

GUANGZHOU BAIYUNSHAN PHARMACEUTICAL HOLDINGS COMPANY LIMITED

RULES OF PROCEDURES FOR SHAREHOLDERS' MEETINGS (the Rules of Procedures for Shareholders' Meetings was considered and passed at the second extraordinary shareholders' meeting in 2025)

Chapter 1 General Rules

Article 1 To enhance the efficiency of the procedures of the shareholders' meeting, ensure the legality of its procedures and resolutions, and fully safeguard the legitimate rights and interests of all shareholders, the Rules of Procedures (the “**these Rules**”) are formulated in accordance with the provisions of the Company Law of the People's Republic of China (the “**Company Law**”), Securities Law of the People's Republic of China (the “**Securities Law**”), the Rules for the Shareholders' Meeting of Listed Companies, the Code of Corporate Governance for Listed Companies, the Articles of Association of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the “**Articles of Association**”), and other laws, administrative regulations, relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed.

Article 2 The convening, proposal, notice and holding of the shareholders' meeting of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (hereinafter referred to as the “**Company**”) apply to these Rules.

Article 3 The Company shall convene the general meeting of shareholders in strict compliance with the relevant laws, administrative regulations, relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed, the Articles of Association and the Rules, ensuring that shareholders are able to exercise their rights legitimately. The general meetings shall exercise its powers within the scope prescribed by the Company Law and the Articles of Association.

The Board of Directors of the Company shall earnestly fulfill its duties, and diligently organize the shareholders' meeting in a timely manner. All directors of the Company shall exercise due diligence to ensure the proper convening of the shareholders' meeting and the lawful exercise of its powers.

Chapter 2 Powers of the Shareholders' Meetings

Article 4 The shareholders' meeting is the source of authority of the Company and shall exercise its powers according to the laws.

Article 5 The shareholders' meeting shall exercise the following functions and powers:

- (1) to elect and replace directors who are not the employee's representatives and to decide matters relating to the remuneration of directors;
- (2) to consider and approve reports of the Board;
- (3) to consider and approve the Company's profit distribution proposals and loss recovery proposals;
- (4) to resolve on the increase or reduction of the Company's registered capital;
- (5) to resolve on matters such as merger, division, dissolution, liquidation or change of the corporate form of the Company;
- (6) to resolve on issuance of debenture by the Company;
- (7) to resolve on the appointment, removal of an accounting firm for the Company which undertakes the audit engagements of the Company;
- (8) to amend the Articles of Association;
- (9) to consider any provisional proposals of shareholders representing individually or collectively one percent or more of the outstanding voting rights of the Company;
- (10) to consider transactions exceeding ten percent of the Company's latest audited and recognized net assets, including external investments (acquisitions, mergers, short-term investment projects, investments on subsidiaries, etc.), acquisition or sales of assets, financial management by commission, lease of assets, asset and business management as consignor or consignee, donating or taking of assets, credit and debt reorganization, conclusion of franchise agreements, and transfer of research and development projects as transferor or transferee, waiver of rights (including waiver of right of first refusal, right of first contribution, etc.), conclusion of important contracts (lending, contracting, etc.), etc.;
- (11) to authorize the Board of Directors at the annual shareholders' meeting to decide to issue shares to finance a total of not more than RMB300 million and not more than twenty percent of the net assets as at the end of the latest year to specific subscriber(s), and such authorization shall lapse on the date of the next shareholders' meeting and is subject to laws, administrative regulations, relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed;

- (12) matters that may be delegated to the Board through authorization or entrustment granted by a general meeting of shareholders of the Company;

The authorization or entrustment granted to the Board for handling matters as authorised or entrusted by a general meeting of shareholders of the Company shall be in compliance with the requirements of maintaining the legal interests of the Company's shareholders and in strict compliance with laws and administrative regulations to safe guard the Company's principles of efficient operation and scientific decision. The following matters may be delegated by the Board through authorization or entrustment:

1. formulating a provisional dividend plan;
2. specific matters involving issuance of new shares or convertible debenture;
3. other matters may be delegated by the Board through authorization or entrustment as stipulated by laws, administrative regulations, relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed and the Articles of Association.

The general meetings must not delegate those powers which are only exercisable by the general meetings as prescribed by the applicable domestic or foreign laws, administrative regulations and/or the listing rules of the stock exchanges located in the places where the Company's shares are listed to the Board of Directors, or other organizations and individuals to exercise on its behalf.

