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RULES OF PROCEDURES OF SHAREHOLDERS' GENERAL MEETINGS OF COSCO SHIPPING HOLDINGS CO., LTD.

(Approved by the 2023 Annual General Meeting of the Company)

CHAPTER 1 GENERAL PROVISIONS

- Article 1** In order to protect the legitimate interests of COSCO SHIPPING Holdings Co., Ltd. (the "Company") and its shareholders, to specify the duties and limits on powers of the general meetings, to ensure the proper, efficient and smooth operation of general meetings and to ensure the general meetings exercise their functions and powers legally, these rules of procedures are formulated in accordance with laws and regulations such as the "Company Law of the People's Republic of China" (the "Company Law"), "Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas", "Standards for the Governance of Listed Companies", "The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited" and other provisions of relevant governing laws, rules and regulations of China and abroad together with provisions of the articles of association of COSCO SHIPPING Holdings Co., Ltd. (the "Articles of Association"). Should there be any inconsistency or conflict between these rules of procedures and any applicable laws, regulations or listing rules, the applicable laws, regulations and listing rules shall prevail.
- Article 2** These Rules of Procedures apply to the general meetings of the Company and shall be binding on the Company, all the shareholders or their authorized proxy ("shareholder proxy"), directors of the Company, supervisors of the Company and senior management personnel including the general manager, deputy general manager, chief accountant or chief financial officer and secretary to the board, chief legal counsel and other relevant personnel present at the meeting.
- Article 3** Any shareholder who holds the shares of the Company legally and validly is entitled to personally or authorize a proxy of the shareholders to attend a general meeting, and shall have various rights including the right to be informed of the Company's affairs, the right to speak, the right to raise questions and the right to vote pursuant to law and these Rules of Procedures.
- Article 4** The board of the Company shall strictly comply with the provisions of the relevant laws, regulations and the Articles of Association regarding the convening of general meetings when organizing the general meetings. The directors of the Company shall not obstruct the lawful exercise of powers by a general meeting.
- Article 5** The Company shall maximize the attendance of shareholders at any general meeting by whatever means including the use of modern communication channels to the full extent, on condition that the general meeting shall be held legally and validly. Selection of time and place for any general meeting shall allow as many shareholders as possible to be present at the meeting.

CHAPTER 2 SYSTEM OF SHAREHOLDERS' GENERAL MEETINGS

Article 6 Shareholders and their proxies or representatives attending a general meeting shall comply with the provisions of the relevant laws, regulations, the Articles of Association, applicable listing rules and these Rules of Procedures, and shall take initiatives to maintain the order of the meeting and shall not infringe the legitimate rights and interests of other shareholders.

Article 7 The general meeting is classified into annual general meetings and extraordinary general meetings.

Article 8 All shareholders are entitled to attend the annual general meetings and extraordinary general meetings.

Holders of different classes of shares are class shareholders. Holders of domestic shares ("holders of A shares") and holders of H shares are deemed to be shareholders of different classes, and holders of H shares shall be deemed to be the same class shareholders.

In the circumstances specified in the Articles of Association or the listing rules, the Company shall convene a class meeting. The class meeting shall be attended by shareholders of corresponding classes.

Article 9 Annual general meetings shall be held by the board once every year and convened within six months from the end of the previous financial year.

Article 10 Under any of the following circumstances, the board shall convene an extraordinary general meeting within two months from the date upon which the circumstance occurs:

- (1) The number of directors is less than eight;
- (2) The unrecovered losses of the Company amount to one-third of the total amount of its share capital;
- (3) Shareholder(s) individually or jointly holding more than 10% of the Company's issued and outstanding shares carrying voting rights request(s);
- (4) It is deemed necessary by the board or proposed by the supervisory committee;
- (5) It is proposed by a majority of independent directors;
- (6) Any other circumstance so specified by the Articles of Association or relevant laws and regulations occurs.

The amount(s) of shareholding mentioned in (3) above is calculated as at the day when the shareholder(s) in question make(s) the request(s) in writing.

Upon the occurrence of event (1), (2) or (3) of this Article and if the meeting is convened by the supervisory committee, if the board fails to convene an extraordinary general meeting within the specified period, shareholder(s) who fulfill(s) the requirement or the supervisory committee may convene an extraordinary general meeting in accordance with the Articles of Association and the provisions hereof.

Article 11 The general meetings convened in each year, except for annual general meetings, shall be extraordinary general meetings, which shall be sequenced on the basis of the year of convening.

Article 12 To vary or abrogate the rights of the class shareholders, the Company must approve it by a special resolution in a class meeting and it must also be approved by the affected holders of shares of that class at a separate meeting in accordance with the Articles of Association. Voting may be taken in such ways as permitted by laws at a general meeting when necessary. Where any changes in domestic and foreign laws, regulations and the listing rules of the place where the shares of the Company are listed, as well as decisions of domestic and foreign regulatory authorities which lead to the variation or abrogation of the rights of class shareholders, approval of the shareholders' general meeting or class meeting shall not be required.

Article 13 The board, independent directors, shareholders holding more than 1% of voting shares or investor protection institutions established in accordance with laws, administrative regulations or provisions of the CSRC may publicly collect voting rights from shareholders. The voting rights shall be collected without any consideration, and voting rights collected at a consideration are void. The person who collects voting rights shall fully disclose relevant information to the person whose voting rights are collected.

Article 14 The board of the Company shall strictly comply with the provisions of the Company Law and other relevant laws and regulations regarding convening general meetings to organize the general meetings in good faith and on time. All the directors of the Company shall bear obligations of good faith toward the normal proceeding of the general meeting, and shall not obstruct the lawful exercise of powers by the general meeting. Directors present at the meeting shall faithfully perform their duties, guarantee that the contents of the resolutions are true, accurate and complete, and shall not use statements that are likely to lead to ambiguities.

Article 15 The affairs management department of the Company's board of directors is responsible for preparing and organising the holding of the general meetings under the guidance of the secretary to the board.

Article 16 The convening of the general meetings shall conform to the principle of simplicity, and no additional benefits shall be granted to the shareholders (or shareholders' representatives) attending the meeting.

Article 17 The chairman of a general meeting may require any of the following persons to leave the meeting:

- (1) any person who is not qualified to be present at the meeting;
- (2) any person who causes disorder at the meeting;
- (3) any person who is dressed improperly or immorally;
- (4) any person who carries dangerous objects.

If any of the aforesaid persons disobey an order of retirement, the chairman may take necessary action to enforce the retirement from the meeting.

Article 18 The board of the Company shall engage a lawyer to attend the shareholders' general meeting in accordance with the applicable law. The lawyer shall provide a legal opinion and publish an announcement on the following issues:

- (1) whether the convocation and procedures for convening the meeting comply with the requirements of relevant laws, regulations, these Rules of Procedures and the Articles of Association;
- (2) whether the attendees and convenor are eligible to attend the meeting;
- (3) whether the voting procedures and results of the meeting are valid;
- (4) verify the eligibility of the shareholders proposing new motions at the general meeting;
- (5) issuing legal opinions on other matters upon request by the Company.

The board of the Company may also engage a notary to attend the shareholders' general meeting.

