Article 58 If the shareholders' meeting passes the proposal for the election of directors, unless otherwise expressly provided in the resolution of the shareholders' meeting, the new directors will take office when the shareholders' meeting passes the relevant election proposal.

Article 59 If the shareholders' meeting passes proposals regarding distribution of dividends, bonus shares or conversion of capital reserve into share capital, the Company will implement the specific plan within two months after the conclusion of the shareholders' meeting.

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

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

Chapter 7 Supplementary Provisions

Article 61 The Rules shall come into effect from the date of consideration and approval by the shareholders' meeting, and the provisions concerning the standardized operation of listed companies shall come into effect from the date of the listing of the Company's overseas shares on The Stock Exchange of Hong Kong Limited.

Article 62 When the Rules are being modified, the amendments proposed by the board of directors shall come into effect with the approval of the shareholders' meeting.

Article 63 The "laws" mentioned in the Rules refer to the laws, administrative regulations, department rules and regulations, local regulations, local government rules and regulations and legally binding government normative documents that are currently in force and applicable or are issued from time to time and applicable in the People of Republic of China (exclusive of Taiwan, Hong Kong Special Administrative Region and Macau Special Administrative Region in the Rules), but when using together with "administrative regulations", they particularly refer to the laws adopted at the National People's Congress and its Standing Committee.

Article 64 The terms "above" and "within" as mentioned in the Rules are inclusive while "over", "less than" and "more than" are exclusive.

Article 65 When there are any matters not covered in the Rules, or provisions of the Rules conflict with the laws and the Articles of Association formulated or amended through legal procedures, and laws of the place where the Company's stocks are listed or the Listing Rules, laws, the Articles of Association and the laws of the place where the Company's stocks are listed or the Listing Rules shall prevail.

Article 66 The Rules shall be construed by the board of directors.