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**Zhengzhou Coal Mining Machinery Group Company Limited**

**鄭州煤礦機械集團股份有限公司**

(在中華人民共和國註冊成立的股份有限公司)

(股份代碼：00564)

### 海外監管公告

本公告乃根據香港聯合交易所有限公司證券上市規則第13.10B條作出。

茲載列鄭州煤礦機械集團股份有限公司在上海證券交易所網站及中國報章刊登公告如下，僅供參閱。

承董事會命  
鄭州煤礦機械集團股份有限公司  
董事長  
焦承堯

中國，鄭州，2025年4月17日

於本公告日期，本公司執行董事為焦承堯先生、賈浩先生、孟賀超先生及李開順先生；非執行董事為崔凱先生；而獨立非執行董事為程驚雷先生、季豐先生、方遠先生及姚艷秋女士。

郑州煤矿机械集团股份有限公司  
股东大会事规则

**Procedural Rules for Shareholders' General Meetings  
of  
Zhengzhou Coal Mining Machinery Group Co., Ltd.**

（2025 年第一次修订，尚需提交股东大会审议批准）

(First revised in 2025, to be approval by the Shareholders' General Meeting)

2025 年 4 月 17 日

17 April 2025

**第一条** 为规范公司行为,保证股东大会依法行使职权,根据《中华人民共和国公司法》(以下简称“《公司法》”)、《中华人民共和国证券法》(以下简称“《证券法》”)、《国务院关于股份有限公司境外募集股份及上市的特别规定》、《到境外上市公司章程必备条款》、《关于到香港上市公司对公司章程作补充修改的意见的函》、《上市公司股东大会规则》和《香港联合交易所有限公司证券上市规则》(以下简称“《香港上市规则》”)等相关法律、法规、规范性文件的要求和《郑州煤矿机械集团股份有限公司章程》(以下简称“公司章程”)的规定的规定,制定本规则。

**Article 1** In order to regulate the conduct of the Company and to ensure that the shareholders' general meeting legitimately exercises its powers and functions, these Rules of Procedures are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the State Council Special Provisions on the Overseas Offering and Listing of Shares of Companies Limited by Shares, the Mandatory Provisions of the Articles of Association of Companies Listed Overseas, the Letter of Opinions on Additional Amendments to the Articles of Association of Companies Listed in Hong Kong, the Rules for the Shareholders' General Meeting of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and other relevant laws, regulations and regulatory documents and the relevant provisions of the Articles of Association of Zhengzhou Coal Mining Machinery Group Co., Ltd. (the "Articles of Association").

**第二条** 公司应当严格按照法律、行政法规、公司章程以及本规则的相关规定召开股东大会,保证股东能够依法行使权利。

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

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

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

**第三条** 股东大会应当在《公司法》等相关法律、行政法规、规范性文件和公司章程规定的范围内行使职权。

**Article 3** The shareholders' general meeting shall exercise its functions and powers pursuant to relevant laws, administrative regulations, and normative documents, including the *Company Law*, as well as the Company's Articles of Association.

**第四条** 股东大会分为年度股东大会和临时股东大会。年度股东大会每年召开 1 次,应当于上一会计年度结束后的 6 个月内举行。临时股东大会不定期召开,出现下列情形之一的,临时股东大会应当在 2 个月内召开:

**Article 4** Shareholders' general meetings are divided into annual general meetings and extraordinary general meetings. Annual general meetings are held once every year and within 6 months from the end of the preceding financial year, while the extraordinary general meetings are held irregularly. In any of the following circumstances, an extraordinary general meeting shall be convened within 2 months:

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

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

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

**第五条** 公司召开股东大会,应当聘请律师对以下问题出具法律意见并公告:

**Article 5** When convening a shareholder's general meeting, the Company shall appoint a lawyer to issue a legal opinion on the following matters and make announcements in relation thereto:

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

- (三) 会议的表决程序、表决结果是否合法有效;  
whether the procedures of resolution and the results of resolution are legally valid;
- (四) 应公司要求对其他有关问题出具的法律意见。  
any other matters as required by the Company.

公司董事会也可同时聘请公证人员出席股东大会。

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

**第六条** 董事会应当在本规则第四条规定的期限内按时召集股东大会。

**Article 6** The Board of Directors shall convene shareholders' general meetings in a timely manner within the period specified by Article 4 hereof.

**第七条** 独立董事有权向董事会提议召开临时股东大会。对独立董事要求召开临时股东大会的提议, 董事会应当根据法律、行政法规、公司章程和本规则的规定, 在收到提议后 10 日内提出同意或不同意召开临时股东大会的书面反馈意见。

**Article 7** Independent directors shall have the right to request the Board of Directors to convene an extraordinary general meeting. Whenever any independent director raises such a request, the Board of Directors shall, in accordance with the laws, administrative regulations, the Company's Articles of Association, and these Rules, reply in writing stating whether such request is consented or not within 10 days after receipt of the request.