CHAPTER 3 FUNCTIONS AND POWERS OF THE SHAREHOLDERS' GENERAL MEETINGS

Article 19 The powers exercisable by a general meeting are as follows:

- (1) to decide on the Company's business policy and material investment plans requiring approval by the general meeting;
- (2) to elect and replace directors and to decide on matters relating to the remuneration of directors;
- (3) to elect and replace supervisors who are non-staff representatives and to decide on matters relating to the remuneration of supervisors;
- (4) to examine and approve the reports of the board;

- (5) to examine and approve the reports of the supervisory committee;
- (6) to examine and approve the Company's proposed annual budgets and final accounts;
- (7) to examine and approve the Company's profit distribution proposals and loss recovery proposals;
- (8) to resolve on the proposals for increase or reduction of the Company's registered capital;
- (9) to resolve on the proposals for merger, demerger, dissolution and liquidation of the Company or amendment to the form of the Company;
- (10) to resolve on the proposal for issue of the Company's debt securities;
- (11) to resolve on the proposal for appointment, removal or discontinuation of reappointment of the Company's accounting firm;
- (12) to amend the Articles of Association;
- (13) to resolve on the Company's external guarantees which shall be approved by a general meeting as provided by relevant laws, regulations and the Articles of Association;
- (14) to consider the purchase or sale of significant assets by the Company within 12 consecutive months in excess of 30% of the latest audited total assets of the Company;
- (15) to review the share option incentive plan and the employee share ownership plan;
- (16) to review and approve changes to fund raised;
- (17) to resolve on other matters which, in accordance with the relevant laws, regulations, the listing rule of the stock exchange(s) on which the Company's shares are listed and Articles of Association, must be approved by a general meeting.

The general meeting may authorize or entrust the board of directors to handle the matters so authorized or entrusted by it. A general meeting shall exercise its powers within the scope stipulated by the Company Law and the Articles of Association and shall not interfere with the decisions of shareholders regarding their own rights.

Article 20 Any external guarantee of the Company under any of the following circumstances shall be approved by the general meeting after being considered and passed by the board of directors:

- (1) any provision of guarantee, where the total amount of external guarantees provided by the Company or its controlled subsidiaries exceeds 50% of the latest audited net assets;
- (2) provision of guarantee to anyone whose liability-asset ratio exceeds 70%;
- (3) provision of a single guarantee whose amount exceeds 10% of the latest audited net assets;
- (4) provision of guarantee to shareholders, actual controllers and their related parties;
- (5) any external guarantees of the Company and its controlled subsidiaries, the total amount of which exceeds 30% of latest audited total assets of the Company;
- (6) any guarantee which exceeds 30% of the latest audited total assets of the Company as calculated in accordance with the principle of cumulative calculation of the guaranteed amount within 12 consecutive months;
- (7) other matters that shall be approved by the general meeting as stipulated by laws and regulations, the Listing Rules and the Articles of Association.

Any director, the general manager, deputy general manager and other senior management personnel who commit any act in violation of the laws, regulations or the Articles of Association concerning the examination and approval authority and rules of procedures on external guarantees, thus causing losses to the Company, shall be liable for compensation, and the Company may bring a lawsuit against them according to law.

Article 21 Matters which, in accordance with the provisions of the relevant laws, regulations and the Articles of Association, are required to be approved by the general meeting must only be considered at such meetings so as to protect the decision-making power of the shareholders of the Company on such matters. Under necessary and reasonable circumstances, the general meeting may authorize the board to decide, within the scope of authorization granted by the general meeting, specific issues relating to matters to be resolved on by the general meeting which may not be decided upon immediately at a general meeting.

Article 22 With regard to an authorization granted by a general meeting to the board, if the matter is within the scope of the ordinary resolution, it shall be passed by votes representing more than half of the voting rights held by the shareholders (including their proxies) present at the meeting; and if it is within the scope of the special resolution, it shall be passed by votes representing more than two-thirds of the voting rights held by the shareholders (including their proxies) present at the meeting. The contents of the authorization shall be clear and specific.

Article 23 Authorization to be granted by a general meeting to the board shall be granted in accordance with the following principles:

- (1) to focus on the operation and development of the Company, to make good use of market opportunities and to ensure smooth and efficient operation of the Company;
- (2) to be flexible and pragmatic, to avoid excessive and cumbersome formalities on the condition that it is not against the Articles of Association, and to ensure the decision of the Company is made in a timely manner;
- (3) not to harm the interests of the Company and shareholders as a whole, especially the legal interests of minority shareholders.

Article 24 For the purposes of ensuring a prudent investment policy for the Company and enhancing the efficiency of its daily operations, the Company's transactions shall be subject to approval by the board if such transaction is required to be disclosed under the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, and by the general meeting if such transaction is required to be approved by the general meeting under the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and Rules Governing the Listing of Stocks on the Shanghai Stock Exchange.

Article 25 In disposing of fixed assets, where the sum of the expected value of the consideration for a fixed asset to be disposed of and the amounts generated from all completed disposals of fixed assets of the Company during a period of four months prior to the proposed disposal does not exceed 33% of the value of the Company's fixed assets as shown in the latest balance sheet reviewed at a shareholders' general meeting, the board is authorized by the shareholders' general meetings to examine and approve the disposal of fixed assets. If the percentage described above is less than 0.2%, the general manager is authorized by the shareholders' general meetings to examine and approve the disposal of the fixed assets.

Disposals of the fixed assets include the transfer of certain asset interests, but does not include the guarantee by way of pledge of fixed assets.

CHAPTER 4 MOTIONS IN THE SHAREHOLDERS' GENERAL MEETING

Article 26 Motions in a general meeting refers to specific motions regarding issues which shall be discussed in a general meeting, and general meetings shall resolve on specific motions.

Motions in a general meeting shall meet the following requirements:

- (1) contents of motions shall comply with provisions of the relevant laws, regulations and the Articles of Association and shall fall within the scope of business of the Company and terms of reference of a general meeting;
- (2) motions shall cover a specific subject with specific issues to be resolved;
- (3) motions shall be submitted or delivered to the convenor in written form.

Article 27 Before the issuance of a notice regarding the convening of a shareholders' general meeting, the secretary to the board of directors may collect motions from shareholder(s), supervisors and independent directors holding individually more than 3% of the Company's voting shares and submit the same to the board of directors for examination and approval and subsequently submit the same as motions to the shareholders' general meeting for consideration.

Article 28 The proposals of the general meeting shall generally be raised by the board of directors.

Article 29 Where an extraordinary general meeting is proposed by a majority of independent directors, they shall be responsible for proposing a motion to this effect. In the event the board of directors dissents from convening the extraordinary general meeting, it shall disclose the specific circumstances and reasons thereof.

Article 30 The board of directors, supervisory committee and the shareholders of the Company individually or jointly holding more than 3% of the total voting shares of the Company may propose provisional motions in a general meeting.

The shareholders alone or in concert with others holding 3 percent or more of the Company shares may propose provisional motions, which shall be submitted or delivered to the convenor in written form 10 days prior to the date of the shareholders' general meeting; within 2 days after the receipt of the motions, the convenor shall issue supplementary notice of the general meeting to announce the contents of the provisional motions.

In addition to the provisions of the preceding paragraph, the convenor shall not, after issuing the notice of the general meeting, modify the motions already specified in the notice of the general meeting or add new motions.

The motions that are not specified in the notice of the general meeting or do not conform to the provisions of the Article 26 of this rules of procedures shall not be voted on at that shareholders' general meeting.

