

# General Terms and Conditions for CEINEX D-Share Market

(as publicized on 6 July 2018)

## I. Section: General Provisions

### 1. Establishment of CEINEX D-Share Market; Administration

- (1) The China Europe International Exchange AG D-Share Market (hereinafter “CEINEX D-Share Market”) has been set up by China Europe International Exchange AG (hereinafter “CEINEX”) and recognized by Deutsche Börse AG for Chinese issuers fulfilling certain criteria. The CEINEX D-Share Market is currently a part of the regulated market of Frankfurter Wertpapierbörse (hereinafter “FWB”).
- (2) The purpose of setting up the CEINEX D-Share Market is to create a productive environment for quality issuers seeking access to international financing and listing on a major European exchange and to promote partnership within the financial community to facilitate this.
- (3) These Terms and Conditions for the CEINEX D-Share Market set out the standards and procedures in accordance with which issuers will be accepted into and removed from the CEINEX D-Share Market and their on-going relationship with CEINEX.
- (4) These Terms and Conditions leave any laws, rules and regulations governing the listing and trading procedure of FWB unaffected. Especially these Terms and Conditions have no effect on public law decisions (*Verwaltungsakte*) of FWB.

## II. Section: Services Offered by CEINEX

2. In order to promote and develop the CEINEX D-Share Market, CEINEX shall

- (1) maintain a platform for the exchange of experiences and opinions among issuers, investment community, service providers and industrial associations,
- (2) engage in a constant dialogue with regulators to identify and address issues, in particular, related to cross-border financing, investment and dual listing,
- (3) organize for the benefits of the issuers training programs on topics, *inter alia*, of compliance, legal developments, investor relations management and subsequent financing,
- (4) advocate and participate in developing recommended practices and guidelines for issuers on topics of mutual concern,
- (5) organize market promotion events to promote awareness of the CEINEX D-Share Market.

3. CEINEX, in performing the services under these Terms and Conditions, acts in the interest of the CEINEX D-Share Market as a whole, rather than any specific issuer. CEINEX does not, as the result of the accession of an applying issuer or issuer to these terms and conditions, become a representative or agent of such an applying issuer or issuer.

### III. Section: Accession to the CEINEX D-Share Market

#### 4. General Prerequisites for Accession to the CEINEX D-Share Market

- (1) The applying issuer is incorporated in accordance with the Company Act of the People's Republic of China.
- (2) Shares of the applying issuer are admitted to the regulated market of FWB under Prime Standard.
- (3) The applying issuer consents to comply with these Terms and Conditions and enters into a listing agreement with CEINEX accordingly.

#### 5. Special Provisions for Accession of Issuers with Shares Listed on Another Major Exchange

The accession of issuers with shares listed on another major exchange additionally requires that:

- (1) the applying issuer or any member of its board of directors, management board, supervisory board, or other corporate bodies has not been subject to any published sanction by a securities regulatory authority in its venue of listing for violation of securities laws and regulations over the three years preceding application,
- (2) the applying issuer is not put on alert for delisting or other major irregularity by the exchange on which it is listed, and
- (3) the applying issuer, a member of its corporate bodies or other key person who is assigned the responsibility to oversee information disclosure has not been subject to any published sanction or disciplinary action by the exchange or other regulatory authorities in its venue of listing for a severe violation of rules on information disclosure over the twelve months preceding application. A sanction or disciplinary action of the following nature is presumed to be severe for the meaning of this paragraph:
  - (a) a published sanction or disciplinary action issued by a securities regulatory authority in the venue of listing,
  - (b) a published sanction or disciplinary action issued by an exchange in the form of public censures, publicized disqualification of a member of the applying issuer's board of directors, management board or supervisory board or other key person who is assigned the responsibility to oversee information disclosure, or some other form of similar nature.

#### 6. Special Provisions for Accession of Issuers with No Shares Listed on Another Major Exchange

The accession of issuers with no shares listed on another major exchange additionally requires that the applying issuer passes one of the following financial tests:

- (1) Test I: The revenue arising from the principal activities of the applying issuer over the last fiscal year amounts to 50 million Euro and the estimated minimum capitalization of the applying issuer following D-share issuance amounts to 500 million Euro, or

(2) Test II: The aggregate net profit of the applying issuer excluding any income or loss generated by activities outside the ordinary and usual course of its business over the last three fiscal years amounts to 50 million Euro.

7. Accession Application to CEINEX

(1) Accession to the CEINEX D-Share Market shall be applied for by the applying issuer to CEINEX.

(2) The application for accession to the CEINEX D-Share Market must be submitted in English in text form. CEINEX may require the application be submitted in a specific form and/or file format and in a specific manner and shall publish such requirements on its official website. CEINEX may request the applying issuer to provide additional documentation.

(3) An applying issuer shall deliver its accession application to CEINEX no later than it files its application for admission of securities to exchange trading in the regulated market of the FWB.

8. Decision on the Accession Application; Publication

(1) CEINEX shall decide on accession to the CEINEX D-Share Market.