- (13) to consider matters relating to guarantee as stipulated under Article 6 hereof;
- (14) to consider matters relating to financial assistance as stipulated under Article 7 hereof;
- (15) to consider matters relating to the Company's purchase and sale of material assets exceeding thirty percent of the latest audited total assets;
- (16) the shareholders' meeting may authorize the Board to make a resolution on the issuance of corporate bonds. Subject to compliance with domestic and foreign laws and administrative regulations, relevant regulations of securities regulatory authorities or the stock exchanges in the places where the Company's shares are listed, the general meeting may authorize the Board to decide on the issuance of shares not exceeding fifty percent of the issued shares within three years, provided that a resolution of the general meeting shall be passed if the capital contribution is made by way of non-monetary property;
- (17) to consider matters relating to change of purpose for fund raising;
- (18) to consider share incentive scheme and employees stock scheme;

- (19) other matters which are required by laws, administrative regulations, relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed and the Articles of Association to be approved by way of resolutions passed at the general meeting of shareholders.

Article 6 The following guarantees made to outsiders by the Company shall be approved and passed in a general meeting of shareholders:

- (1) any guarantees to be given after the amount of the total guarantees made to outsiders by the Company and its holding subsidiaries exceeding 50% of the latest audited net asset value of the Company;
- (2) any guarantees to be provided after the amount of the total guarantees made to third parties by the Company and its holding subsidiaries exceeding 30% of the latest audited net asset value of the Company;
- (3) guarantees with a cumulative amount for 12 consecutive months exceeding 30% of the Company's latest audited total assets;
- (4) a guarantee made to a party whose ratio of assets and liabilities (gearing ratio) exceeding 70%;
- (5) the amount of a single guarantee exceeding 10% of the Company's latest audited net assets;
- (6) a guarantee in favor of a shareholder, the de facto controller and/or their related parties;
- (7) other guarantees prescribed by laws, administrative regulations, relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed and the Articles of Association.

In the event that the guarantee referred to in item (3) above is considered at the general meeting, it must be approved by more than two-thirds of the voting rights held by shareholders present at the meeting.

Article 7 The following acts of financial assistance for the Company shall be considered and approved by the general meeting:

- (1) a single financial aid amount exceeds ten percent of the Company's latest audited net assets;
- (2) the latest financial statements of the recipient show that its asset liability ratio exceeds seventy percent;
- (3) the cumulative amount of financial aid within the last twelve months exceeds ten percent of the Company's latest audited net assets;

- (4) other circumstances as stipulated by laws, administrative regulations, relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listing, or the Articles of Association of the Company.

If the recipient of the financial assistance is a controlling subsidiary within the scope of the Company's consolidated financial statements, and the other shareholders of the controlling subsidiary do not include the Company's controlling shareholder, actual controlling party and its related parties, the provisions of the preceding paragraph shall not apply.

Article 8 The venue of the shareholders' meetings of the Company shall be the registered office of the Company or such other places as stipulated in the notice of the shareholders' meetings. There shall be a physical venue for the shareholders' meetings to be held on-site and the Company shall provide the means of network voting to facilitate shareholders' participation in the shareholders' meetings. If permitted by laws, administrative regulations, relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed and the conditions are available, the shareholders' meeting may be convened by means of electronic communication in addition to setting up a venue and convening in the form of an on-site meeting. If the shareholders' meetings is convened by means of electronic communication, all shareholders shall be entitled to speak and vote.

Article 9 The Company shall engage lawyers to attend the shareholders' meeting to give opinion on the following issues and issue an announcement afterwards:

- (1) whether the procedures for convening and holding a shareholders' meeting are in compliance with the laws, regulations, relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed, the Articles of Association and these Rules;
- (2) the qualifications of those who are present at the meeting, and the legality and validity of the convener's qualifications;
- (3) whether the voting procedures and voting results of the shareholders' meeting are legally valid;
- (4) legal opinion issued in accordance with the request of the Company in respect of other relevant matters.

The Board of Directors of the Company can at the same time engage notaries to attend the shareholders' meeting.

Article 10 The Board of Directors, independent directors, shareholders holding more than 1% of the voting shares or the investor protection institutions established according to laws, administrative regulations, relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed are entitled to solicit proxy from shareholders publicly. While soliciting proxy of shareholders, sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom proxy is being solicited. No consideration or other form of actual consideration shall be involved in the solicitation of proxy from shareholders. Except for the statutory provisions, the Company shall not impose any limitation related to the minimum shareholding ratio on the solicitation of proxy.