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

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

**第八条** 监事会有权向董事会提议召开临时股东大会, 并应当以书面形式向董事会提出。董事会应当根据法律、行政法规、公司章程和本规则的规定, 在收到提议后 10 日内提出同意或不同意召开临时股东大会的书面反馈意见。

**Article 8** The Board of Supervisors may request the Board of Directors to convene an extraordinary general meeting in writing. The Board of Directors shall, in accordance with the laws, administrative regulations, the Company's Articles of Association, and these Rules, reply in writing stating whether such request is consented or not within 10 days after receipt of the request.

董事会同意召开临时股东大会的, 应当在作出董事会决议后的 5 日内发出召开股东大会的通知, 通知中对原提议的变更, 应当征得监事会的同意。

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

董事会不同意召开临时股东大会, 或者在收到提议后 10 日内未作出书面反馈的, 视为董事

会不能履行或者不履行召集股东大会会议职责，监事会可以自行召集和主持。

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

**第九条** 单独或者合计持有公司 10%以上股份的股东有权向董事会请求召开临时股东大会，并应当以书面形式向董事会提出。董事会应当根据法律、行政法规、公司章程和本规则的规定，在收到请求后 10 日内提出同意或不同意召开临时股东大会的书面反馈意见。

**Article 9** Shareholder(s) singly or jointly holding 10% or more of the Company's shares may request the Board of Directors to convene an extraordinary general meeting in writing. The Board of Directors shall, in accordance with the laws, administrative regulations, the Company's Articles of Association, and these Rules, reply in writing stating whether such request is consented or not within 10 days after receipt of the request.

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

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

董事会不同意召开临时股东大会，或者在收到请求后 10 日内未作出反馈的，单独或者合计持有公司 10%以上股份的股东有权向监事会提议召开临时股东大会，并应当以书面形式向监事会提出请求。

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

监事会同意召开临时股东大会的，应在收到请求 5 日内发出召开股东大会的通知，通知中对原请求的变更，应当征得相关股东的同意。

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

监事会未在规定期限内发出股东大会通知的，视为监事会不召集和主持股东大会，连续 90 日以上单独或者合计持有公司 10%以上股份的股东可以自行召集和主持。

If the Board of Supervisors has not issued any notice of convening the shareholders' general meeting within the specified period, the Board of Supervisors shall be deemed as not convening and chairing such shareholders' general meeting. In case such circumstance lasts for over 90 consecutive days, the shareholders(s) singly or jointly holding 10% or more of the Company's

shares can then convene and preside at a general meeting by itself (themselves).

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

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

**第十条** 监事会或股东决定自行召集股东大会的,应当书面通知董事会,同时向公司股票上市地证券交易所备案。

**Article 10** If the Board of Supervisors or shareholders decide to convene the shareholders' general meeting on their own initiative, they shall notify the Board in writing and file the notice of meeting with the stock exchanges at the place where the Company is listed for records.

在股东大会决议公告前,召集股东持股比例不得低于 10%。

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

监事会或召集股东(视具体情况而定)应在发出股东大会通知及发布股东大会决议公告时,向公司股票上市地证券交易所提交有关证明材料。

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

**第十一条** 对于监事会或股东自行召集的股东大会,董事会和董事会秘书应予配合。董事会应当提供股权登记日的股东名册。董事会未提供股东名册的,召集人可以持召集股东大会通知的相关公告,向证券登记结算机构和/或境外代理机构申请获取。召集人所获取的股东名册不得用于除召开股东大会以外的其他用途。

**Article 11** The Board of Directors and its secretary shall act cooperatively in relation to the extraordinary shareholders' general meeting convened by the Board of Supervisors or the requesting shareholders. The Board of Directors shall provide the shareholder register on the closing date of registration, failing of which shall entitle the convener to apply for such shareholder register from the securities registrar and settlement institute and/or overseas agency by producing the relevant announcement convening the extraordinary shareholders' general meeting. The convener shall not use such shareholder register so obtained for any purposes other than convening the extraordinary shareholders' general meeting.

**第十二条** 监事会或股东自行召集的股东大会,会议所必需的费用由公司承担。

**Article 12** All necessary expenses incurred for such shareholders' general meeting convened by the Board of Supervisors or shareholders shall be borne by the Company.

**第十三条** 提案的内容应当属于股东大会职权范围，有明确议题和具体决议事项，并且符合法律、行政法规、公司章程和本规则的有关规定。

**Article 13** The motion(s) proposed shall be within the scope of the functions and powers of the shareholders' general meeting, with clear topic and specific matters to be resolved, and in accordance with relevant provisions of the laws, administrative regulations, the Company's Articles of Association, and these Rules.