- Article 31** If the general meeting is proposed by the supervisory committee, the supervisory committee shall be responsible for raising the proposals.
- Article 32** In the event that shareholders individually or jointly holding more than 10% of the Company's voting shares propose the general meeting, the proposing shareholders shall be responsible for raising the proposals regardless of whether the meeting is convened by the board of directors.
- Article 33** The annual general meetings shall at least consider the following agenda:
- (1) consider the annual report of the board, including the investment plans and operating strategies of the following year;
 - (2) consider the annual report of the supervisory committee;
 - (3) consider the audited final financial account plan of the Company for the previous year;
 - (4) consider the Company's plans on profit distribution for the previous year;
 - (5) appointment, removal or non-reappointment of the Company's accounting firm.
- Article 34** Where supervisors and shareholder(s) individually or jointly holding 10% or more of the Company's voting shares propose to convene an extraordinary general meeting or a class general meeting, the shareholder(s) shall sign one or more written request(s) in identical form requiring the board to convene an extraordinary general meeting or a class shareholders' general meeting and stating the subject of the meeting, and at the same time submit motions complying with the requirements of these rules of procedures to the board.
- Article 35** Motions in a general meeting regarding the following shall be deemed to be a variation or abrogation of the rights of certain class shareholder and the board shall submit the same to a class shareholders' general meeting for review:
- (1) to increase or decrease the number of shares of such class, or to increase or decrease the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;
 - (2) to change all or part of the shares of such class into shares of another class or to change all or part of the shares of another class into shares of that class or to grant relevant conversion rights;
 - (3) to cancel or reduce rights to accrued dividends or cumulative dividends attached to shares of such class;
 - (4) to reduce or cancel rights attached to the shares of such class to preferentially receive dividends or to receive distributions of assets in a liquidation of the Company;

- (5) to add, cancel or reduce share conversion rights, options, voting rights, transfer rights, pre-emptive placing rights, or rights to acquire securities of the Company attached to the shares of such class;
- (6) to cancel or reduce rights to receive payments made by the Company in a particular currency attached to the shares of such class;
- (7) to create a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;
- (8) to restrict the transfer or ownership of the shares of such class or to impose additional restrictions;
- (9) to issue rights to subscribe for, or to convert into, shares of such class or another class;
- (10) to increase the rights and privileges of the shares of another class;
- (11) to restructure the Company in such a way as to cause shareholders of different classes to bear liabilities disproportionately during the restructuring;
- (12) to amend or abrogate the provisions of Chapter 9 of the Articles of Association “Special Procedures for Voting by a Class of Shareholders”.

Article 36 Resolutions in relation to investment, disposal of assets, acquisition and merger shall be proposed with sufficient details, including the amount involved, consideration (or basis of calculation thereof), book value of assets, impact on the Company, status of approval and whether connected transactions are involved. The board shall announce the results of assets valuation, results of audit or independent financial report at least 10 business days prior to the date on which the shareholders’ general meeting is to be held, if the conduct of asset valuation, audit or the preparation of independent financial reports are required in accordance with the applicable regulations.

Article 37 For a matter related to issuance of new shares and convertible bonds which are subject to registration or filing with the regulatory securities authority of the State Council, it shall be proposed as a specific motion.

Article 38 The board, after approving an annual report, shall resolve on the proposal of profit distribution and make it a motion for annual general meetings. When the board makes a motion of capitalizing the capital reserve, it shall state the reason in detail and disclose it in an announcement.

The listed company shall accomplish the profit distribution and share capital increase within two months after the plan is considered and approved at the general meeting.

Article 39 The engagement of an accounting firm shall be proposed as a motion by the board of directors and is subject to the approval of the shareholders’ general meeting. Where the board proposes the removal or discontinuation of re-appointment of an accounting firm, prior notice shall be given to the accounting firm and the reasons for such proposal shall be given at the shareholders’ general meeting. The accounting firm shall have the right to give opinions at the meeting.

During the recess period, the board may if reasonably required, appoint another accounting firm that does not undertake the Company's auditing business temporarily to fill the vacancy arising from the due removal of the existing accounting firm. However, such temporary appointment shall be rectified at the next shareholders' general meeting. Where the accounting firm tenders its resignation, the board shall explain the reason thereof at the next shareholders' general meeting. The resigning accounting firm is obliged to give an explanation in writing or in person by a representative attending the shareholders' general meeting of whether there is any improper matter involved with the Company.

Article 40 List of nominations for directors or supervisors are submitted by way of motion to be resolved by general meeting.

Shareholders individually or jointly holding more than 3% of the issued voting shares of the Company may make a motion of nominations for directors (excluding independent directors). Such motion shall be submitted to the board for review and announcement.

Shareholders individually or jointly holding more than 3% of the issued voting shares of the Company may make a motion of nominations for non-staff representative supervisors. Such motion shall be reviewed by supervisory committee and passed to the board for announcement.

The proposer shall provide the board with the brief biographies, background information and relevant supporting materials of the nominees, which shall be reviewed by the board or the supervisory committee. Motions which comply with the relevant laws and regulations and the Company's Articles of Association shall be submitted to a general meeting for consideration. Motions which are not in compliance with the aforesaid requirement and which are not submitted to a general meeting for consideration shall be explained at the general meeting.

Article 41 An independent director candidate shall be nominated by the board of directors, the supervisory committee, or shareholder(s) individually or jointly holding more than 1% of the shares in issue, and shall be elected by a shareholders' general meeting of the Company. Investor protection institutions established in accordance with the laws may publicly request shareholders to entrust them to exercise the right to nominate independent directors on their behalf.

Article 42 Procedures for nomination and election of independent directors are as follows:

- (1) The party nominating any independent director candidate shall have obtained the nominee's consent prior to the nomination, and shall be fully aware of such particulars of the nominee in terms of such as his occupation, academic qualification, professional title, detailed work experience, all information regarding his positions held concurrently, whether he has material default and other adverse records, and provides his opinions on the nominee's compliance with independence requirement and other requirements for serving as an independent director. The nominee shall make a public announcement on his compliance with independence requirement and other requirements for serving as an independent director.

- (2) The written notice on the intention of the nomination of the director candidates and the nominees' expression of willingness to accept the nomination, as well as the written materials and statements of the nominee mentioned in the preceding paragraph of this Article shall be submitted by the party nominating any independent director and independent director candidate to the Company within the time as specified by laws and regulations.
- (3) The nomination committee of the Company shall review the qualifications of the nominees for appointment and form a clear opinion on the review.
- (4) Before the shareholders' general meeting for the election of an independent director, the Company shall disclose the relevant information and submit the relevant materials concerning the nominee to the stock exchanges on which the shares of the Company are listed in accordance with paragraph (1) and (3) under this Article. The relevant information submitted shall be true, accurate and complete. If the board of directors disputes the particulars pertaining to the nominee, it shall also submit its written opinions to the relevant authorities, when required.
- (5) The above regulatory securities authorities shall verify the qualifications and degrees of independence of the nominees for independent directors within the respective periods of time as required. Any such nominee objected by the stock exchanges on which the shares of the Company are listed may not be proposed to the shareholders' general meeting for election.
- (6) Where the shareholders' general meeting of the Company elects two or more independent directors, a cumulative voting system shall be implemented. Votes of minority shareholders shall be counted and disclosed separately.

CHAPTER 5 NOTICE OF THE SHAREHOLDERS' GENERAL MEETING

Article 43 The notice of a shareholders' general meeting shall be issued by the convener, which can be the board of directors, the supervisory committee or shareholder(s) who individually or jointly holds or hold more than 10% of the total number of the Company's voting shares for over ninety days consecutively.

