

# **Rules and Procedures for General Meetings**

## **Chapter 1 General provisions**

**Article 1** In order to perfect and standardize the meeting and decision procedures of general meetings of Capinfo Company Limited (the “Company”) and to enhance the efficiency of decision making, these Rules are formulated in accordance with laws and regulations such as the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited, and the provisions of the Articles of Association of Capinfo Company Limited (hereinafter referred to as the “Articles of Association”).

## **Chapter 2 System of General Meeting**

**Article 2** General rules of general meeting

- 2.1 General meeting is the organ of authority of the Company, and shall exercise its functions and powers in accordance with laws.
- 2.2 General meetings are classified as annual general meetings and extraordinary general meetings. Annual general meeting shall be convened once a year and be held within six months after the end of the previous accounting year. The board of directors (the “Board”) shall convene an extraordinary general meeting within two months upon the occurrence of any of the following circumstances:
  - (1) the number of directors is less than the number required by the Company Law or less than two-thirds of the number required by the Articles of Association;
  - (2) the uncovered losses of the Company amount to one third of its total share capital;
  - (3) upon the written request of shareholder(s) individually or collectively holding more than 10% of the Company’s shares;
  - (4) it is deemed necessary by the Board or it is proposed to be convened by the audit committee;
  - (5) it is proposed by two or more independent directors; and
  - (6) such other circumstances as provided by laws, administrative regulations and rules, or the Articles of Association.

### **Article 3**

#### **Functions and Powers of general meetings**

- (1) to elect and replace non-employee representative directors and to decide on matters relating to the remuneration of non-employee representative directors;
- (2) to examine and approve the reports of the Board;
- (3) to examine and approve the Company's profit distribution proposals and loss recovery proposals;
- (4) to resolve on proposals of the increase or reduction of the Company's registered capital;
- (5) to resolve on matters such as merger, division, dissolution and liquidation of the Company;
- (6) to resolve on the issuance of the Company's bonds;
- (7) to resolve on the appointment, removal or non-reappointment of the Company's accounting firm;
- (8) to amend the Articles of Association;
- (9) to consider any resolution proposed by shareholders who, individually or collectively hold more than 1% of the Company's shares;
- (10) to consider and approve matters relating to the provisions of external guarantees with an amount of more than 30% of the latest audited total assets of the Company within 1 year, and external guarantee affairs that should be considered and approved by the general meeting as stipulated in the laws, regulations and the securities regulatory rules applicable to the Company;
- (11) to consider and approve financial aids, related-party transactions and significant transactions which shall be approved at the general meeting in accordance with the laws, regulations, and the securities regulatory rules applicable to the Company;
- (12) to resolve such other matters which, in accordance with laws, administrative regulations and Articles of Association shall be resolved by a general meeting

The shareholders' meeting may authorize: (1) the board of directors to make a resolution on the issuance of corporate bonds; (2) the board of directors to decide to issue shares not exceeding fifty percent of the issued shares within three years. However, any capital contribution made in the form of non-monetary property shall be subject to a resolution of the general meeting. If the board of directors decides to issue bonds or new shares, the board of directors' resolution shall be approved by more than two-thirds of all directors.

If the board of directors decides to issue shares in accordance with the provisions of the preceding paragraph, resulting in a change in the company's registered capital or the number of issued shares, the amendment of the relevant record in the Company's articles of association does not require a vote of the shareholders' meeting.

#### **Article 4**

##### **Proxies of Shareholders**

- 4.1 Any shareholder entitled to attend and vote at the general meeting shall have the right to appoint one or several persons (who may not be a shareholder of the company) to act as his proxy to attend and vote at the meeting on his behalf. The proxy/proxies so appointed by the shareholder shall exercise the following rights;
- (1) have the same right as the shareholder to speak at the general meeting; and
  - (2) have the right to vote.
- 4.2 Shareholders should appoint proxies in writing to attend the general meeting, and such authorization proxy form shall specify the following:
- (1) the name of the proxy;
  - (2) the number of shares of the principal represented by the proxy;
  - (3) whether or not the proxy is entitled to vote;
  - (4) the instructions in relation to voting for or against or abstain from voting on each item to be considered at the general meeting as set out in the agenda;
  - (5) the proxy form shall contain a note that in the absence of specific instructions by the shareholder, whether his proxy may vote as he thinks fit; and
  - (6) the date of the issue and the validity period of the proxy form.
- 4.3 A shareholder shall appoint his proxy in writing. The proxy form shall be signed by the principal or his attorney duly authorised in writing; where the principal is a legal person, either under the seal of such legal person or signed by its director or officer or attorney duly authorised. Where more than one proxy are appointed, the proxy form shall specify the number of shares represented by each proxy.

