

**CIMC Vehicles (Group) Co., Ltd.**

**The Rules of Procedure for the General Meeting**

## **CHAPTER 1 GENERAL PROVISIONS**

**Article 1** In order to determine the duties and permissions of a general meeting, regulate their organization and behavior, ensure that a general meeting exercise their powers by law, improve the efficiency of a general meeting, ensure the effectiveness and legality of procedures and resolutions of general meeting, and safeguard the legal rights and interests of all shareholders. The Company formulates these rules of procedure in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies, the Official Reply of the State Council regarding Adjusting the Application of Provisions to Matters Including the Notice Period for Convention of Shareholders' Meetings by Overseas Listed Companies, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (including relevant appendices, hereinafter referred to as the "Stock Exchange Listing Rules") and other relevant laws, regulations, regulatory documents and the Articles of Association of CIMC Vehicles (Group) Co., Ltd. (which will be applicable after the listing of H Shares, hereinafter referred to as the "Articles of Association").

**Article 2** The Company shall convene the shareholders' general meetings in strict accordance with relevant provisions of the laws, administrative regulations, normative documents, the Articles of Association and these Rules to ensure the shareholders can exercise their rights according to the law.

**Article 3** The Board of the Company shall perform its duties with due diligence and shall organize the shareholders' general meetings in a serious and timely manner. All the directors of the Company shall be diligent and responsible to ensure the normal convening of a general meeting and lawful exercise of functions and powers.

## **CHAPTER 2 NATURE AND POWERS OF THE SHAREHOLDERS' GENERAL MEETING**

**Article 4** The shareholders' general meeting is the authority of the Company and shall exercise its functions and powers in accordance with the provisions of the Company Law, the Articles of Association and the Rules of Procedure hereto.

**Article 5** The shareholders' general meeting consists of all shareholders of the Company. When the Company convenes a shareholders' general meeting, distributes dividend, executes liquidation or engages in other conducts that need to identify the shareholders, the Board or the convener of the shareholders' general meeting shall determine the date of record. The shareholders included in the register of shareholders on the date of record shall be the entitled shareholders to relevant rights and interests of the Company.

The shareholders shall exercise their voting right at the shareholders' general meeting according to the number of shares they hold on the date of record of the shareholders' general meeting.

**Article 6** The shareholders' general meeting shall exercise its powers within the scope specified in the Company Law, the Articles of Association and these Rules, and shall not interfere with the shareholder's disposal of his/her own rights.

**Article 7** The shareholders' general meeting shall exercise its powers to the extent as provided by the Articles of Association according to law.

**Article 8** Where the Company intends to provide guarantee for its shareholder, de facto controller and related parties, the proposal must be resolved at the shareholders' general meeting.

The shareholder specified in the preceding paragraph or the shareholder controlled by the de facto controller specified in the preceding paragraph shall not participate in the voting for the matter involved, and this proposal shall be passed by more than half of the votes of other shareholders present at the meeting.

### **CHAPTER 3 THE CONVENING OF GENERAL MEETINGS**

**Article 9** Shareholders' general meetings include annual shareholders' general meetings and extraordinary shareholders' general meetings.

Annual shareholders' general meetings are required to be held once every year within six (6) months after the end of the previous financial year.

Extraordinary shareholders' general meetings are held from time to time. An extraordinary shareholders' general meeting is required to be held within two (2) months after the occurrence of the circumstances stipulated in the Articles of Association.

**Article 10** The shareholders' general meetings shall be convened by the Board of Directors within the period stipulated in the Articles 9 of these Rules.

**Article 11** Two or more Independent non-executive Directors shall have the rights to propose to the Board of Directors to convene an extraordinary general meeting. Regarding the proposal requesting to convene an extraordinary general meeting by the Independent Non-executive Directors, the Board of Directors shall give a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within 10 days after receiving the proposal in accordance with the laws, administrative regulations and the Articles of Association.

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

**Article 12** The Supervisory Committee shall have the rights to propose to the Board of Directors to convene an extraordinary general meeting, and such proposal shall be submitted in writing. The Board of Directors shall give a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within 10 days after receiving the proposal in accordance with the laws, administrative regulations and the Articles of Association.

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

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

**Article 13** Shareholders individually or jointly holding more than 10% of Shares of the Company are entitled to request the Board of Directors in writing to convene an extraordinary general meeting. The Board of Directors shall, in accordance with the requirements of laws, administrative regulations and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days upon receipt of the request.

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

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

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

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

**Article 14** Where the Supervisory Committee or shareholders decide to convene a shareholders' general meeting by themselves, a written notice shall be submitted to the Board of Directors and filed with the relevant securities regulatory authorities and stock exchange in the place where the Company is domiciled according to the applicable provisions.