Article 44 Where the Company convenes an annual general meeting, a notice of the meeting shall be given twenty days prior to the date of the meeting, and where the Company convenes an extraordinary general meeting, a written notice of the meeting shall be given fifteen days prior to the date of the meeting to notify all the shareholders recorded in the register of shareholders of the agenda to be considered at the meeting, and the time and venue of the meeting. The date of the meeting shall not be counted for the purpose of determining the commencement date of such period.

When the Company convenes a class shareholders' meeting, the notice period and method of notice shall comply with Article 106 of the Company's articles of association.

The notice of a general meeting shall be delivered to shareholders (whether or not they are entitled to vote at the general meeting) by hand or by pre-paid mail to their addresses as shown in the register of shareholders. For holders of H shares, the notice of the meeting may also be issued by posting on the website of the Company, except for the holders of H shares who have chosen to receive printed form(s) of the Company's communications. For holders of A shares, the notice of a general meeting may also be given by public announcement.

Public notices referred to in the preceding paragraph shall be published in one or more newspaper(s) designated by the China Securities Regulatory Commission. Once the announcement is made, holders of A shares shall be deemed to have received the notice of the relevant general meeting.

Unless otherwise required by applicable laws, the aforesaid duration shall include the date upon which the notice is issued and exclusive of the date upon which the general meeting is convened.

In the event the Company fails to issue the notice as scheduled, and thus resulting in the failure of the Company to convene the annual general meetings within six months from the end of the previous financial year, the Company shall report the same to the stock exchanges on which the Company is listed at the earliest possible time to explain the reasons thereof and make a public announcement.

Article 45 The notice of a class meeting shall be delivered only to shareholders entitled to vote at such meeting.

Article 46 The notice of a general meeting shall meet the following requirements:

- (1) be in written form;
- (2) specifying the venue, date and time of the meeting;
- (3) stating matters to be discussed at the meeting, and adequately discloses the content of all the proposals. If it is necessary to modify the matters covered in the resolution of the previous general meeting, the content of the proposal shall be completed and shall not include only the content of modification; those listed under "other matters" but without details specified cannot be deemed as proposals and shall not be voted on and resolved at the general meeting;
- (4) providing shareholders with such information and explanation as necessary to enable them to make an informed decision on issues 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 to undertake any other reorganization, and detailed conditions of the proposed transaction shall be provided together with contracts (if any) and the cause and effect of any such proposal shall also be properly explained;

- (5) containing a disclosure of the nature and extent of the material interests of any director, supervisor, general manager, deputy general manager and other senior management in relation to the issue to be discussed. Where the effect of the issue to be discussed on any director, supervisor, general manager, deputy general manager and other senior management to the board in their capacity as shareholders is different from the effect on other class shareholders, the difference shall be clearly explained;
- (6) containing the full text of any special resolution to be proposed at the meeting;
- (7) containing a clear statement that all ordinary shareholders are entitled to attend general meetings and 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 needs not be a shareholder;
- (8) specifying the date of record (the “date of determination”) of the shareholders entitled to attend the general meeting;
- (9) specifying the time and place at which the proxy form for voting at the meeting shall be delivered;
- (10) name(s) and telephone number(s) of the permanent contact person(s) of meeting affairs (when necessary);
- (11) voting time and procedures on the internet or by other means.

Article 47 The board, after receiving a proposal in writing from the supervisory committee about holding the general meeting which meets all requirements, shall in accordance with the laws, administrative regulations and these Articles, make a written response as to whether or not it agrees to convene an extraordinary general meeting or a class general meeting within ten days. In case the board agrees to convene an extraordinary general meeting or a class general meeting, the board of directors shall issue a notice calling for an extraordinary general meeting or a class general meeting within five days since the relevant board resolution. In case changes are made to the original proposal, agreement on the changes shall be sought from the original proposing party. In case the board of directors disagrees with the supervisory board on convening an extraordinary general meeting or a class meeting, or it does not give any feedback within ten days after receiving the proposal, the action shall be deemed as incapable of performing or not performing its duty to convene a shareholders meeting. Under these circumstances, the supervisory committee may, after informing the board in writing and filing the case for record in accordance with the requirements of the securities governing authority of the State Council and/or the stock exchanges on which the Company is listed, convene and chair the shareholders meeting at its discretion. Procedures of convening the meeting shall to the greatest possible extent be the same as that of convening the general meeting. Costs incurred shall be borne by the Company.

Article 48 After receiving a motion in writing from an independent director, the board shall in accordance with the laws, administrative regulations and this Articles, make a written response as to whether or not it agrees to convene an extraordinary general meeting or a class general meeting within ten days. In case the board agrees to convene an extraordinary general meeting or a class meeting, the board of directors shall issue a notice calling for an extraordinary general meeting or a class general meeting within five days since the relevant board resolution. In case changes are made to the original proposal, agreement on the changes shall be sought from the original proposing party. Where the board of directors objects to convening an extraordinary general meeting or a class meeting, it shall explain the reasons thereof and make a public announcement.

Article 49 Where the board accepts a written request for convening interim general meeting conforming to the requirements from shareholders individually or jointly holding more than 10% of the Company's voting shares, it shall in accordance with laws, administrative regulations and these Articles, make a written response as to whether or not it agrees to convene an extraordinary general meeting or a class general meeting issue a notice convening the general meeting within ten days. In case the board agrees to convene an extraordinary general meeting or a class general meeting, the board of directors shall issue a notice calling for an extraordinary general meeting or a class meeting within five days since the relevant board resolution. In case changes are made to the original proposal, agreement on the changes shall be sought from the original proposing party.

Article 50 Where the board objects to the proposal made by the shareholders to convene an extraordinary general meeting or a class general meeting, upon receipt of a written request from shareholders individually or jointly holding more than 10% of the Company's voting shares, the shareholders shall make such proposal to the supervisory committee in writing to convene a shareholders' general meeting.

Where the supervisory committee consents to the convening of the general meeting, it shall, within five days after the receipt of the proposal, issue a notice convening the general meeting. In case changes are made to the original proposal, agreement on the changes shall be sought from the original proposing party. Where the supervisory committee fails to issue a notice convening the general meeting within the stipulated time limit, it shall be deemed as failure of the supervisory committee to convene or preside over the general meeting, the shareholder(s) who individually or jointly holds or hold more than 10% shares in the Company for over ninety days may convene or preside over such meeting at his/their own discretion. Procedures of convening the meeting shall to the greatest possible extent be the same as that of convening the general meeting.

Where the proposing shareholders decide to convene such a meeting by themselves, they shall notify the board in writing in advance, conduct the filing as required by the securities governance authority of the State Council and/or the stock exchanges on which the Company is listed and issue a notice convening the meeting. The notice of the meeting shall comply with general requirements for notices of meetings and shall also meet the following requirements:

- (1) new contents shall not be added to a motion, otherwise the proposing shareholders must resubmit the request to convene a general meeting to the board;
- (2) the meeting shall be held at the address of the Company.

Where the supervisory committee or the shareholders convocate and convene the meeting at their own discretion as stipulated in Article 47 and Article 50 of these Rules of Procedures, they shall issue a written notice to the board of directors and file the record with the relevant competent authorities in accordance with appropriate provisions. The board of directors and the secretary to the board shall render assistance to the meeting, and the board of directors shall provide the roster of shareholders. The reasonable expenses incurred in connection with the meeting shall be borne by the Company and shall be deducted from the sums owed by the Company to the negligent directors.