- 4.4 Proxy forms shall be lodged at the residence of the Company or other places specified in the notice of convening the meeting at least 24 hours before the relevant meeting for voting according to the proxy form, or at least 24 hours before the designated time of voting. Where the proxy form is signed by a person authorised by the principal, the power of attorney or other authorization documents for such signing shall be notarized. The notarized power of attorney or other authorization documents, together with the authorization proxy form, shall be deposited at the residence of the Company or other places specified in the notice of convening the meeting.

## **Article 5** Preparation of materials for general meetings

The secretary to the Board of the Company is responsible for collecting and preparing all materials related to proposals to be discussed and decided at the general meeting, including circular, attendance slip, proxy form, votes, attendance book and other materials in the meeting, as well as urging the Board and senior management members of the Company to report to the shareholders' meeting on matters relating to their respective relevant proposals.

## **Article 6** Convening of general meetings

- 6.1 General meetings shall be convened by the Board and presided over and chaired by the chairman of the Board. If the chairman of the Board cannot perform his duties thereof, he may designate a Director of the Company to chair the meeting. If the chairman of the Board fails to perform his duties, more than half of the directors may elect a director to preside over and chair the meeting. If a chairman has not been designated, shareholders attending the meeting may elect a person to act as chairman. If for any reason the shareholders cannot elect a chairman, the shareholder with the greatest number of voting shares present at the meeting whether in person or by proxy shall act as chairman.

If the Board is unable or fails to perform the duties for convening the general meeting, the audit committee shall convene and preside over the meeting; if the audit committee does not convene and preside over the meeting, the shareholders holding, individually or collectively, more than 10% of the shares of the Company for more than 90 consecutive days may convene and preside over the meeting on their own initiative.

- 6.2 Two or more of the independent directors shall have the right to propose to the Board to convene an extraordinary general meeting. In respect of such proposal by the independent directors, the Board shall, in accordance with laws, administrative regulations and the Articles of Association, make a written response whether or not it agrees to convene an extraordinary general meeting

within 10 days upon receipt of such proposal. If the Board agrees to hold an extraordinary general meeting, a notice of convening such meeting shall be dispatched within 5 days after the resolution of the Board has been adopted. If the Board disagrees to convene an extraordinary general meeting, it shall give an explanation

- 6.3 The audit committee shall have the right to propose to the Board to convene an extraordinary general meeting in written form. The Board shall, in accordance with laws, administrative regulations and the Articles of Association, make a written response whether or not it agrees to convene an extraordinary general meeting within 10 days upon receipt of such proposal. If the Board agrees to convene an extraordinary general meeting, a notice of convening such meeting shall be dispatched within 5 days after the resolution of the Board as been adopted. Changes made to the original proposals in the notice shall be approved by the audit committee. If the Board disagrees to convene an extraordinary general meeting, or gives no response within 10 days upon receipt of such proposal, the Board shall be deemed to be unable or to have failed to perform its duties and responsibilities in convening the general meeting, and the audit committee may convene and preside over such meeting on its own initiative.
- 6.4 Shareholders individually or collectively holding more than 10% of the Company's shares shall have the right to request in writing to the Board to convene an extraordinary general meeting. The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, convene a general meeting as soon as possible upon receipt of such request.
- 6.5 The Board and the secretary to the Board shall assist the audit committee or shareholders in convening the general meeting on their own initiative. The Board shall provide the register of members as at the date of registration of equity entitlements.
- 6.6 Expenses necessary for the general meeting convened by the audit committee or shareholders shall be borne by the Company.