**第十四条** 单独或者合计持有公司 3%以上股份的股东，可以在股东大会召开 10 日前提出临时提案并书面提交召集人。召集人应当在收到提案后 2 日内发出股东大会补充通知，说明临时提案的内容，并将该临时提案提交股东大会审议。

**Article 14** A shareholder singly or shareholders jointly holding more than 3% of the shares of the Company may propose new motions to the convener in writing 10 days before the shareholders' general meeting. The convener shall issue supplementary notice of the shareholders' general meeting within 2 days after receipt of the new motion, indicating the content of the new motion, and submit the new motion to the shareholders' general meeting for discussion.

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

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

股东大会通知中未列明或不符合本规则第十三条规定的提案，股东大会不得进行表决并作出决议。

Motion(s) not specified in the notice of shareholders' general meeting or inconsistent with the requirements stipulated in Article 13 of these Rules shall not be voted or resolved at the shareholders' general meeting.

**第十五条** 公司召开年度股东大会应当于会议召开二十个营业日前发出通知，公司召开临时股东大会应当于会议召开十个营业日或十五日（以较长者为准）前发出通知，将会议拟审议的事项以及开会的日期和地点告知所有在册股东。

**Article 15** Notice by the Company shall be dispatched twenty (20) business days prior to the date of the meeting and notice of an extraordinary general meeting by the Company shall be dispatched ten (10) business days or fifteen (15) days (whichever is longer) prior to the date of the meeting to all shareholders of such class whose names appeared on the register of members, specifying the matters to be considered and the date and place of the meeting.

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

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

**第十六条** 股东大会不得决定通告未载明的事项。

**Article 16** No shareholders' meeting shall decide on the matters not set out in the notice for the



meeting.

**第十七条** 股东大会通知和补充通知中应当符合下列要求：

**Article 17** The notice and supplementary notice of the shareholders' general meeting shall meet the following requirements:

- (一) 以书面形式做出；  
be made in writing;
- (二) 指定会议的时间、地点和会议期限；  
specify the place, date and time for the meeting;
- (三) 说明提交会议审议的事项和提案；  
set out the matters and motions to be considered at the meeting;
- (四) 向股东提供为使股东对将讨论的事项作出明智决定所需要的资料及解释；此原则包括（但不限于）在公司提出合并、购回股份、股本重组或者其他改组时，应当提供拟议中的交易的具体条件和合同（如有），并对其起因和后果作出认真的解释；  
provide the shareholders with such information and explanations as necessary for them to make informed decisions in connection with the matters to be discussed; this principle includes (but not limited to) where the Company proposes to merger with the other, repurchase its shares, restructure its share capital or to undergo other reorganization, the specific terms and conditions of the proposed transactions must be provided in detail together with copies of the contracts related thereto, if any, and the causes and effect of the same must be properly explained;
- (五) 如任何董事、监事、经理和其他高级管理人员与将讨论的事项有重要利害关系，应当披露其利害关系的性质和程度；如果将讨论的事项对该董事、监事、经理和其他高级管理人员作为股东的影响有别于对其他同类别股东的影响，则应当说明其区别；  
contain a disclosure of the nature and extent of the material interests of any director, supervisor, manager and senior management in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders insofar as it is different from the effect on interests of shareholders of the same class;
- (六) 载有任何拟在会议上提议通过的特别决议的全文；  
contain the full text of any special resolution to be proposed and approved at the meeting;
- (七) 以明显的文字说明：有权出席和表决的股东有权书面委任一位或者一位以上的股东代理人代为出席和表决，而该股东代理人不必为股东；  
contain a conspicuous statement that a shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies in writing to attend such meeting and to vote on his behalf, and that the proxy/proxies need not be a shareholder of the Company;
- (八) 载明会议投票代理委托书的送达时间和地点；  
state the date and place to serve a proxy form to appoint a proxy to vote at the meeting;
- (九) 载明有权出席股东大会股东的股权登记日；

state the deadline for registration of shareholding for the purpose of qualifying to attend such meeting;

(十) 载明会务常设联系人姓名，电话号码。

state the name and telephone number of the contact person for the meeting.

股东大会通知和补充通知应当充分、完整披露所有提案的具体内容，以及为使股东对拟讨论的事项作出合理判断所需的全部资料或解释。拟讨论的事项需要独立董事发表意见的，发出股东大会通知或补充通知时应当同时披露独立董事的意见及理由。

The notice convening shareholders' general meeting and its supplementary notice shall fully and completely disclose the specific contents of all motions, and provide all data or explanation necessary for the shareholders to make reasonable judgment towards the matters to be discussed. In the event that opinion of independent directors is required for the issues to be discussed, such opinion and the reasons for such opinion shall be disclosed in the notice or supplementary notice of the general meeting being issued.