Article 51 After a notice convening the general meeting is issued by the convener, the general meeting shall not be convened before the date announced, nor shall it postponed or cancelled with no reason. Resolutions as disclosed in the notice of the general meeting shall not be cancelled with no reason. If, for any special reason, the Company must delay or cancel the general meeting or cancel the resolutions, the convener shall publish an announcement at least two working days prior to the original date of general meeting. The convener shall explain in the announcement the reason for postponement or cancellation of the general meetings or cancellation of resolutions and announce the new convening date.

Article 52 In the event of any postponement of a general meeting by a Company, the record date, as set out in the original notice, of the shareholders who are entitled to attend the meeting, shall not be changed.

Article 53 The Company shall, within the time as required by the listing rules of stock exchanges on which the Company are listed, publish all the meeting information on the website of the stock exchanges.

CHAPTER 6 REGISTRATION FOR THE SHAREHOLDERS' GENERAL MEETING

Article 54 Shareholder may attend the general meeting in person or appoint a proxy to attend and vote on his behalf.

Article 55 The Company shall be responsible for preparing an attendance register to be signed by those attending the general meeting. The attendance register shall state the names (and/or names of the corporations), identification document number and the address of the attendees, information to confirm the identity of the shareholders (such as the shareholders' account numbers) the number of voting shares held or represented, names of the principal (or names of the corporations) and so on, when necessary.

Article 56 The shareholders or the shareholder proxies present at the shareholders' general meeting shall register the following contents:

- (1) confirm the identities of the shareholders or the shareholder proxies;
- (2) request for statements and record the content of the statements (if any);
- (3) obtain the voting ballots based on the shares held/represented by the shareholders or shareholder proxies;
- (4) register new motions (if any).

Article 57 The shareholders shall appoint proxies in written form, and the power of attorney shall specify the following contents:

- (1) the name of the proxy of the shareholder;
- (2) the number of shares held by the principal represented by the proxy;
- (3) whether or not the proxy has any voting right(s);
- (4) direction(s) to vote for or against each and every issue included in the agenda of the general meeting;
- (5) the date of issue and validity period of the proxy form;
- (6) the signatures (or seals) of the principal and the proxy appointed in writing. Where the principal is a corporate shareholder, the proxy form shall bear its corporate seal or be signed by its director or a proxy duly appointed. Where a shareholder appoints more than one proxy to attend and vote on his behalf, he shall specify the number of shares represented by each proxy in the proxy form;
- (7) the proxy form shall state clearly that the proxy shall be entitled to vote at his discretion in the absence of specific instructions from the shareholder.

Article 58 The proxy form shall be lodged at the Company's premises or such other venue as specified in the notice convening the meeting at least 24 hours prior to the time of the relevant meeting, or 24 hours prior to the scheduled voting time. Where the proxy form is signed by a person authorized by the principal, the power of attorney or other letter of authorization stating the authorization shall be notarized. The notarized power of attorney or other letter of authorization shall be lodged at the Company's premises or such other venue as specified in the notice convening the meeting together with the voting proxy form.

Article 59 The shareholders and/or the shareholder proxies shall make registrations when attending the general meeting. The shareholders and/or shareholder proxies shall, respectively, furnish the following documents, vouchers and certificates (or photocopies thereof) when making registrations for the meeting:

- (1) natural person shareholder: where a natural person shareholder attends the general meeting in person, he shall produce his identification card and shareholding certificate or other identification documentation; where a natural person shareholder is represented by a shareholder proxy at the general meeting, the shareholder proxy shall produce a copy of the identification card, shareholding certificate of the principal and other identification documentation and proxy form signed by the principal;
- (2) corporate shareholder: where a corporate shareholder is represented by its legal representative at the general meeting, the legal representative shall produce his identification card, legal representative certificate, shareholding certificate and other identification documentations certifying his capacity of the legal representative; where a corporate shareholder is represented by a shareholder proxy other than its legal representative, the shareholder proxy shall produce his identification card, proxy form signed and sealed with the common chop of the legal representative, shareholding certificate and other identification documentations.

Article 60 The eligibility of an attendee of the general meeting shall be deemed invalid if the evidence produced involves one of the following conditions:

- (1) the identification card of principal or attendee of the general meeting is found to be forged or expired or has been altered or does not comply with the residential identification card regulation;
- (2) the information on the identification card produced by the principal or attendee of the general meeting is illegible;
- (3) where multiple proxies shall have been appointed by the shareholder with more than two instrument of authorization and the combined representing shares exceed the shares held by the shareholder;
- (4) the signature on the instrument of authorization faxed in for registration and that on the original copy of instrument of authorization produced when attending the general meeting are inconsistent;

- (5) lack of signature or seal on the instrument of authorization;
- (6) the relevant evidence produced by the principal or his proxy attending the general meeting contravenes the relevant provisions of laws, regulations, Articles of Association and these Rules of Procedures.

Article 61 Where the principal or his shareholder proxy is ineligible for attending the general meeting as a result of irregularities of the principal's authorization or the fact that documents evidencing the legitimate identity of the principal or the authorization do not comply with the laws, regulations, the Articles of Association and these Rules of Procedures, the legal consequences so arising shall be borne by the principal or his shareholder proxy.

Article 62 Any shareholders or shareholder proxies requesting to make a statement at a general meeting shall register to the Company prior to the convening of the general meeting. Those with a bigger share shall have precedence in making the statements.

Article 63 The board shall take necessary measures to ensure the solemnity and proper order of the general meeting. The Company shall have the right to reject persons, other than shareholders (or shareholder proxies), directors, supervisors, secretary to the board, lawyer(s) engaged, the general manager, deputy general manager, chief accountant or financial director, chief legal counsel and persons invited by the board, to enter the meeting venue. The Company shall take actions to stop anyone from provoking a quarrel, making trouble or infringing the lawful interests of other shareholders and refer the case to relevant authorities for settlement in time.

CHAPTER 7 REGISTRATION FOR THE SHAREHOLDERS' GENERAL MEETING

Article 64 The general meeting shall be convened by the chairman of the board of directors, and the chairman of the board shall preside over and act as the chairman of the meetings. If the chairman is unable to attend the meeting for any reason, the deputy chairman shall act as the chairman of the meetings. In the event that the chairman and the deputy chairman are both unable to attend the meeting, a director shall be elected by a simple majority of directors to preside over and act as the chairman of the meeting.

If the board of directors is unable or fails to perform its duties of convening the general meeting, the supervisory committee shall convene and preside over the meeting in a timely manner. If the supervisory committee does not convene or preside over such meeting, the shareholder(s) individually or jointly holding no less than 10% of the shares for no less than 90 consecutive days may convene and preside over such meeting on their own.

The shareholder(s) who individually or jointly holds or hold more than 10% shares in the Company for over ninety days may convene or preside over such meeting at his/their own discretion, and the convenor may elect representatives to preside over the meeting. If no chairman is appointed by any reason, shareholders present shall choose one person to act as the chairman of the meeting. If for any reason, the shareholders fail to elect a chairman, then the shareholder (including a proxy) holding the largest number of shares carrying the right to vote therein shall be the chairman of the meeting. When a general meeting is held and the chairman of the meeting violates the rules of procedure which makes it difficult for the general meeting to continue, subject to the approval of more than half of the shareholders having the voting rights who are present at the meeting, a person may be elected at the general meeting to act as the chairman of the meeting.