## **Article 7**      Proposals of the general meeting

- 7.1 The contents of a proposal of the general meeting shall be within the duties and power of the general meeting, with definite topics and specific matters for resolution and comply with the relevant provisions of laws, administrative rules and regulations and the Articles of Association.
- 7.2 The Board, the audit committee, and shareholders individually or collectively holding more than 1% of the Company's shares shall have the right to submit proposals to the Company at the general meeting convened by the Company.

- 7.3 Shareholders individually or collectively holding 1% or more of the Company's shares may submit an extempore proposal to the convener in writing 10 days prior to the date of convening the general meeting. Clear agenda and specific resolutions shall be stated in the extempore proposal. Within 2 days after the receipt of the proposal, the convener shall issue supplementary notice of the general meeting in this regard. The content of the extempore proposal shall be included in the agenda of such meeting, except for the extempore proposals that violate the regulations of laws, administrative regulations or the Company's articles of association, or are beyond the scope of the general meeting's authority.

Unless otherwise required by the preceding paragraph, the convener shall not amend the proposals set out in the notice of general meeting or add any new proposals subsequent to the announcement on the notice of the general meeting.

## **Article 8** Notice of the general meeting

- 8.1 Where the Company convenes an annual general meeting, a written notice shall be given 20 working days prior to the date of the meeting, to notify shareholders of the matters to be considered at the meeting and the date and venue of the meeting. Where the Company convenes an extraordinary general meeting, a written notice shall be delivered ten working days or 15 days (whichever is longer) prior to the date of the meeting, to notify shareholders of the matters to be considered at the meeting and the date and venue of the meeting.

In the event that a notice of meeting is accidentally omitted to be sent to a person who is entitled to receive the notice or where such person has not received the notice of meeting, the meeting and any resolutions made therein shall not become void accordingly. Unless otherwise required by applicable laws, the aforesaid period for notice of annual and extraordinary general meetings is inclusive of the date on which the notice is issued and exclusive of the date of the general meeting.

- 8.2 Notices of general meetings shall be sent to shareholders (regardless of whether they have voting rights at the meeting) in one or more of the following forms:

- (1) personal delivery;
- (2) postage-paid mail;
- (3) email;

- (4) public announcement;
- (5) other forms approved by laws and regulations and by the securities regulatory authority of the place where the Company's shares are listed.

Notices of general meetings may be delivered by way of announcement on the designated website of the place where the shares of the Company are listed and the website of the Company. Upon announcement, the notices shall be deemed to have been served to all holders of shares.

8.3 The notice of a general meeting shall meet the following requirements:

- (1) in written form;
- (2) specifying the venue, date and time of the meeting;
- (3) stating the matters to be discussed at the meeting;
- (4) providing shareholders with such information and explanation as necessary to enable them to make an informed decision on the matters to be discussed; such principle includes (but is not limited to) where a proposal is made to merge the Company, to repurchase shares of the Company, to reorganize its share capital or otherwise reorganize the Company, the specific conditions of the proposed transaction(s) shall be provided together with the contracts (if any) and the cause and effects of such proposal shall also be properly explained;
- (5) containing a disclosure of the nature and extent of the material interests of any director, general managers and other senior management members in relation to the matter(s) to be discussed (if any) having material interests relationship; where the effects of the matter(s) to be discussed on any director, general managers and other senior management members in their capacity as shareholders are different from the effects on other class shareholders, the difference shall be clearly explained;
- (6) containing the full text of any special resolution to be adopted at the meeting;
- (7) containing a clear statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one or more proxies to attend and vote at such meeting on his behalf and that such proxy need not to be a shareholder of the Company;
- (8) specifying the time and place for serving proxy forms for the meeting;

- (9) the relevant date by reference to which shareholders whose name appear on the register of members of the Company are entitled to attend the general meeting; and
- (10) the name and telephone number of the contact person who is responsible for handling the affairs of the meeting.