Before making an announcement on the resolution(s) of the shareholders' general meeting, the shareholders convening the meeting shall hold no less than 10% of the Shares.

**Article 15** Where the Supervisory Committee or shareholders convene a shareholders' general meeting by themselves, the Board of Directors and the secretary to the Board of Directors shall cooperate. The Board of Directors shall provide the register of shareholders on the shareholding record date. If the Board of Directors fails to provide the register of shareholders, the convener may carry relevant announcement on the notice of convening general meeting to apply with the securities registration and clearing institutions. The convener shall not use the register of shareholders for purposes other than convening a shareholders' general meeting.

**Article 16** Where the Supervisory Committee or shareholders convene and hold a shareholders' general meeting by themselves as a result of the failure of the Board of Directors to hold a shareholders' general meeting according to the as aforesaid requirements, the expenses necessarily accrued therefrom shall be borne by the Company and be deducted from the amounts due for payment to the Directors as a result of their negligence.

## **CHAPTER 4 PROPOSALS OF GENERAL MEETING**

**Article 17** The contents of the proposals to be raised shall be within the scope of duties of the shareholders' general meetings. It shall have a clear topic and specific matters to be resolved on, and shall be in compliance with relevant requirements of the laws, administrative regulations, and the Articles of Association.

**Article 18** At a shareholder's general meeting of the Company, the Board, the Supervisory Committee, and shareholders individually or jointly holding more than 3% of the shares of the Company have the right to submit proposals to the Company.

The shareholders individually or jointly holding more than 3% of the shares of the Company may submit an interim proposal to the convener in writing 10 days before the date of the shareholder's general meeting. The convener shall, within 2 days following the receipt of the proposal, send a supplemental notice of the shareholder's general meeting, indicating the contents of the interim proposal. If after review, the convener believes that the interim proposal fails to comply with Article 17 of the Rules, and decides not to include it in the meeting agenda, the convener shall, within 2 days following the receipt of the proposal, publish the notice on the decision, indicating the specific reasons; meanwhile, the convener shall make an explanation at the shareholder's general meeting, and announce the contents of the interim proposal and the explanation of the convener together with the resolutions of the shareholder's general meeting, after the conclusion of the shareholder's general meeting.

Except for circumstances provided in the above paragraph, the convener, after issuing the notice and announcement of the shareholders' general meeting, shall neither revise the proposals stated in the notice of general meetings nor add new proposals. The candidate list of Directors and Supervisors shall be submitted to the shareholders' general meetings as a proposal for consideration.

**Article 19** If a notice of general meeting does not specify the proposed resolutions or does not comply with Article 17 herein, no voting for resolutions shall be carried out at the shareholders' general meeting.

## **CHAPTER 5 ARTICLE NOTICE OF THE SHAREHOLDERS' GENERAL MEETING**

**Article 20** Where an annual general meeting is convened by the Company, it shall issue a written notice at least 20 clear business days prior to the meeting, and in the case of an extraordinary general meeting, it shall issue a written notice at least 10 clear business days or 15 days (whichever is longer) prior to the meeting, to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting.

For the purpose of determining the starting date of the notice period, the issue date of such notice and the date of the meeting shall be excluded. Business day in the Rules refers to any day on which the Hong Kong Stock Exchange is open for the business of the dealing in securities.

Where the laws and regulations and other regulatory documents provide otherwise, such provisions shall prevail.

**Article 21** Shareholders' general meeting shall not decide on matters that have not been stated in the notice of the meeting.

**Article 22** Notice of the shareholders' general meeting shall comply with the Articles of Association.

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

- (I) Personal information such as education background, work experience, part-time jobs, etc., especially work experience in the Company's shareholders and de facto controller;
- (II) Whether the candidate is related to the Company, its controlling shareholder and de facto controller, shareholders holding more than 5% of the Company, other directors, supervisors and senior management of the Company;
- (III) to disclose number of shares of the Company they hold;
- (IV) whether or not they have been penalized by the CSRC and other relevant departments, and disciplined by the stock exchange;
- (V) Whether any circumstances under which the candidate may not be appointed as director or supervisor exists in accordance with the Company Law and other laws and regulations or as stipulated by the regulatory bodies;
- (VI) Other information on election and re-election of directors or supervisors to be disclosed in accordance with the Stock Exchange Listing Rules.

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

**Article 24** The notice of a shareholders' general meeting shall be served on shareholders (regardless of whether they are entitled to vote at the shareholders' general meeting) either by hand or by post in a prepaid mail, addressed to such shareholders at their registered addresses as shown in the register of shareholders. For holders of Domestic Shares, the notice of a shareholders' general meeting may also be given by publishing an announcement. For holders of H Shares, in accordance with relevant process under the Listing Rules of the Stock Exchange and under the permission expressly given by the shareholders, the notice of a shareholders' general meeting, a circular for shareholders and relevant files may also be given by making announcement in the Company's website or the websites of Hong Kong Stock Exchange.