Article 11 Unless the Company is under special circumstances such as a crisis, without approval by a special resolution by the general meeting of shareholders, the Company shall not enter into any contract with any person other than a director or senior management personnel of the Company whereby the management of the whole or substantial part of the business of the Company is delegated to such person.

Chapter 3 Conditions for Convening the General Meeting and Meeting Notices

Article 12 The general meetings of shareholders are divided into annual general meetings or extraordinary general meetings. The annual general meeting shall be convened once a year and shall take place within 6 months after the end of the previous financial year. When the circumstances under which an extraordinary general meeting shall be convened as specified in Article 13 of these Rules occur, an extraordinary general meeting shall be convened within two months.

In the event that the Company is unable to convene a general meeting within the period mentioned above for any reason, the Company shall report to the branch CSRC at the place where the Company is located and the stock exchange on which the shares of the Company are listed, explain the reasons and make a public announcement.

Article 13 The Company shall convene an extraordinary shareholders' meeting within two months from the date of actual occurrence of any one of the following circumstances:

- (1) the number of directors fall short of the number as stipulated by the Company Law or two-thirds of the number as stipulated under the Articles of Association;
- (2) the accrued losses of the Company amount to one-third of its total paid-up share capital;
- (3) shareholders who hold individually or collectively ten percent or more shares of the Company's issued shares carrying the voting rights make a written request to convene an extraordinary shareholders' meeting;
- (4) such meeting is considered necessary by the Board of Directors or proposed to be convened by the audit committee;

- (5) other circumstances as stipulated by laws, administrative regulations, relevant listing regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed, the Articles of Association or these Rules.

In accordance with the circumstances under items (3) and (4) of this Article for convening an extraordinary general meeting, the date of actual occurrence shall be the date on which the Board of Directors of the Company receives the written proposal from the requisitioning shareholders and the audit committee which satisfies the conditions set out in these Rules.

Article 14 The Company shall dispatch written notices of the annual general meeting to all registered shareholders at least 21 days before the date of the meeting informing them the matters to be considered at the meeting and the date and venue of such meeting. If the Company convenes an extraordinary general meeting, written notice of the meeting shall be given at least 15 clear days before the date of the meeting.

If laws, administrative regulations, relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed stipulate a longer notice period for convening the annual general meeting or extraordinary general meeting of the Company, such provisions shall be observed.

Article 15 Shareholders' meetings shall not resolve on matters which have not been specified in the notice or supplemental notice of the general meeting.

Article 16 The notice of the shareholders' meeting shall comply with the following requirements:

- (1) to be in a form that complies with the laws, administrative regulations and relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed;
- (2) to specify the venue, date and time of the meeting;
- (3) to include any matter and proposal to be tabled at the meeting;
- (4) to provide to the shareholders information and explanations necessary to enable them to make sound decisions on the matters to be discussed; this principle shall include (but not limited to) the circumstances in which the Company shall provide the specific conditions and contract (if any) of a proposed transaction and a thorough explanation of the causes and consequences of such transaction when the Company proposes a merger, a share repurchase, a capital restructuring or other reorganization;
- (5) to disclose the nature and extent of interest if any director and senior management personnel has material interest in the matters to be discussed; and to explain the difference (if any) between the impact of the matters on such director and senior management personnel as shareholder and the impact on other shareholders;

- (6) to contain the full text of any special resolution proposed to be passed at the meeting;
- (7) to specify in clear wordings that all shareholders are entitled to attend the general meeting, and that each of the shareholders entitled to attend and vote is also entitled to appoint in writing one or more than one proxy to attend and vote on his or her behalf; and such proxy may not be a shareholder;
- (8) to specify expressly the date and place for serving the power of attorney authorizing the proxy to vote;
- (9) to specify the date of equity registration of the shareholders who are entitled to attend the shareholders' meeting;
- (10) to contain the name and telephone number of the permanent contact person;
- (11) the voting time and the voting procedures for such online or other forms of voting.

After the notice of shareholders' meeting is dispatched, such shareholders' meeting shall not be postponed or cancelled and the resolutions set out in the notice of general meeting shall not be cancelled without justifiable causes. Once such shareholders' meeting is postponed or cancelled and the resolutions are cancelled, the convener shall announce and disclose the reasons thereof within at least two business days before the original date of such general meeting.