(2) CEINEX shall publish approval of accession on its official website.

IV. Section: Post-Accession Obligations; Monitoring of Performance

9. An issuer which is accepted into the CEINEX D-Share Market must fulfill the following obligations:

(1) the issuer shall designate at least one eligible representative responsible for communicating with CEINEX on matters related to listing and notify CEINEX of such designation and any change thereof in a timely manner,

- (2) the issuer shall make due payments of initial and annual fees for accession as stipulated in these Terms and Conditions upon notification by CEINEX, unless such fees are waived by CEINEX,
- (3) the issuer shall promptly inform CEINEX if any of the circumstances listed in Paragraph 11(1) occurs, and
- (4) the issuer shall undertake to abide by these Terms and Conditions and the listing agreement it enters into with CEINEX upon accession.

#### 10. Monitoring of Post-Accession Obligations

- (1) In the event that CEINEX has reason to believe that an issuer is not in compliance with its post-accession obligations under these Terms and Conditions, it will contact the issuer and request an explanation of the relevant facts and circumstances.
- (2) CEINEX may decide to issue a warning to an issuer which is found to be non-compliant repeatedly and may also require the issuer to provide a statement of corrective undertaking, by which the issuer undertakes to take rectifying measures to ensure compliance within a reasonable period of time. Warnings issued under this paragraph are not public.

#### V. Section: Removal from CEINEX D-Share Market

##### 11. CEINEX may remove an issuer from the CEINEX D-Share Market if

- (1) the shares of the issuer are no longer admitted to the regulated market of FWB,
- (2) the issuer has received warnings by CEINEX more than three times in relation to non-compliance with its post-accession obligations under these Terms and Conditions, and has not taken sufficient steps to ensure future compliance within a reasonable period of time, or
- (3) any other circumstance has arisen, that renders it no longer acceptable to CEINEX for the issuer to be included in the CEINEX D-Share Market (*Termination for good cause/Kündigung aus*

*wichtigem Grund*). However, except that the shares of an issuer are no longer admitted to the regulated market of FWB, the fact that the issuer no longer complies with one or more of the eligibility requirements for accession to the CEINEX D-Share Market after it has been granted accession does not in itself amount to a cause to remove the issuer from the CEINEX D-Share Market.

12. CEINEX shall decide on removal of an issuer from the CEINEX D-Share Market and shall publicize the decision on its official website. CEINEX shall notify the issuer of the removal and the listing agreement between the issuer and CEINEX shall terminate automatically in two weeks following the notification.

#### VI. Section: Final Provisions

##### 13. Applicable Law, Jurisdiction

- (1) All business relations according to these Terms and Conditions shall be governed exclusively by German law.
- (2) The place of jurisdiction or arbitration for all disputes in relation to these Terms and Conditions is Frankfurt am Main, Germany.

##### 14. Liability

- (1) CEINEX is liable for any violation of its obligations under these Terms and Conditions only to the extent caused by grossly negligent or intentional conduct. In the case of material obligations, CEINEX is also liable for negligent conduct. Any liability is limited to damages foreseeable in light of the relationship between CEINEX and the issuer or the applying issuer. Mandatory statutory liability shall remain unaffected.
- (2) For any information provided by CEINEX on its official website or otherwise to the issuers or the applying issuers which is clearly identified as coming from a third-party source, CEINEX does not accept liability for the substantive correctness.

- (3) The principles of contributing culpability pursuant to Section 254 German Civil Code shall apply in the event that any violation of obligations under these Terms and Conditions on behalf of an issuer or applying issuer has contributed to the damages.
- (4) CEINEX is not liable for any damages caused by acts of God, nature, war or civil unrest, or causes not within its sphere of responsibility.

## 15. Amendments to the Terms and Conditions

- (1) CEINEX has the right to amend these Terms and Conditions for the benefit of promoting the image of and ensuring quality of the CEINEX D-Share Market. In particular, such amendments can be made
  - (a) in response to changes in laws and regulations applicable to any issuer in its jurisdiction of incorporation or in Germany,
  - (b) in order to advocate recommended practices of issuers relating to disclosure, corporate governance or management of conflict of interest etc.,
  - (c) to introduce additional sanction measures,
  - (d) to adjust fees to ensure sufficient resources to carry out training programs, market promotion, administrative functions related to the CEINEX D-Share Market as well as to monitor obligations under these Terms and Conditions.
- (2) Amendments to these Terms and Conditions shall be made known to the issuers in writing or electronically no later than three weeks prior to their effective date. Such amendments shall be deemed approved if the issuer does not submit an objection in writing or electronically prior to such effective date.
- (3) In the case of an objection pursuant to Paragraph 15(2), CEINEX's right to apply Paragraph 15 (2) to future amendments of these Terms and Conditions and right to terminate this Agreement with the issuer for good cause remains unaffected.

## Fee List

Initial Accession Fee	5000 Euro
Annual Accession Fee	5000 Euro per year