The announcement referred to in the preceding paragraph shall be published in one or more national newspapers designated by CSRC. Once the announcement is published, all holders of Domestic Shares shall be deemed to have received the notice in relation to the shareholders' general meeting. For the notice of a shareholders' general meeting, a circular for shareholders and relevant files issued to holders of H Shares by the Company, the Company may send only the English or the Chinese version of the notice of a shareholders' general meeting and relevant files in accordance with relevant process under the Listing Rules of the Stock Exchange and under the permission expressly given by the shareholders.



**Article 25** After issuance of the notice for shareholders' general meeting, the shareholders' general 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 an announcement giving reasons at least 2 working days before the date when the meeting is convened. If there are any other requirements on the above matters under listing rules of the place where the Shares of the Company are listed, such requirements shall prevail.

**Article 26** The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice, shall not invalidate the meeting and the resolutions passed at the meeting.

## **CHAPTER 6 IDENTIFICATION AND REGISTRATION OF THE SHAREHOLDERS PRESENT AT THE SHAREHOLDERS' GENERAL MEETING**

**Article 27** All the shareholders listed in the register of shareholders on the date of record or their proxies are entitled to attend the shareholders' general meeting, and exercise the voting rights according to relevant laws, regulations, normative documents, Stock Exchange Listing Rules and the Articles of Association. Neither the Company nor the convener may refuse it for any reason.

Shareholders may attend a shareholders' general meeting in person, or may entrust other persons as his proxies to attend and vote on his behalf.

**Article 28** An individual shareholder who attends the shareholders' general meeting in person shall present valid proof which can confirm his/her shareholder's identity. If a proxy is appointed to attend the meeting, in addition to presenting the proxy's identity card, the proxy shall also present the shareholder's identity proof together with the authorization letter from the shareholder.

If a shareholders' meeting of the Company is attended on behalf of a corporate shareholder by its legal representative or a person authorized by a resolution of its Board or other decision-making bodies, the Company has the right to request the representative to produce identity documents of the corporate shareholder and the representative, copies of the resolution or form of proxy of the Board or other governing bodies of the corporate shareholder to appoint such representative which are notarized, or certified and recognized by the Company.

If a shareholder is a recognized clearing house or its agent within the meaning of the relevant regulations imposed in Hong Kong from time to time, it may authorize one or more proxy(ies) as it thinks fit to act as its proxy(ies) at any shareholders' general meeting or class meeting of shareholders. However, if more than one proxy is appointed, the proxy form shall specify the number and class of shares represented by each of such proxies under the authorization, and signed by authorized proxies of recognized clearing house. Such authorized proxies may attend meeting on behalf of the recognized clearing house or its agent (without presentation of evidence of its shareholding, notarized authorization and/or any further proof demonstrating the duly granting of the same) and exercise the right of the recognized clearing house or their agent, as if they are the individual shareholders of the Company.

**Article 29** Any shareholder entitled to attend and vote at a shareholders' general meeting shall have the right to appoint one or more persons (such persons may not be shareholders) as his proxies to attend and vote on his behalf, and the proxies so appointed may exercise the following rights as specified in the Articles of Association.

**Article 30** The instrument appointing a proxy shall be in writing under the hand of the principal or his/her attorney authorized in writing; If the principal is a legal person, the document shall be affixed with the seal of the legal person or signed by its legal representative or the proxy authorized by a resolution of its Board or other decision-making bodies.

The instrument issued by a shareholder to authorize another person to attend the shareholders' general meeting shall include the following contents.

**Article 31** The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting before 24 hours prior to the meeting at which the proxy is authorized to vote or before 24 hours prior to the specified time of the voting . Where the instrument is signed by another person authorized by the entrusting party, the authorization letter or other document authorizing the signatory shall be notarized. The notarized authorization letter or other authorizing document shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting. The proxy attending a shareholder's general meeting on behalf of a shareholder shall produce his/her identity document and the form of proxy signed by the principal or its legal representative with the issue date.

**Article 32** Any form issued by the Board of the Company to its shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast vote in favor of or against each resolution and enable the shareholders to give separate instructions on each matter to be voted at the meeting. The proxy form shall state that if the shareholder does not give specific instructions, the proxy shall vote at his/her own discretion.

**Article 33** Where the principal has deceased, incapacitated to act, withdrawn the signed appointment prior to the voting, or the relevant shares have been transferred prior to the voting, a vote given in accordance with the terms of instrument of proxy shall remain valid as long as the Company did not receive a written notice of the event before commencement of the relevant meeting.