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

**第十八条** 股东大会拟讨论董事、监事选举事项的，股东大会通知中应当充分披露董事、监事候选人的详细资料，至少包括以下内容：

**Article 18** As for election of directors and supervisors to be discussed at the shareholders' general meeting, the notice of the shareholders' general meeting shall fully disclose the detailed information of the candidates for directors and supervisors, and include the following minimum information:

(一) 教育背景、工作经历、兼职等个人情况；

Personal background, such as education, work experience, and part-time jobs;

(二) 与公司或其控股股东及实际控制人是否存在关联关系；

If any, his/her associate relationship with the Company, the controlling shareholder of the Company or the actual controller of the Company;

(三) 披露持有公司股份数量；

Amount of shareholdings held in the Company;

(四) 是否受过中国证券监督管理部门及其他有关部门的处罚和证券交易所惩戒。

(If any) his/her penalties received from China's securities regulator and other relevant departments, and warnings from the Stock Exchanges.

除采取累积投票制选举董事、监事外，每位董事、监事候选人应当以单项提案提出。

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

**第十九条** 股东大会通知应当向 H 股股东（不论在股东大会上是否有表决权）以专人送出或者以邮资已付的邮件送出，受件人地址以股东名册登记的地址为准。对内资股股东，股东大会

会通知也可以用公告方式进行。

**Article 19** The notice of shareholders' meetings shall be served on H shareholders (whether or not such shareholder is entitled to vote at the meeting), by personal delivery or prepaid mail to the address of the shareholders as shown in the register of members. For the holders of domestic-invested shares, such notice of the meeting may also be issued by way of public announcement.

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

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

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

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

**第二十条** 因意外遗漏未向某有权得到通知的人送出会议通知或者该等人没有收到会议通知，会议及会议作出的决议并不因此无效。

**Article 20** In cases where notice of the meetings is not delivered to any person who is entitled to obtain the notice or such person has not received notice of the meetings due to accidental omission, the meetings and the resolutions made at the meetings shall not become invalid accordingly.

**第二十一条** 发出股东大会通知后，无正当理由，股东大会不得延期或取消，股东大会通知中列明的提案不得取消。一旦出现延期或取消的情形，召集人应当在原定召开日前至少 2 个工作日公告并说明原因。

**Article 21** After the issuance of the notice convening the shareholders' general meeting, the meeting cannot be postponed or cancelled without reasonable grounds and the motion(s) specified in the notice cannot be cancelled. In cases where the meeting has to be postponed or cancelled, the convener shall make announcement and explanation at least 2 working days before the original convening date of the meeting.

**第二十二条** 公司应当在公司住所地或公司章程规定的地点召开股东大会。

**Article 22** The Company shall hold the shareholders' meeting at its address or the place as

required by the Articles of Association.

股东大会应当设置会场，以现场会议形式召开，并应当按照法律、行政法规、中国证监会或公司章程的规定，采用安全、经济、便捷的网络和其他方式为股东参加股东大会提供便利。股东通过上述方式参加股东大会的，视为出席。

The shareholders' meeting shall have a venue and be held on-site. The Company should make it convenient for shareholders to attend such meetings by using secure, economic and convenient network or other methods according to laws, administrative regulations and regulations of the CSRC or the Articles of Association. A shareholder who participates in a shareholders' meeting in the aforesaid manner shall be deemed to have been present at the meeting.

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

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

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

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

**第二十三条** 公司应当在股东大会通知中明确载明网络或其他方式的表决时间以及表决程序。

**Article 23** The time and procedures of internet voting or otherwise shall be contained in the Notice of General Meeting of Stockholders.

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

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

**第二十四条** 董事会和其他召集人应当采取必要措施，保证股东大会的正常秩序。对于干扰股东大会、寻衅滋事和侵犯股东合法权益的行为，应当采取措施加以制止并及时报告有关部门查处。

**Article 24** The Board of Directors and other conveners shall take all necessary measures to ensure that the shareholders' general meeting is held in an orderly manner. Any behavior interfering with the shareholders' general meeting, causing disturbance or prejudicing the legitimate rights and interests of the shareholders shall be prohibited by taking necessary measures and reporting to the relevant departments for further handling.

**第二十五条** 股权登记日登记在册的所有股东或其代理人，均有权出席股东大会，公司和召集人不得以任何理由拒绝。

**Article 25** All shareholders or their proxies who are on the register on the closing date of registration shall be entitled to attend the shareholders' general meeting, and neither the Company nor the convener may refuse for any reason.

**第二十六条** 股东应当持股票账户卡、身份证或其他能够表明其身份的有效证件或证明出席股东大会。代理人还应当提交股东授权委托书和个人有效身份证件。

**Article 26** A shareholder shall attend the shareholders' general meeting with his/her stock account card, ID card, or other valid credential or certification that can prove his/her capacity, and a proxy shall also submit the shareholder's power of attorney and his/her valid ID card.