**Article 9** Review and voting in the general meeting

- 9.1 The chairman of the meeting shall declare the commencement of the meeting at the scheduled time, but the commencement of the meeting may be declared after the scheduled time if any of the following circumstances arises:
  - (1) directors have not yet arrived; or
  - (2) there exists any other significant causes.
- 9.2 After announcing the formal commencement of the meeting, the chairman of the meeting shall first declare that the number of shareholders and proxies present at the meeting and the number of shares they represent comply with the statutory requirements and the provisions of the Articles of Association, and then announce the meeting agenda stated in the notice.
- 9.3 After announcing the agenda of the general meeting, the chairman of the meeting shall read out the proposed resolutions and shall, where necessary, request the individual proposing the resolution to explain the proposed resolution;
  - (1) if the Board makes the proposal, the Chairman, or other directors or the secretary to the Board appointed by the chairman, shall explain the proposed resolution; or
  - (2) for any other individual who makes the proposal, the individual proposing the resolution or his or her proxy shall explain the proposed resolution.
- 9.4 For items including in the agenda of the meeting, the chairman of the meeting may, by reference to the actual circumstances, adopt an approach of reporting on the items first, followed by considering and voting on each item, or for more complicated proposals, reporting, considering and then voting on each of the items one by one.
- 9.5 For proposed resolutions to be resolved and included in the agenda of a general meeting, reasonable discussion time shall be allowed for each resolution before voting.



- 9.6 In considering the proposed resolutions at a general meeting, no alteration can be made to the relevant resolution; otherwise the alteration shall be deemed to be a new proposed resolution and shall not be voted on that general meeting.
- 9.7 In voting on the election of directors, the general meeting may adopt the cumulative voting system in accordance with the resolutions of the general meeting.

The cumulative voting system referred to in the preceding paragraph means a system where in the election of directors at a general meeting, the voting rights carried by each share is equal to the number of the directors to be elected, and the voting rights held by a shareholder may be used collectively in voting.

- 9.8 Except for the cumulative voting system, general meetings shall resolve on all proposed resolutions included in the agenda one by one, and shall not set aside or not vote on such resolutions (except in case of any special reasons such as force majeure which causes a suspension of the general meeting, or its inability to pass a resolution). Where different proposed resolutions for the same matter are proposed at the general meeting, such proposed resolutions shall be voted on and resolved in the chronological order in which they are proposed.
- 9.9 Each shareholder (including his proxies) shall exercise his voting rights to vote at a general meeting in accordance with the number of voting shares represented by him. Save for the situations stipulated by Article 9.7 herein, each share shall carry one vote.
- 9.10 On a poll, each shareholder (including his proxies) entitled to two or more votes need not cast all his votes in the same way for affirmative votes or dissenting votes.
- 9.11 When a related party transaction is considered at a general meeting, the related shareholders shall proactively declare the relationship to the general meeting and abstain from voting, and the voting shares represented by him shall not be counted in the total number of valid votes. If a shareholder does not proactively declare their related party relationship and abstain from voting, other shareholders may request he/she to explain the situation and abstain from voting. The convener shall review whether the shareholder is a related shareholder and whether they should abstain from voting in accordance with relevant regulations.

Related shareholders who should abstain from voting may participate in discussions regarding the related transactions involving them and provide explanations and clarifications to the general meeting regarding the reasons for the related transactions, the basic details of the transactions, and whether the transactions are fair and legal.

The voting results of shareholders shall be fully disclosed in the announcement of the resolutions on the general meeting.

9.12 The voting at the general meeting shall be conducted in the form of poll with names recorded.

9.13 When the shareholders are voting on the proposals of resolutions at a general meeting, the votes shall be counted and scrutinized by lawyer, auditor or representative of an institution such as Computershare Hong Kong Investor Services Limited, and the voting results shall be announced forthwith at site. Voting results for the resolutions shall be recorded in the minutes of meeting.

9.14 Shareholders who attend a general meeting shall express one of the following opinions on the resolutions put to the vote:

“for”, “against” or “abstain”.

Any vote which is not completed or is completed wrongly or is illegible, or not casted shall be deemed to be a waiver by the voter of his voting right, and the voting result of the number of shares held by such voter shall be counted as abstention.