**Article 34** The eligibility of the persons to attend the meeting shall be deemed invalid if relevant identity documents submitted by them are found of any of the following circumstances:

- (I) The identity documents of the principal or persons present at the meeting are forged, expired or altered;
- (II) The identity documents submitted by the principal or persons present at the meeting are unidentifiable;
- (III) When the same shareholder entrusts more than one person to attend the meeting, the specimen signature of the powers of attorney is obviously inconsistent;
- (IV) The power of attorney is not signed or stamped by the principal;
- (V) Relevant identity documents submitted by the principal or the persons present at the meeting on his/her behalf obviously violate relevant provisions of the laws, regulations and the Articles of Association.



**Article 35** The principal or his/her proxy shall assume corresponding legal consequences for the principal's or his/her proxy's ineligibility to attend the meeting because the principal authorizes unclearly or the certificate submitted by his or her proxy to prove the principal's legal identity or the entrustment relationship and other relevant documents fail to meet the provisions of the laws, regulations and the Articles of Association.

**Article 36** A registration record for attendants at the meeting shall be compiled by the Company. The registration record shall contain items including but not limited to the names of attendants (or names of organizations), identity card numbers, residential addresses, the number of shares held or representing the voting rights and names (or name of organizations) of the proxies.

**Article 37** The convener shall examine the legality of the shareholders' qualifications according to the register of members provided by the securities registrations and clearing organizations. The names of shareholders and the number of shares with voting rights shall be registered. The registration at the meeting shall terminate before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the shares held with voting rights.

## **CHAPTER 7 CONVENING OF THE SHAREHOLDERS' GENERAL MEETING**

**Article 38** A meeting venue shall be set for the shareholders' general meeting, which shall be convened by way of on-site meetings. The Company will provide conveniences for shareholders to attend the shareholders' general meeting online or by other means recognized or required by relevant regulatory bodies. A shareholder attending a shareholders' general meeting by the aforesaid means shall be deemed to have been present at the meeting.

**Article 39** If a shareholders' general meeting of the Company adopts the online method or other means, the voting time and voting procedures for the online meeting or other means of meeting shall be specified clearly in the notice of the shareholders' general meeting.

**Article 40** During the period when the shareholders' general meeting is held, the secretary to the Board shall be responsible for organizing the meeting, preparing documents and other matters related to the shareholders' general meeting.

**Article 41** The Board and any other convener shall take necessary steps to ensure the proper order of the shareholders' general meeting. Except for the shareholders (or their proxies) attending the meeting, directors, supervisors, senior management and persons invited by the Board, the Company has the right to refuse the admission of other persons according to law. The Company shall take steps to stop any act disturbing the shareholders' general meeting, seeking trouble or infringing upon the legitimate rights of shareholders, and shall report such act to relevant departments for investigation and treatment.

The chairman of the meeting may require the following persons to leave the meeting venue:

- (I) Those ineligible to attend the meeting;
- (II) Those who violate laws, regulations and the Articles of Association, disturb the normal order of the meeting venue and still do so even after dissuasion.

If the above-mentioned persons refuse to obey the order, the chairman of the meeting may ask the staff member to compel them to leave the meeting venue, and if necessary, he may ask the public security organ for help.

**Article 42** Directors, supervisors and senior management of the Company shall, upon request of the shareholders' general meeting, attend such meeting for answering queries raised by the shareholders.

**Article 43** The shareholder's general meeting shall be chaired by the chairman of the Board. If the chairman is unable to or refuses to perform its duties, the vice chairman shall serve as the chairman of the meeting. If both the chairman and the vice chairman are unable to attend the meeting, a Director shall be elected as the chairman of the meeting by a majority of Directors. If the Board fails to elect a chairman of the meeting, a person may be elected as the chairman of the meeting by shareholders present at the meeting; if shareholders are unable to elect the chairman for any reason, the shareholder (including its proxy) with the largest number of shares shall serve as the chairman of the meeting.

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

If a shareholders' general meeting is convened by the shareholders themselves, the convener will nominate a representative to conduct the meeting. If for any reason the shareholders are unable to elect a chairman, the attending shareholder holding the largest number of voting shares (whether in person or by proxy) shall preside over the meeting.

**Article 44** At a shareholders' general meeting, if the chairman of the meeting contravenes the Articles of Association, making the meeting impossible to proceed, with consent from more than one half of the attending shareholders with voting rights, the shareholders may nominate one person to serve as the chairman and continue with the meeting. If for any reason the shareholders are unable to elect a chairman, the attending shareholder holding the largest number of voting shares (whether in person or by proxy) shall preside over the meeting.

**Article 45** The chairman of the meeting shall, prior to voting, declare the number of attending shareholders and their proxies as well as the total number of their voting shares, and the number of attending shareholders and their proxies and the total number of their voting shares shall be subject to registration of the shareholders' general meeting.