**第二十七条** 召集人和律师应当依据股东名册共同对股东资格的合法性进行验证，并登记股东姓名或名称及其所持有表决权的股份数。在会议主席宣布现场出席会议的股东和代理人人数及所持有表决权的股份总数之前，会议登记应当终止。

**Article 27** The convener and the lawyers shall together verify the validity of the shareholders' qualification in accordance with the shareholder register, and register the names of the shareholders and their amount of voting shares held. And the meeting attendance registration shall end before the person chairing the meeting announcing the number of shareholders and proxies present and the total amount of voting shares held.

**第二十八条** 公司召开股东大会，全体董事、监事和董事会秘书应当出席会议，总经理和其他高级管理人员应当列席会议。

**Article 28** When convening a shareholders' general meeting, all directors, supervisors and secretary of the Board shall attend the meeting, and the general manager and other senior management shall be present at the meeting.

董事长应出席年度股东大会，并邀请审计委员会、薪酬委员会、提名委员会及任何其他委员会（视何者适用而定）的主任委员出席。若有关委员会主任委员未能出席，董事长应邀请另一名委员（或如该名委员未能出席，则其适当委任的代表）出席。该人士须在年度股东大会上回答提问。董事会辖下的独立董事委员会（如有）的主任委员亦应在任何批准以下交易的股东大会上回应问题，即关连交易或任何其他须经独立股东批准的交易。公司的管理层应确保外聘审计师出席年度股东大会，回答有关审计工作，编制审计师报告及其内容，会计政策以及审计师的独立性问题。

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

**第二十九条** 股东大会会议由董事会召集的，由董事长召集并担任会议主席。董事长因故不能出席会议的，由副董事长召集并担任会议主席；董事长和副董事长均无法出席会议的，董事长可以指定一名公司董事代其召集并担任会议主席；未指定会议主席的，出席会议的股东可以选举一人担任主席；如果因任何理由，股东无法选举主席，应当由出席会议的持有最多表决权股份的股东（包括股东代理人）担任会议主席。

**Article 29** Where the shareholders' general meeting is convened by the Board of Directors, the Chairman of the Board of Directors shall convene and preside at the shareholders' general meeting. If the Chairman is unable to attend the meeting for any reason, the Vice-chairman of the Board of Directors shall convene and preside at the meeting; if both the Chairman and the Vice-chairman are unable to attend the meeting, the Chairman may designate a director to convene and preside at the meeting on his behalf; if no chairman of the meeting has been so designated, the shareholders present may choose one person to act as the chairman of the meeting; and if the shareholders fail to elect one person to preside at the meeting for any reason, then the shareholder (including proxies) holding the largest amount of voting share shall preside at the meeting.

监事会自行召集的股东大会，由监事会主席担任会议主席。监事会主席不能履行职务或不履行职务时，由半数以上监事共同推举的 1 名监事担任会议主席。

The Chairman of the Board of Supervisors shall act as the chairman of the shareholders' general meeting convened by the Board of Supervisors itself. If the Chairman of the Board of Supervisors is unable to or does not perform his obligation, then a supervisor elected by more than half of the supervisors shall preside at the meeting.

股东自行召集的股东大会，由召集人推举代表担任会议主席。

The convener shall nominate a representative to preside at the shareholders' general meeting convened by the shareholders themselves.

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

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

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

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

**第三十条** 在年度股东大会上，董事会、监事会应当就其过去 1 年的工作向股东大会作出报告，每名独立董事也应作出述职报告。

**Article 30** The Board of Directors and the Board of Supervisors shall present their working reports of the preceding year at the shareholders' annual general meeting. All independent directors shall also make reports on their work.

**第三十一条** 董事、监事、高级管理人员在股东大会上应就股东的质询作出解释和说明。

**Article 31** The directors, supervisors and senior management shall make explanation and statement to the shareholders' queries at the meeting.

**第三十二条** 会议主席应当在表决前宣布现场出席会议的股东和代理人人数及所持有表决权的股份总数，现场出席会议的股东和代理人人数及所持有表决权的股份总数以会议登记为准。

**Article 32** Before the voting, the person presiding at the meeting shall announce the number of shareholders and proxies attending the on-site meeting and the total amount of voting shares, which shall be subject to the figures registered at the meeting.

**第三十三条** 股东与股东大会拟审议事项有关联关系时，应当回避表决，其所持有表决权的股份不计入出席股东大会有表决权的股份总数，经过中国证券监督管理委员会批准的除外。

**Article 33** Where a shareholder has connected relationship to a matter to be considered at a shareholders' general meeting, he/she shall withdraw from voting, and the voting shares held by him/her shall not be counted into the total number of voting shares present at the general meeting, except where approved by the China Securities Regulatory Commission.