9.15 If the chairman of the meeting has any doubt as to the voting result, he may have the votes counted. If the chairman of the meeting has not counted the votes, any shareholder and proxy who is present and objects to the results announced by the chairman of the meeting may, immediately after the declaration of the voting result, demand that the votes be counted and the chairman of the meeting shall have the votes counted immediately. Shareholders and proxies who object to the results of voting may take part in scrutinizing the votes, but the results of such vote-counting shall be the final voting results. Any objection raised after the meeting shall be invalid.

9.16 The chairman of the meeting shall be responsible for determining whether a resolution has been adopted pursuant to results of voting. His decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minutes. The Company shall announce the resolutions of the general

meetings in accordance with applicable laws, regulations and the relevant provisions of the stock exchange on which the shares of the Company are listed.

**Article 10** Resolutions of the general meeting

10.1 A general meeting shall resolve the proposed resolutions which are listed in the agenda of the meeting. Resolutions of a general meeting are divided into ordinary resolutions and special resolutions.

10.2 Ordinary resolutions shall be adopted by votes represented the majority of the voting rights of shareholders (including proxies) attending the general meeting. The following matters shall be approved by ordinary resolutions at a general meeting:

- (1) the working reports of the Board;
- (2) the profit distribution plans and loss recovery plans formulated by the Board;
- (3) the appointment and removal of the non-employee representative directors, their remuneration and the method of payment thereof;
- (4) such other matters except for those required by laws, administrative regulations or the Articles of Association to be adopted by special resolution.

10.3 Special resolutions shall be adopted by votes represented more than two thirds of voting rights of shareholders (including proxies) attending the general meeting. The following matters shall be approved by special resolutions at general meeting:

- (1) the increase or reduction of the registered capital of the Company;
- (2) the issue of bonds of the Company;
- (3) the division, merger, dissolution and liquidation of the Company;
- (4) the amendments to the Articles of Association; and
- (5) such other matters stipulated by laws, administrative regulations, the Articles of Association and those confirmed by an ordinary resolution at a general meeting that such matter may have material impacts on the Company and is required to be approved by a special resolution.

## **Article 11**

### **Minutes of meeting**

11.1 Minutes of a general meeting shall be kept. The minutes shall record the following information:

- (1) the number of shareholders and proxies who attend the meeting, the total number of voting shares held by such persons, and the percentage of such shares in the total number of shares in the Company;
- (2) the date, venue, agenda of the meeting and the name of the convener;
- (3) the name of the persons presiding over the meeting and the names of the directors, chief member of the committees under the Board, general managers and auditors who will attend or present at the meeting;
- (4) in respect of each proposed resolution, a summary of the process of considering the resolutions, opinions expressed and the voting results;
- (5) the inquiries or suggestions of shareholders and the corresponding answers or explanation;
- (6) names of the lawyer, vote counters and scrutinizers; and
- (7) such other matters which are considered by the general meeting or required by the provisions of the Articles of Association to be recorded in the minutes.

11.2 Minutes of a general meeting shall be signed by directors, chief member of the committees under the Board, the responsible person for information disclosure, the convener or his proxy, and the person presiding over the meeting (the chairman of the meeting), etc., and truthfulness, accuracy and completeness thereof shall be ensured.

11.3 The secretary to the Board shall be responsible for keeping written information including the register of attendees, power of attorney, photocopies of identity proof, voting statistics, minutes of the meeting and resolutions of general meetings for 10 years.

### **Chapter 3 Supplementary Provisions**

- Article 12** Where any matter is not covered by these Rules or where these Rules are inconsistent with the laws, administrative regulations, other relevant regulatory documents and provisions of the Articles of Association, those laws, administrative regulations, relevant regulatory documents and provisions of the Articles of Association shall prevail.
- Article 13** These Rules are subject to the interpretation by the general meeting.
- Article 14** These Rules shall come into effect from the date of adoption upon consideration at the general meeting. The general meeting may amend these Rules in accordance with provisions of relevant laws, regulations and the actual situation of the Company.
- Article 15** The phrase “or more” herein in respect of a number shall include such number while the terms “majority”, “exceed”, “less than” and “more than” in respect of a number shall exclude such number.

Capinfo Company Limited  
Amended in November 2025