Article 65 The Company shall hold shareholders' general meeting in the Company's domicile or the place specified in the Articles of Association.

Shareholders' general meeting should be set up at a venue and should be held by way of a physical meeting. The Company will also provide online voting to facilitate the participation of holders of A shares at the general meetings. Shareholders attending the general meeting by the abovementioned methods will be regarded as attending the general meeting.

Article 66 If online voting or other voting method is adopted, the voting time and the voting procedures of online voting or other voting methods should be clearly stated in the notice of the shareholders' general meeting.

The commencement time for online voting or other voting method for the shareholders' general meeting should not be earlier than 3:00 p.m. on the day before the shareholders' general meeting and should not be later than 9:30 a.m. on the day of the convening of the shareholders' general meeting and it should not end earlier than 3:00 p.m. on the day of the conclusion of the shareholders' general meeting.

Article 67 The Company's controlling shareholders or actual controller shall not restrict or obstruct small and medium investors from legally exercising voting right or prejudice legitimate rights and interests of small and medium investors.

Article 68 For an extraordinary general meeting separately convened by shareholders individually or jointly holding more than 10% of the total number of the Company's voting shares for over ninety days, the board and its secretary shall duly perform their duties. Directors and supervisors may attend the meeting while the secretary to the board shall attend the meeting to ensure the normal order of the meeting. Reasonable expenses of the meeting shall be borne by the Company.

The chairman of the meeting shall be subject to the provisions of the previous clause hereof regarding the chairman of the meeting. The shareholders making such proposal shall engage a lawyer to provide legal advice at the general meeting in accordance with the relevant requirements. The legal fees shall be borne by such shareholders. The shareholders may also engage a notary to provide advice at the meeting and the charge shall be borne by such shareholders. The secretary to the board shall perform his duties practically and other convening procedures shall be in compliance with relevant provisions of the Articles of Association.

- Article 69** Having been informed of the lawful requirements of the attendees, the new proposals and the registration by shareholder for the opportunity to speak, the chairman of the meeting shall declare the commencement of the meeting at the appointed time, but the meeting may be declared to have commenced after the appointed time if any of the circumstances arises:
- (1) equipment failure in the venue affecting the normal proceeding of the meeting;
 - (2) other material matter affecting the normal proceeding of the meeting.
- Article 70** After announcing the formal commencement of the meeting, the chairman of the meeting shall first declare that the number of the shareholders present at the meeting and the number of shares they represent comply with the statutory requirements and provisions of the Articles of Association of the Company, and then announce the meeting agenda stated in the notice, and inquire whether the people who are present at the meeting have objections over the sequence of voting on motions.
- Article 71** The chairman of the meeting shall read or appoint another person to read the motions after enquiring the agenda of the general meeting and explain the motion when necessary:
- (1) where the party proposing the motion is the board, chairman of the board, or other persons entrusted by the chairman shall make explanation on the motion;
 - (2) where the party proposing the motion is the supervisory committee or shareholders individually or jointly holding more than 3% of the Company's voting shares, the proposing party or its legal representative or a legal and valid proxy shall make explanations on the motion.
- Article 72** For items included in the agenda of the meeting, the chairman of the meeting may, by reference to the actual situation, adopt an approach of general reporting first, followed by considering and voting on each item, or singling out more complicated items for reporting and then considering and voting on each of them.
- Article 73** Pursuant to the relevant laws and regulations, the Articles of Association or other system of the Company, independent directors shall express their opinions on matters requiring their views. If it is required under applicable laws and regulations, independent directors shall submit their yearly work reports at the annual general meetings and make a statement on their fulfillment of duties.
- Article 74** Where a certified public accountant includes explanatory statements, qualified opinion, disclaimer of opinion or adverse opinion on the financial statement of the Company in its audit report, the board shall make an explanation to the general meeting for relevant issues which led the accountant to express the aforesaid opinions and the effect on the financial and operating condition of the Company. Where such issues have direct impact on the profit for the current accounting period, the board shall determine the plans on profit distribution or shareholder reserve funds on a "whichever-is-lower" basis.

Article 75 For motions to be resolved and included in the agenda of a general meeting, reasonable discussion time shall be granted for each motion before voting.

Article 76 Motions to be included in the agenda of a general meeting shall be reviewed before voting, and reasonable discussion time shall be granted for each motion by the general meeting. The chairman shall solicit orally from the shareholders present whether the review is completed, and the review shall be deemed completed if no disagreements have been raised by the shareholders present.

Article 77 In the event that the shareholders are associated or materially interested in the matters to be considered at the shareholders' general meeting, the shareholders shall abstain from voting and the voting shares held by the shareholders shall not be counted in the total number of voting shares represented at the general meeting.

When the shareholders' general meeting considers matters that could materially affect the interest of small and medium investors, the votes by small and medium investors shall be counted separately in respect of A Shares, and the results of such separate vote counting shall be disclosed promptly.

Shares held by the Company have no voting rights and such shares shall not count in the total number of voting shares represented at the general meeting.

Where a shareholder buys the Company's voting shares in violation of the provisions of paragraphs 1 to 2 of Article 63 of the Securities Law, the voting rights attached to the shares exceeding the prescribed proportion shall not be exercised within 36 months after the purchase, and shall not be included in the total number of shares with voting rights of the shareholders present at the general meeting.

The board of directors, independent directors, shareholders holding more than 1% of the voting shares or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit voting rights from other shareholders. Information including the specific voting intention shall be fully disclosed to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for soliciting shareholders' voting rights is prohibited. Other than the statutory conditions, the Company shall not impose any minimum shareholding limitation for soliciting voting rights.

Article 78 Any shareholder or shareholder proxy may request to make a statement at a general meeting. A statement at any general meeting may take a written or verbal form. Request for making a statement shall be subject to permission by the chairman of the meeting. The chairman of the meeting may arrange for statements to be made by reference to the progress of the meeting. In general, unless consented by the chairman of the meeting, each shareholder or shareholder proxy may not make more than two statements, and each statement may not exceed five minutes in principle. The shareholder requesting to make a statement shall not interrupt the speech of any speaker or the statements of other shareholders.

Article 79 Only shareholders and proxies have the right to make a statement at a general meeting when motions are under consideration. Any of them wishing to make a statement shall raise his or her hand to seek the permission of the chairman.

Article 80 Shareholders or shareholder proxies may inquire about or make suggestion to a resolution, except for trade secrets that cannot be publicized at the general meeting, the chairman of the meeting shall by himself or appoint any of the directors, supervisors or other appropriate persons who are present at the meeting, to provide an answer or explanation in response to the inquiries.

The chairman of the meeting may refuse to answer any inquiries under any of the following circumstances provided that he shall state the reason:

- (1) the statement is irrelevant to the subject;
- (2) matters inquired about is subject to investigation;
- (3) trade secrets and/or undisclosed inside information of the Company are involved, which may not be disclosed at the general meeting;
- (4) answering the inquiry will significantly harm the common interests of shareholders;
- (5) other important reasons.

Article 81 The general meetings shall resolve separately on each motion included in the agenda, and shall not for any reason cause delay in voting on, or failure to vote on, any motion. Where different motions for the same issue are proposed at the annual general meetings, such motions shall be voted on and resolved in the order of time in which they are proposed.