## **CHAPTER 8 DELIBERATION OF MATTERS AT THE MEETING**

**Article 46** As presided over by the chairman of the meeting, matters and proposals listed in the agenda shall be deliberated in sequence item by item. When necessary, relevant proposals may be discussed together. As for contents listed in the agenda of the meeting, the chairman of the meeting may adopt the methods of first reporting, centralized deliberation, cumulative voting according to actual circumstances, or may use the method of reporting, deliberating and voting item by item for the complicated matters. Reasonable time shall be given to each matter at the shareholders' general meeting.

**Article 47** At the annual shareholders' general meeting, the Board of Directors and the Supervisory Committee shall make a report on their work in the past year to the shareholders' general meeting.

**Article 48** The chairman of the meeting or the staff he dispatches shall make necessary instructions to various matters to be discussed or distribute necessary documents.

**Article 49** When deliberating any matters at the meeting, a shareholder or his/her proxy shall make a concise statement of his or her point of view, and raise inquiries concerning the problem which is not clearly described by the reporter and which therefore affects his/her judgment and voting. In that case, the shareholder may require the reporter make corresponding explanations and instructions.

**Article 50** The directors, supervisors and senior management shall make explanation and interpretation on the inquiries of the shareholders. There are no limited time and frequency for the shareholder inquiries. In any of the following circumstances, the chairman of the meeting may refuse to respond to the inquiries, but shall explain reasons to the inquirer:

- (I) The inquiry has nothing to do with the matter to be discussed;
- (II) The response to the inquiry will reveal the Company's business secrets or significantly damage the common interests of the Company or shareholders;
- (III) Other important reasons.

**Article 51** When a proposal is being discussed at the shareholders' general meeting of the Company, the chairman of the meeting may decide to terminate the discussion as the case may be.

## **CHAPTER 9 VOTING AT SHAREHOLDERS' GENERAL MEETINGS**

**Article 52** Shareholders (including their proxies) shall exercise their voting rights according to the number of voting shares that they represent. Each share shall carry one voting right.

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

**Article 53** Subject to and conditional upon compliance with applicable laws, regulations and/or requirements of the listing rules of the place(s) in which the shares of the Company are listed, the Board, independent Directors and shareholders who qualify with relevant specified conditions may solicit for the voting shares from shareholders. No payment shall be made to the shareholders for such solicitation, and information shall be fully disclosed to the shareholders to be solicited.

**Article 54** The vote at the general meeting shall be conducted by open ballot or other methods permitted by the applicable provisions of the Stock Exchange Listing Rules. If a voting right is exercised repeatedly, only the first exercise of the voting right is recognized.

**Article 55** When relevant related party transactions are considered at a shareholders' general meeting, the related shareholders shall not participate in the voting if so specified in applicable laws, regulations or listing rules of the place(s) in which the shares of the Company are listed. His/her shares held with voting rights will not be counted within the total number of valid votes. The public announcement on the voting results of the general meeting shall fully disclose the voting results of the non-related shareholders. Provisions otherwise provided by applicable laws, administrative regulations, departmental rules or listing rules of the place(s) in which the shares of the Company are listed shall prevail.

Before any related party transaction is considered at a shareholders' general meeting, the secretary to the Board shall determine the scope of related shareholders in accordance with relevant laws, regulations, Stock Exchange Listing Rules and normative documents. When it is difficult to judge whether they belong to related shareholders or not, the secretary to the Board shall consult with the professional intermediary agency retained by the Company for confirmation. The secretary to the Board shall send the list of related shareholders to the chairman of the meeting prior to the meeting, while the chairman of the meeting shall announce the related shareholders abstaining from voting when discussing the related party transactions.

Related shareholders or their authorized representatives may attend the shareholders' general meeting, and may clarify their points of view to the attending shareholders in accordance with procedures of the meeting, but they shall take the initiative to abstain from voting; if the related shareholders don't take the initiative to abstain from voting, other shareholders present at the meeting or the chairman of the meeting shall have the right to require them abstain from voting. After the related shareholders abstain from voting, other shareholders shall vote according to the voting rights they hold.

Abstaining and voting procedures of the related shareholders shall be recorded in the minutes.

**Article 56** Save for resolutions on procedures for the general meeting or administrative matters which can be resolved on by the chairman of the meeting based on the principle of honesty and voted on by a show of hands, voting at the general meeting is conducted by open ballot.

**Article 57** Resolutions on procedures for the shareholders' general meeting or administrative matters shall be voted on by a show of hands at the shareholders' general meeting, unless otherwise stipulated by the Stock Exchange Listing Rules or unless as required to be voted on by ballot before or after the following staff vote on by a show of hands:

- (I) the chairman of the meeting;
- (II) at least two shareholders with voting rights or their proxies;
- (III) one or more shareholders (including their proxies) individually or collectively holding over ten percent of voting shares at the meeting.