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

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

公司持有自己的股份没有表决权，且该部分股份不计入出席股东大会有表决权的股份总数。  
The shares held by the Company have no voting rights, and that part of the shareholding is not counted as the total number of shares with voting rights held by shareholders attending the meeting.

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

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

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

The Board, Independent Directors, shareholders holding more than 1% of the voting shares or investor protection agencies established under laws, administrative regulations or the provisions of the CSRC may publicly collect from other shareholders the rights to vote. Information including the specific voting intention shall be fully disclosed to the shareholders from whom voting rights

are being collected. Consideration or de facto consideration for collecting shareholders' voting rights is prohibited. The Company shall not impose any minimum shareholding limitation for collecting voting rights except statutory conditions.

**第三十四条** 股东大会就选举董事、监事进行表决时，根据公司章程的规定或者股东大会的决议，可以实行累积投票制，即股东大会选举董事或者监事时，每一股份拥有与应选董事或者监事人数相同的表决权，股东拥有的表决权可以集中使用。累积投票制的具体操作程序如下：

**Article 34** The cumulative voting system may be used in the voting for the election of Directors and Supervisors in shareholders' general meeting in accordance with provisions of the Company's Articles of Association, that is, in the election of Directors or Supervisors at the shareholders' general meeting, the voting right each share has equals the number of candidates for Directors and Supervisors. Shareholders may use their voting right collectively. The cumulative voting system shall be operated as:

(一) 公司独立董事和非独立董事、监事应分开选举，分开投票。

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

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

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

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

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

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

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



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

单一股东及其一致行动人拥有权益的股份比例在 30%以上，且选举的董事、监事为 2 名以上时，应当采用累积投票制。

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

**第三十五条** 除采取累积投票制选举董事、监事外，股东大会对所有提案应当逐项表决。对同一事项有不同提案的，应当按提案提出的时间顺序进行表决。除因不可抗力等特殊原因导致股东大会中止或不能作出决议外，股东大会不得对提案进行搁置或不予表决。

**Article 35** Except in accumulative voting, the shareholders' general meetings shall vote on all motions proposed one by one, and examine and approve different motions related to the same matter in the time sequence as submitted. Unless the shareholders' general meeting is adjourned or rendered unable to make resolution by force majeure or other exceptional reasons, the general meeting shall not leave the motion(s) proposed unconsidered or fail to vote on it.

**第三十六条** 股东大会审议提案时，不得对提案进行修改，否则，有关变更应当被视为一个新的提案，不得在本次股东大会上进行表决。

**Article 36** No amendment shall be made to the motion(s) when they are being examined and considered at the shareholders' general meeting. Otherwise, any change to the motion shall be considered as a new motion and shall not be resolved at the current shareholders' general meeting.

**第三十七条** 同一表决权只能选择现场、网络或其他表决方式中的一种。同一表决权出现重复表决的以第 1 次投票结果为准。

**Article 37** One voting right can only be exercised by either on-site voting, network or other voting means. The first voting result shall prevail when there are repeated voting under the same voting right.

**第三十八条** 出席股东大会的股东，应当对提交表决的提案发表以下意见之一：同意、反对或弃权。证券登记结算机构作为内地与香港股票市场交易互联互通机制股票的名义持有人，按照实际持有人意思表示进行申报的除外。

**Article 38** The shareholders attending the shareholders' general meeting shall vote "for", "against" or "abstain" for every motion proposed for resolution. The securities registration and clearing organization shall be the nominee holder of shares under the Mainland China and Hong Kong Stock Connect scheme, except where declaration is made in accordance with the actual holder's intent.

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

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

**第三十九条** 股东大会对提案进行表决前，应当推举两名股东代表参加计票和监票。审议事项与股东有关联关系的，相关股东及代理人不得参加计票、监票。

**Article 39** Before voting on the motions proposed, the shareholders' general meeting shall nominate two representatives of shareholders to participate in counting the votes and scrutineering. If the shareholder has associate relationship with the matters to be examined and resolved, the relevant shareholders or proxies shall not participate in counting or scrutineering the voting of the resolution.

股东大会对提案进行表决时，应当由律师、股东代表与监事代表共同负责计票、监票。

When the shareholders' general meeting is voting on the motion(s) proposed, the lawyer(s), the representative(s) of shareholders and the representative(s) of supervisors shall be responsible for counting and scrutineering the votes of resolutions together.

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

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

**第四十条** 股东大会会议现场结束时间不得早于网络或其他方式，会议主席应当在会议现场宣布每一提案的表决情况和结果，并根据表决结果宣布提案是否通过。

**Article 40** The voting at the on-site shareholder's general meeting shall not end earlier than the voting through network or other means. The person presiding at the meeting shall announce the voting situations and results for each resolution proposed, and whether the resolution has been passed by voting or not.