Article 82 Unless otherwise stipulated in the Articles of Association, applicable laws and regulations, and securities regulatory rules of the places where the Company's shares are listed, the chairman shall request the general meeting to vote on the motions by open ballot. Each shareholder or shareholder proxy shall exercise his voting right based on the number of voting shares represented by him. Except where the motions in respect of the election of directors or supervisors are passed by way of cumulative voting according to the Articles of Association, each of the shares shall carry one vote.

Article 83 To the extent permitted by applicable laws and regulations, on a poll, shareholders (including shareholder proxies) entitled to two or more votes need not cast all his votes in the same way of affirmative votes or dissenting votes.

Article 84 Resolutions in respect of the election of directors or supervisors shall be passed by a way of cumulative voting at a shareholders' general meeting in accordance with the Articles of Association. The main procedures of the cumulative voting system are as follows:

- (1) where the number of directors or supervisors to be elected is more than two, the cumulative voting system must be adopted;
- (2) where cumulative voting system is adopted, each of the shares held by a shareholder shall carry the same number of votes as the number of directors or supervisors to be elected;

- (3) the notice of a shareholders' general meeting shall notify the shareholders that a cumulative voting system will be adopted for the election of directors or supervisors. The convenors of the shareholders' general meeting shall prepare ballots suitable for cumulative voting, and shall give descriptions and explanations in writing regarding the cumulative voting system, the completion method of the ballots and the methods of counting the votes;
- (4) in casting his votes for the candidates of directors or supervisors at a shareholders' general meeting, a shareholder may exercise his voting rights by spreading his votes evenly and cast for each of the candidates of directors or supervisors the number of votes corresponding to the number of shares he holds; or he may focus on one particular candidate of directors or supervisors and cast for that candidate of directors or supervisors the total number of votes carried by all of his shares; or he may spread his votes over several candidates and cast for each of them part of the total number of votes carried by the shares he holds;
- (5) upon the exercise of his voting rights by focusing all his votes on one or several of the candidates of directors or supervisors, a shareholder shall not have any right to vote for any other candidates of directors or supervisors;
- (6) where the total number of votes cast by a shareholder is in excess of all the votes held by him, the votes cast by the shareholder shall be invalid, and the shareholder shall be deemed to have waived his voting rights. Where the total number of votes cast by a shareholder is less than all the votes held by such shareholder, the votes cast by the shareholder shall be valid, and the voting rights attached to the shortfall between the votes actually cast and the votes which the shareholder is entitled to cast shall be deemed to have been waived by the shareholder;
- (7) where the number of votes for a candidate of directors or supervisors exceeds half of the total votes of the shareholders and/or the shareholder proxies present at the shareholders' general meeting, the candidate shall be the elected director or supervisor. If the number of the elected candidates of directors or supervisors exceeds the total number of directors or supervisors to be elected, those candidates who win the largest number of votes shall be elected as directors or supervisors (however, if the elected directors whose votes are comparatively fewer win the same number of votes, and the election of such candidates as directors will give rise to the number of directors or supervisors elected exceeding the number of directors or supervisors to be elected, such candidates shall be deemed as having not been elected); if the number of directors or supervisors elected at a shareholders' general meeting falls short of the number of directors or supervisors to be elected, a new round of voting shall be carried out for the purpose of filling such vacancies of directors or supervisors, until all the directors or supervisors to be elected are validly elected;

- (8) where a new round of voting is carried out in accordance with the provisions of paragraph (7) of this Article at the shareholders' general meeting, the number of votes cast by the shareholders in the cumulative voting shall be re-counted in accordance with the number of directors or supervisors to be elected in the new round of voting.

Article 85 The motions on the review of the elections of the directors and supervisors by the general meeting shall resolve separately on all the director and supervisor candidates.

Article 86 Resolutions of a general meeting shall be divided into ordinary resolutions and special resolutions.

(I) Ordinary resolutions

1. Ordinary resolutions shall be passed by votes exceeding a majority of voting rights represented by shareholders (including proxies) attending the general meeting.
2. The following issues shall be approved by ordinary resolutions at a general meeting:
 - (1) working reports of the board and the supervisory committee;
 - (2) profit distribution plans and loss recovery plans formulated by the board;
 - (3) appointment and replacement of the members of the board and the supervisory committee (excluding staff supervisors), their remuneration and the method of payment thereof;
 - (4) company annual budgets and final accounting scheme;
 - (5) company annual report;
 - (6) other issues, except for those required by laws, regulations or the Articles of Association to be passed by special resolutions; and
 - (7) other matters required by the listing rules of the stock exchanges on which the company is listed, excluding those required to be approved by special resolutions.

(II) Special resolutions

1. Special resolutions shall be passed by votes representing more than two-thirds of voting rights represented by shareholders (including proxies) attending the general meeting.

2. The following issues shall be approved by special resolutions at general meetings:
 - (1) increase or reduction in share capital of the Company and the issue of shares of any class, warrants and other similar securities;
 - (2) issue of debt securities of the Company;
 - (3) demerger, merger, dissolution and liquidation of the Company;
 - (4) the purchase or sale of significant assets by the Company or the amount of guarantees within 12 consecutive months in excess of 30% of latest audited total assets of the Company;
 - (5) amendments to the Articles of Association;
 - (6) approval of share option incentive scheme;
 - (7) any other issue confirmed by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by special resolutions; and
 - (8) other matters to be approved by special resolutions as required by the listing rules of the stock exchanges on which the company is listed, excluding those required.

Article 87 Where issues specified in sub-paragraphs (2) to (8), (11) to (12) of the Article 35 of these Rules of Procedures are involved, the affected class shareholders, whether or not they are entitled to vote at general meetings originally, shall have the right to vote at class meetings. However, interested shareholder(s) shall not be entitled to vote at such class meetings. “Interested shareholder(s)” as specified in the preceding paragraph refers to:

- (1) in the event of a repurchase of shares by the Company by way of a general offer to all shareholders of the Company or by way of public transactions on a stock exchange pursuant to Article 31 of the Articles of Association, an “interested shareholder” is a controlling shareholder within the meaning of Article 62 of the Articles of Association;
- (2) in the event of a repurchase of shares by the Company by an off-market agreement pursuant to Article 31 of the Articles of Association, an “interested shareholder” is a shareholder related to the agreement;
- (3) in the event of a reorganization of the Company, an “interested shareholder” is a shareholder who assumes a relatively less proportion of obligation than that of any other shareholder of that class or who has an interest different from that of any other shareholder of that class.

Article 88 Resolutions of a class meeting shall be approved by votes representing more than two-thirds of the voting rights of shareholders of that class present at the class general meeting who, in accordance with the provisions of the preceding article, are entitled to vote at the meeting.

Where any shareholder is obliged to abstain from voting on a motion at a class general meeting or when any shareholder is restricted to vote in favour of or against a motion at a class general meeting according to the listing rules of the stock exchanges on which the company is listed, any vote of such shareholder or its proxy which violates the relevant requirements or restrictions shall not be counted in the voting result.

Special voting procedures for class shareholders shall not apply in the following circumstance:

- (1) with the approval by special resolution at a general meeting, the Company issues and plans to issue, at one or more occasions, a total number of shares not exceeding 20% of each of its existing issued and outstanding domestic shares and overseas listed foreign shares in every 12 months;
- (2) the Company's plan to issue domestic shares and overseas listed foreign shares at the time of its establishment is completed within 15 months from the date of approval of the regulatory securities authorities of the State Council.