Unless a poll is demanded, the chairman of the meeting announces whether a proposal is passed according to the results of voting by a show of hands, which is recorded in the meeting minutes as a final evidence, without proving the number and proportion of votes for and against the resolution passed at the meeting.

A demand for a poll may be withdrawn by the demander.

**Article 58** A voting right can only be exercised by either on-site voting, online voting or other voting method. If a voting right is exercised repeatedly, only the first exercise of the voting right is recognized.

**Article 59** In case of voting by ballot, a shareholder (including his/her proxy) entitled to two or more votes needs not to cast all votes for or against a resolution in the same way.

**Article 60** When the number of votes for and against a resolution is equal, regardless of voting by a show of hands or by ballot, the chairman of the meeting shall be entitled to one additional vote.

**Article 61** Except for the cumulative voting mechanism, all resolutions shall be voted at the shareholders' general meeting item by item, and shall be voted in the sequence according to the time of proposal when various proposals are put forward concerning the same issue. Except under special circumstances such as force majeure which lead to the suspension or inability to pass resolutions at a shareholders' general meeting, proposals shall not be set aside or rejected for voting at the shareholders' general meeting.

**Article 62** No amendment shall be proposed to a proposal when it is being considered at a shareholders' general meeting. Otherwise, the relevant amendment shall be regarded as a new proposal and shall not be put forward for voting at that shareholders' general meeting.

**Article 63** Where any shareholder is, under the Stock Exchange Listing Rules, required to abstain from voting for any resolution or restricted to voting only for or only against it, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted in the total number of voting shares.

**Article 64** Shareholders who attend the shareholders' general meeting shall take one of the following stances when a resolution is put forward for voting: for, against or abstain.

Any unfilled, improperly filled or poorly handwritten votes or votes that are not cast shall be considered as abstentions from voting by the shareholders. Its respective shares shall be counted as "abstentions" in the voting results.

**Article 65** When the shareholders are ordered to leave the meeting venue due to their violation of relevant laws, regulations, normative documents, the Articles of Association and disciplines of the shareholders' general meeting as stipulated in these Rules, the shares with voting rights which they hold shall not be counted in the total number of valid votes for this meeting.

**Article 66** The shareholder's rights (including but not limited to voting rights) exercised by those that are not legally and validly eligible to attend the meeting shall be deemed invalid, and the shares with voting rights which they hold or represent shall not be counted in the total number of valid votes for this meeting.

**Article 67** Before voting takes place on a proposal at a shareholders' general meeting, two shareholders' representatives shall be elected to participate in vote counting and scrutinizing. In the event that a shareholder has an interest in a matter to be considered, the relevant shareholder and his proxy shall not participate in the vote counting and scrutinizing.

When voting takes place on a proposal at a shareholders' general meeting, shareholders' representatives, supervisors and other relevant persons appointed according to the Hong Kong Listing Rules shall be jointly responsible for vote counting and scrutinizing, announce the voting results on the spot, and determine whether a resolution has been passed pursuant to the voting results. The voting results of resolutions shall be recorded in the minutes.

**Article 68** The voting result, upon completion of statistics, shall be reported to the chairman of the meeting. If the chairman of the meeting has any doubt about the voting result of a resolution, he may arrange the recounting of the votes; If the chairman of the meeting does not arrange the recounting of the votes, a shareholder or proxy attending the meeting who dissents from the result announced by the chairman of the meeting shall be entitled to request the recounting of votes immediately after the announcement of the voting result, in which case the chairman of the meeting shall immediately arrange the recounting of the votes.

**Article 69** The Board of the Company shall make explanations to the shareholders' general meeting on the nonstandard audit opinions of certified public accountants for the financial statements of the Company.

## **CHAPTER 10 RESOLUTIONS OF THE SHAREHOLDERS' GENERAL MEETING**

**Article 70** Resolutions of shareholders' general meetings shall take the form of ordinary resolutions or special resolutions.

**Article 71** An ordinary resolutions at a shareholders' general meeting shall be passed by more than half of the voting rights held by shareholders (including their proxies) attending the shareholders' general meeting.

A special resolution at a shareholders' general meeting shall be passed by more than two-thirds of the voting rights held by shareholders (including their proxies) attending the shareholders' general meeting.

**Article 72** Resolutions on related party transactions made at the shareholders' general meeting shall be valid only after being passed by more than half of the voting rights held by the non-related shareholders present at the meeting. However, if the related party transaction involves any issue that needs to be adopted by a special resolution in accordance with the Articles of Association, the resolution at the shareholders' general meeting shall be valid only after being passed by more than two-thirds of the voting rights held by the non-related shareholders present at the meeting.