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

Before the formal public announcement of the voting results, the Company, the votes counting person, the scrutineer, the major shareholders, the network service party and any other relevant parties involved in on-site voting or voting through network or other means of the shareholders' general meeting shall keep the voting results confidential.

**第四十一条** 股东大会的决议应当及时公告，公告中应列明出席会议的股东和/或其代理人人数、所持有表决权的股份总数及占公司有表决权股份总数的比例、表决方式、每项提案的表决结果和通过的各项决议的详细内容。

**Article 41** The resolution of a shareholders' general meeting shall be publicly announced in time and the public announcement shall include the numbers of shareholders (and proxies) attending the meeting, the total number of voting shares held by them, their proportion to the total voting shares of the Company, the means of votes, the result of every motion, and details of every resolution passed.

公告还应当包括：

The public announcement shall also include:

(a) 有权出席股东大会并于会上就决议案表决的股份总数；

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

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

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

**第四十二条** 提案未获通过, 或者本次股东大会变更前次股东大会决议的, 应当在股东大会决议公告中作特别提示。

**Article 42** If the proposed resolution is not passed or resolution passed in previous meetings is amended in the shareholders' general meeting, relevant special statements shall be made in the announcement of the resolution of the shareholders' general meeting.

**第四十三条** 股东大会会议记录由董事会秘书负责, 会议记录应记载以下内容:

**Article 43** The secretary of the Board of Directors shall be responsible for the minutes of the meeting, which shall include the following contents:

- (一) 会议时间、地点、议程和召集人姓名或名称;  
date, venue, agenda of the meeting and the name or title of the convener;
- (二) 会议主席以及出席或列席会议的董事、监事、董事会秘书、总经理和其他高级管理人员姓名;  
name of the person presiding at the meeting, the directors, the directors, the secretary of the Board of Directors, general manager, and other senior management attending the meeting as non-voting delegates or otherwise;
- (三) 出席会议的股东和/或代理人人数、所持有表决权的股份总数及占公司股份总数的比例;

- number of shareholders and proxies attending the meeting, the total number of voting shares held and the proportion of their total voting shares to the Company's total shares;
- (四) 对每一提案的审议经过、发言要点和表决结果;  
proceedings, main points raised and voting result on every motion proposed to be examined;
- (五) 股东的质询意见或建议以及相应的答复或说明;  
shareholders' comments or suggestions as well as the corresponding replies or explanations;
- (六) 律师及计票人、监票人姓名;  
names of the lawyer(s), the votes counting person, and scrutineer;
- (七) 公司章程规定应当载入会议记录的其他内容。  
other contents required to be included in the minutes by the Company's Articles of Association.

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

The directors, the secretary of the Board of Directors, the convener or his representative, and the person presiding at the meeting shall sign on the minutes, and ensure the truthfulness, accuracy and completeness of the contents of the minutes. The minutes shall be filed as records together with the signature book signed by shareholders attending the meeting, the proxies' power of attorney, and other effective voting data by way of network or other means, and be kept for 10 years.

**第四十四条** 召集人应当保证股东大会连续举行,直至形成最终决议。因不可抗力等特殊原因导致股东大会中止或不能作出决议的,应采取必要措施尽快恢复召开股东大会或直接终止本次股东大会,并及时公告。同时,召集人应向公司所在地中国证券监督管理部门派出机构及公司股票上市地证券交易所报告。

**Article 44** The convener shall guarantee that the shareholders' general meeting is held continuously till the final resolution is formed. If the shareholders' general meeting is adjourned or rendered unable to make resolution by force majeure or other exceptional reasons, the convener shall take necessary actions to resume the meeting as soon as possible or directly terminate the meeting, and make public announcements in time. Meanwhile, the convener shall report the same to the local securities regulator in the place where the Company locates and the Stock Exchanges where its stocks are listed.

**第四十五条** 股东大会通过有关董事、监事选举提案的,新任董事、监事按公司章程的规定就任。

**Article 45** Where a motion for election of a director or supervisor is passed at shareholders' general meeting, the new director or supervisor shall assume the office as stipulated by the Company's Articles of Association.

**第四十六条** 股东大会通过有关派现、送股或资本公积转增股本提案的,公司应当在股东大会结束后 2 个月内实施具体方案。

**Article 46** If a proposed resolution concerning cash distribution, bonus issue, and capital reserve capitalization has been passed at the shareholders' general meeting, the Company shall implement a specific scheme within 2 months after the closing date of the shareholders' general meeting.

**第四十七条** 公司股东大会决议内容违反法律、行政法规的无效。

**Article 47** Any resolution adopted at the shareholders' general meeting and including any content in violation against the laws and administrative regulations shall be invalid.