Article 89 When the matters relating to the connected transactions are being reviewed at a shareholders' general meeting, the connected shareholders shall not participate in the voting, and the number of voting shares represented by them shall not be counted in the total number of valid voting shares. Announcement of the general meeting resolutions shall fully disclose the voting by the non-connected shareholders.

Article 90 The shareholders (or shareholder proxies) shall carefully fill out the voting ballots as required. For ballots that are left blank, incorrectly filled out, illegible or not cast, the voter shall be deemed to have waived his voting rights, and the voting results of the number of shares held by him shall be counted as "waiver".

Article 91 Before voting, at least one supervisor and two shareholders' representatives and lawyer(s) shall be elected by the shareholders present at the meeting as scrutineers to participate in the counting and supervision of the votes (applicable to A shares). Voting ballots are counted and analyzed on site, the statistical document on the votes are signed by the scrutineers, and an announcement on the voting result is made on site by the representative of the scrutineers to the public or an announcement is issued in accordance with the securities regulatory rules of the places where the Company's shares are listed. If the chairman of the meeting doubts the voting result, he may count the votes cast; if the votes are not counted by the chairman, the shareholders and shareholder proxies present at the meeting who dispute over the result announced by the chairman of the meeting shall have the right to request a vote count immediately after the announcement of the voting result, in which case the chairman of the meeting shall count the votes in a timely manner.

Article 92 The chairman of the meeting shall be responsible for deciding on whether to pass the resolutions of the general meeting based on the result of vote count obtained by the scrutineers, and shall announce the result and record it in the meeting minutes. The Company shall announce the resolutions of the shareholders' general meetings in accordance with applicable laws and the relevant provisions of the stock exchanges on which the shares in the Company are listed.

CHAPTER 8 CLOSING AND ADJOURNMENT OF THE MEETING

Article 93 The Company's board of directors shall guarantee that the shareholders' general meetings are held continuously within reasonable working hours until the conclusion of final resolutions. The chairman of the meeting shall have the right to announce a temporary adjournment of the meeting based on the meeting arrangements and progress, and to announce the adjournment when he deems necessary to do so.

Article 94 If, in the course of the meeting, any dispute is raised by the shareholders present at the meeting over matters such as the shareholders' identities and the counting result, which cannot be resolved on site and therefore results in meeting disorders or prevents continuation of the meeting, the chairman of the meeting shall announce a temporary adjournment of the meeting. Upon clearance of the aforementioned circumstances, the chairman of the meeting shall promptly notify the shareholders to resume the meeting.

Article 95 The convener shall ensure that the general meeting continues until a final resolution is reached. Where the shareholders' general meeting is adjourned for more than one business day due to an event of force majeure or other extraordinary causes, thus affecting the normal proceeding of the meeting or the making of any resolution, the Company's board of directors shall take necessary measures to resume the general meeting or directly terminate the general meeting as soon as possible and report in a timely manner in which circumstance, the convener shall report the same to the local CSRC agencies and stock exchanges of the places where the Company is located.

Article 96 The chairman of the meeting shall declare the meeting closed after all motions have been considered and approved at the general meeting.

CHAPTER 9 RESOLUTIONS AND MINUTES OF THE MEETING

Article 97 A shareholders' general meeting shall pass resolutions for the motions which are listed in the agenda of the meeting.

Article 98 Minutes of a general meeting shall be kept. The minutes shall record the following information:

- (1) the number of shareholders and proxies present at the meeting, the number of shares with voting rights held by them, their percentage to the total shares of the Company and the number of shares with voting rights held by A shareholders (including proxies) and H shareholders (including proxies) present at the meeting, and the respective percentage of such shares in the total number of shares in the Company;

- (2) the time and venue of the meeting;
- (3) the name of the chairman of the meeting and names of directors, supervisors and secretary to the board of directors, general manager and other senior management officers in attendance or present in a non-voting capacity;
- (4) the agenda of the meeting and name of convener;
- (5) the process of considering each motion, the summary of each attendee's opinion on motions;
- (6) the voting result of each issue voted on and votes of A shareholders and H shareholders on each resolution;
- (7) the inquiries and suggestions of shareholders and the answers or explanation made by the board and the supervisory committee;
- (8) If the votes are counted at the general meeting, the counting results shall be recorded into the minutes of the meeting;
- (9) the name of lawyer(s) and vote counters, scrutineer(s);
- (10) other issues that shall be recorded in the minutes in accordance with opinions of the general meeting and provisions of the Articles of Association.

Article 99 Resolutions of a general meeting shall be signed by directors attending the meeting and the minutes recorder, while minutes of the meeting shall be signed by directors, supervisors, secretary to the board of directors, convener or their representatives attending the meeting and the person in charge (the chairman of the meeting), and be kept by the board as the Company's record for a period of not less than ten years.

Article 100 The secretary to the board shall be responsible for keeping such written information as the register of attendees, power of attorney, voting statistics sheet, minutes of the meeting, legal opinions witnessed by the lawyer and resolutions of a general meeting.

CHAPTER 10 DISCLOSURE OF INFORMATION

Article 101 The board of the Company shall strictly comply with the relevant laws, regulations and requirements of the stock exchange on which the Company's shares are listed and transacted in relation to the disclosure of the Company's information. It shall ensure that matters examined and/or resolutions passed at the board meeting are disclosed truly, accurately, thoroughly and in a timely manner.

Article 102 The secretary to the board shall be responsible to submit the meeting minutes, resolutions and other relevant materials to the competent regulatory authorities and post announcements on the designated media in accordance with relevant laws and regulations and the requirement of the regulatory securities authority under the State Council and the stock exchanges on which the Company is listed.

Article 103 The announcement of the resolutions of the general meeting shall specify (including without limitation) the number of shareholders (or shareholder proxies) present at the meeting, the total number of shares held (or proxy shares) and their proportion in the Company's total voting shares, the voting system and the voting results of each motion.

Announcements of the general meeting resolutions shall be published in the designated newspaper(s) and website(s). The Company shall disclose the information within the time limit and in the manner as provided for in laws and regulations and as required by the supervisory and regulatory authorities.

CHAPTER 11 SUPPLEMENTARY PROVISIONS

Article 104 These Rules of Procedures are an appendix to the Articles of Association prepared by the board.

Article 105 These Rules of Procedures shall come into effect, together with the Articles of Association amended in accordance with the requirement for domestically listed companies, upon approval of a shareholders' general meeting by passing a special resolution.

Article 106 Any amendment to these Rules of Procedures shall be submitted to the shareholders' general meeting for approval by passing a special resolution.

Article 107 The shareholders' general meeting authorizes the board to interpret these Rules.

Article 108 Where any matter is not covered by these Rules of Procedures or where these Rules of Procedures fail to comply with the relevant laws, regulations promulgated from time to time, and provisions of the Articles of Association, those relevant laws, regulations, and provisions of the Articles of Association shall prevail.

Article 109 The phrases "more than" and "less than" herein for the numbers includes the numbers indicated themselves while "majority" and "exceed" excludes the numbers indicated themselves. The "working day" mentioned in these rules of procedures refers to the national legal working days and the trading days between the Shanghai Stock Exchange and the Hong Kong Stock Exchange. When the national legal working days is inconsistent with the trading days, the trading days shall prevail.