**Article 73** Matters to be resolved shall be passed by ordinary resolutions or special resolutions according to the classification in the Articles of Association.

**Article 74** An on-site shareholders' general meeting shall not end earlier than the one held online or by another method. The chairman of the meeting shall announce details and results of the voting on each proposal, and announce whether a proposal is passed according to the voting results.

Before the formal announcement of voting results, the Company, vote counter, vote scrutineer, substantial shareholders and other related parties involved shall be under a confidentiality obligation for the details of the voting.



**Article 75** A resolution of the shareholders' general meeting will be formed after a proposal is passed. The contents of the resolutions shall comply with relevant provisions of the laws, regulations and the Articles of Association. Directors attending the meetings shall ensure the truthfulness, accuracy, and completeness of the contents of the resolutions, and must not use statements that are likely to cause ambiguity.

**Article 76** Resolutions of the shareholders' general meeting shall be announced in a timely manner. The announcement shall specify the content as required under the Stock Exchange Listing Rules, including but not limited to the total number of shares of holders eligible for attending and voting in respect of the resolutions at the meeting, the total number of shares of holders eligible for attending the meeting but required to abstain from voting for the resolutions, the total number of shares of holders required to abstain from voting and the total number of shares of holders actually voting for and against the resolutions.

**Article 77** The convener shall ensure the shareholders' general meeting can be conducted continuously until final resolutions are made. If the shareholders' general meeting is suspended or resolutions cannot be made because of force majeure or other special circumstances, the convener shall take necessary measures to resume the meeting or directly terminate that meeting immediately followed by a timely public announcement.

## **CHAPTER 11 MINUTES OF THE SHAREHOLDERS' GENERAL MEETING**

**Article 78** Minutes shall be kept at the shareholders' general meeting. The secretary to the Board shall be responsible for the minutes. The directors present at the meeting and the chairman of the meeting shall sign on the minutes of the meeting.

**Article 79** The minutes of the shareholders' general meeting shall state the following contents:

- (I) Time, venue and agenda of the meeting and name or title of the convener;
- (II) The name of the chairman of the meeting and the names of the directors, supervisors, the secretary to the Board, President and other senior management attending or present at the meeting;
- (III) The number of shareholders and proxies attending the meeting, number of voting shares they represent and the percentages of the voting shares held by them to the total number of shares of the Company;
- (IV) The process of review and discussion, summary of any speech and voting results of each proposal;
- (V) Shareholders' inquiries, opinions or suggestions and corresponding answers or explanations;
- (VI) Name of the vote counter and scrutineer;
- (VII) The contents to be included as specified in this Articles of Association.

**Article 80** The minutes shall be kept together with the registration record of attending shareholders and authorization letters of proxies, the valid information on the voting.

## **CHAPTER 12 SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS**

**Article 81** Shareholders who hold different classes of shares shall be class shareholders.

Class shareholders shall enjoy rights and undertake obligations in accordance with the laws, administrative regulations and the Articles of Association.

Where the Company issues preferred shares, it shall ensure holders of preferred shares have sufficient voting rights.

Where the share capital of the Company includes shares which do not carry voting rights, the words “no voting rights” must appear in the designation of such shares.

Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words “restricted voting rights” or “limited voting rights”.

**Article 82** The Company shall not proceed to change or abrogate the class shareholders’ rights unless such change or abrogation has been approved by way of a special resolution at the shareholders’ general meeting and at a separate shareholders’ general meeting by the class shareholders so affected in accordance with the Articles of Association.

**Article 83** The conditions in which the rights of shareholders of a certain class shall be deemed to have been changed or abrogated are set out in relevant requirements under the Articles of Association.

**Article 84** In accordance with relevant requirements under the Articles of Association, class shareholders so affected, whether or not having the right to vote at the shareholders’ general meeting, shall have the rights to vote at class shareholders’ meetings, except that interested shareholders do not have rights to vote at class shareholders’ meetings.

The meanings of the term “interested shareholders” in the preceding paragraph are set out in relevant requirements under the Articles of Association.

**Article 85** Resolutions of a class shareholders’ meeting may be passed only by shareholders attending the class shareholders’ meetings who represent more than two-thirds of the voting rights in accordance with Article 86.

The quorum required for any class shareholders’ meeting (excluding the adjournment thereof) to be convened for the purposes of changing or revoking the rights of any class shareholders must be at least one third of the holders of the issued shares of such class.

**Article 86** When the Company is to hold a class shareholders’ meeting, it shall issue a written notice in accordance with the notice period requirements in relation to convening a general meeting under Article 20 of the Rules informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and venue of the meeting.

**Article 87** The notice of the class shareholders’ meeting shall be delivered only to the shareholders entitled to voting thereat.