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

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

股东大会的会议召集程序、表决方式违反法律、行政法规或者公司章程，或者决议内容违反公司章程的，股东可以自决议作出之日起 60 日内，请求人民法院撤销。

Where the procedures of convening and holding or the means of votes of the shareholders' general meeting violates against the laws, administrative regulations or the Company's Articles of Association, or the resolution includes any content in conflict with the Company's Articles of Association, a shareholder may request the people's court to cancel the resolution within 60 days from the date on which the resolution is made.

**第四十八条** 持有不同种类股份的股东，为类别股东。

**Article 48** Shareholders who hold different classes of shares are class shareholders.

类别股东依据法律、行政法规和公司章程的规定，享有权利和承担义务。

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

**第四十九条** 公司拟变更或者废除类别股东的权利，应当经股东大会以特别决议通过和经受影响的类别股东在按第五十一条至第五十五条分别召集的股东会议上通过，方可进行。

**Article 49** Rights conferred on any class of shareholders may not be varied or abrogated save with the approval of a special resolution of shareholders in a general meeting and by holders of shares of that class at a separate meeting conducted in accordance with Articles 51 to 55.

**第五十条** 下列情形应当视为变更或者废除某类别股东的权利：

**Article 50** The following circumstances shall be deemed to be variation or abrogation of the rights attaching to a particular class of shares:

(一) 增加或者减少该类别股份的数目，或者增加或减少与该类别股份享有同等或者更多的表决权、分配权、其他特权的类别股份的数目；

to increase or decrease the number of shares of that class, or to increase or decrease the number of shares of a class having voting or equity rights or privileges equal or superior to those of shares of that class;

(二) 将该类别股份的全部或者部分换作其他类别，或者将另一类别的股份的全部或者部分

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

**第五十一条** 受影响的类别股东，无论原来在股东大会上是否有表决权，在涉及第五十条(二)

至（八）、（十一）至（十二）项的事项时，在类别股东会上具有表决权，但有利害关系的股东在类别股东会上没有表决权。

**Article 51** Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' general meetings, have the right to vote at class meetings in respect of matters concerning Items (ii) to (viii), (xi) and (xii) of Article 50, but interested shareholder(s) shall not be entitled to vote at such class meetings.

前款所述有利害关系股东的含义如下：

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

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

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

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

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

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

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

**第五十二条** 类别股东会的决议，应当经根据第五十一条由出席类别股东会议的有表决权的三分之二以上的股权表决通过，方可作出。

**Article 52** Resolutions of a class of shareholders shall be passed by votes representing more than two thirds of the voting right of shareholders of that class represented at relevant meeting who are entitled to vote thereat in accordance with Article 51.

**第五十三条** 公司召开类别股东会议，应当于年度股东大会召开二十个营业日前，临时股东大会召开十个营业日或十五日（以较长者为准）前发出通知，将会议拟审议的事项以及开会日期和地点告知所有该类别股份的在册股东。

**Article 53** Notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders twenty (20) business days prior to the date of the annual general meeting and ten (10) business days or fifteen (15) days (whichever is longer) prior to the date of the extraordinary general meeting. Such notice shall give such shareholders notice of the matters to be considered at such meeting and the date and place of the class meeting.

**第五十四条** 类别股东会议的通知只须送给有权在该会议上表决的股东。

**Article 54** Notice of class meetings need only be served on shareholders entitled to vote thereat.

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

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

**第五十五条** 除其他类别股份股东外，内资股股东和境外上市外资股股东视为不同类别股东。

**Article 55** Apart from the holders of other classes of shares, the holders of the domestic shares and holders of overseas-listed foreign-invested shares shall be deemed to be holders of different classes of shares.

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

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

**第五十六条** 本规则所称“以上”、“内”，含本数；“过”、“低于”、“多于”，不含本数。

**Article 56** The words herein of “more than” and “within” include the figure itself; while the words of “exceeding”, “lower than” and “over” exclude the figure itself.

**第五十七条** 本规则由公司董事会负责解释。

**Article 57** These Rules shall be interpreted by the Board of Directors of the Company.

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

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



and regulations, the *Hong Kong Listing Rules*, and other related laws, regulations, and rules are in contradiction with these Rules, the stricter shall prevail.

**第五十八条** 本规则已经取得公司股东大会审议通过，作为公司章程的附件与其一同自本公司境外上市外资股（H）股发行并上市之日起生效。

**Article 58** These Rules have been submitted to the shareholders' general meeting of the Company for approval and adopting, and shall become effective on the date when the overseas-listed foreign-invested shares (H) are issued and listed together with the Company's Articles of Association as an appendix thereto.

本规则将适用的上市规则的要求在公司网站以及有关的证券交易所网站上公开。

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

郑州煤矿机械集团股份有限公司  
Zhengzhou Coal Mining Machinery Group Co., Ltd.

2025 年 4 月 17 日

17 April 2025