The procedures of a class shareholders' meeting shall, to the extent possible, be identical with the procedures of a shareholders' general meeting. The provisions of the Articles of Association in relation to the procedures for the holding of a shareholders' general meeting shall be applicable to a class shareholders' meeting.

**Article 88** In addition to the holders of other classes of shares, holders of Domestic Shares are deemed to be different class shareholders with overseas-listed Foreign Shares.

The special procedures for voting of class shareholders shall not apply under the following circumstances: (I) where the Company issues Domestic Shares and overseas-listed Foreign Shares, upon approval in the form of a special resolution by its shareholders at a shareholders' general meeting, either separately or concurrently, once every 12 months and the number of each of the Domestic Shares and overseas-listed Foreign Shares to be issued is not more than 20% of the respective outstanding shares of such class; (II) where the Company's plan to issue Domestic Shares and overseas-listed Foreign Shares upon its incorporation is implemented within 15 months from the date of approval by the CSRC; (III) upon approval by the CSRC, unlisted shares of the Company may be converted into Foreign Shares for listing and trading on an overseas stock exchange.

## **CHAPTER 13 ADJOURNMENT AND TERMINATION**

**Article 89** The chairman of the meeting is entitled to announce the adjournment of the meeting according to the addenda and time schedule. The chairman of the meeting may also announce the adjournment of the meeting when deemed necessary.

**Article 90** The chairman of the meeting shall announce the voting result of all proposals at the shareholders' general meeting and may announce termination of the meeting only when no shareholder has any objection.

## **CHAPTER 14 IMPLEMENTATION OF RESOLUTIONS OF THE SHAREHOLDERS' GENERAL MEETING**

**Article 91** The Board shall be responsible for implementing the resolutions adopted at a shareholders' general meeting, and according to the content of resolutions, the president of the Company will organize relevant staff to take charge of specific implementation thereof; where any matter needs to be handled by the Supervisory Committee as required by the resolution of the shareholders' general meeting, the Supervisory Committee shall directly organize their implementation.

**Article 92** Where a proposal on election of Directors or Supervisors is passed at the shareholder's general meeting, the term of office of a new Director or Supervisor shall commence on the date on which resolutions of the shareholders' general meeting are approved.

**Article 93** If a shareholders' general meeting approves any proposal for distribution of cash or stock dividends, or capitalization of capital reserves, the Company shall implement a specific plan within two months after the conclusion of the shareholders' general meeting.

**Article 94** Any content of a resolution approved at the shareholders' general meeting of the Company will be invalid if it violates the laws and administrative regulations.

If the procedures for convening a shareholders' general meeting or the voting methods violate the laws, administrative regulations and the Articles of Association or the contents of any resolution violate the Articles of Association, the shareholders may request the competent people's court to withdraw it within 60 days from the date when such resolution is made.

**Article 95** The president shall report the implementation progress of the resolutions of the shareholders' general meeting to the Board, and the Board will further report it to the next shareholders' general meeting; for matters involving the implementation of the Supervisory Committee, the Board of Supervisors shall report directly to the shareholders' general meeting, and the Supervisory Committee may also inform the Board first if deemed necessary.

## **CHAPTER 15 AUTHORIZATION OF THE SHAREHOLDERS' GENERAL MEETING TO THE BOARD**

**Article 96** The Board shall establish strict review and decision-making procedures for non-daily business operations and transactions such as foreign investment, purchase and sale of assets (excluding the purchase or sale of assets related to daily operations), entrusted financial management, asset mortgage, etc.; the Board shall organize relevant experts and professionals to evaluate any major investment projects and report to the shareholders' general meeting for approval.

**Article 97** Except for those guarantees that should be submitted to the shareholders' general meeting for consideration as stipulated in these Rules, other external guarantees of the Company shall be approved by the Board as authorized by the shareholders' general meeting.

**Article 98** Except for the matters specified in Articles 96 and 97 of the Rules, the authorization granted by the shareholder's general meeting to the Board shall comply with the following principles:

- (I) The authorization shall be made by way of resolution of the shareholder's general meeting;
- (II) Authorizations, permissions and contents shall be defined, specific and feasible;
- (III) The Board shall not be authorized to determine its term of reference or scope of authority.

## **CHAPTER 16 SUPPLEMENTARY PROVISIONS**

**Article 99** The terms "above" and "within" as mentioned in these Rules are inclusive while "over", "exceeding" and "more than" are exclusive.

**Article 100** The Rules shall take effect from the date when it is considered and passed at a general meeting.

**Article 101** These rules shall be interpreted by the Board.

**Article 102** Should there be discrepancy between any matters uncovered in these Rules and relevant laws and regulations, relevant provisions of regulatory bodies and the Articles of Association, relevant laws and regulations, relevant provisions of regulatory bodies and the Articles of Association shall prevail.

CIMC Vehicles (Group) Co., Ltd.