Article 17 Subject to the applicable laws, administrative regulations, relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed, the notice of general meeting of shareholders may be served on shareholders(whether they have the right to vote at the general meeting of shareholders or not) by a public announcement or any other means specified by Article 216 of the Articles of Association.

The public announcement referred to in the above paragraph shall be published at the websites of the stock exchanges in the places where the Company's shares are listed and within the scope of media which satisfied the conditions stipulated by CSRC. Upon publication of such announcements, all holders of securities of the Company are deemed to have received the notice of the relevant general meeting.

Article 18 The accidental omission to dispatch any such notice to, or the non-receipt of any such notice by, any person entitled to receive the same shall not invalidate that meeting or any resolutions passed thereat.

Article 19 Any shareholder who is entitled to attend and vote at a general meeting may do so in person, or appoint another person to attend the meeting and exercise the voting rights to the extent of the authorization on his/her behalf.

Any shareholder who is entitled to attend and vote at a general meeting has the right to appoint one or several persons (who may not be a shareholder) as his/her proxy(ies) of a shareholder to attend the meeting and vote on his/her behalf. Such proxy is entitled to exercise the following rights pursuant to the appointment made by the appointing shareholder:

- (1) the same right as the shareholder to speak at the general meeting;
- (2) authority to demand a poll either on its own or jointly with others;
- (3) the right to vote by show of hands or on a poll; however, proxies of a shareholder who has appointed more than one proxy may only vote on a poll.

Where any shareholder is required to abstain from voting or restricted to voting only for or only against a resolution, the vote cast by or on behalf of such shareholder in contravention of such requirement or restriction is deemed as invalid.

Article 20 Shareholders shall authorize his or her proxy in writing, and the power of attorney should contain the following information:

- (1) name of the principal, the class and number of shares held by him/her in the Company;
- (2) name of the proxy;
- (3) specific instructions from the shareholder, including direction as to affirmation, objection and veto to each matter to be discussed in the agenda of the general meeting;
- (4) issue date and validity period of the power of attorney;
- (5) signature (or chop) of the principal. Where the principal is a corporate shareholder, the corporate seal shall be affixed.
- (6) other contents required by laws, administrative regulations, relevant provisions of securities regulatory authorities or stock exchanges in the places where the Company's shares are listed.

Article 21 The instrument appointing a proxy shall be deposited at the Company's registered office or such other place as specified in the notice of meeting 24 hours before the time appointed for holding the meeting at which the instrument proposes to vote, or 24 hours before the time appointed for taking of poll.

Where such instrument is signed by a person under a power of attorney or other authority on behalf of the appointer, that power of attorney or other authority is required to be notarised.

A notarised copy of that power of attorney or other authority together with the instrument appointing a proxy is required to be deposited at the Company's registered office or such other place as specified in the notice of the meeting.

If the appointer is a corporation, the legal representative or such person who is authorized by the resolution of its Board or other governing body to act as its representative may attend the general meeting of the Company. If the appointer is a noncorporate organization, the person in charge or the person authorized by its decision-making body shall attend the general meeting of shareholders of the Company as a representative.

Article 22 An instrument of proxy sent to a shareholder by the Board for use by him/her for appointing a proxy shall be in such form to enable the shareholder to freely instruct the proxy to vote in favour or against the related resolution(s), and to instruct separately in respect of each resolution dealing with business to be transacted at the meeting. Such a form shall contain a statement that in default of such instructions, the proxy of the shareholders may vote as he thinks fit.

Article 23 Each shareholder is entitled to appoint one representative, but such a representative need not be a shareholder of the issuer.

Shareholder attending the shareholders' meeting in person shall present his or her identity card or other valid certificate or proof showing his or her identity. A proxy shall present the power of attorney issued by the shareholder and his or her valid identity card.

Corporate shareholder shall entrust the legal representative or its agent to attend the general meeting. Legal representative attending the general meeting shall present his or her identity card and valid proof showing the status of legal representative; corporate shareholders may also appoint proxies to attend the meeting and vote at the meeting, and if the corporate shareholder has appointed a proxy to attend any meeting, it shall be deemed to attend in person. The corporate shareholder may execute a written power of attorney (proxy form) through its duly authorized personnel. The proxy attending the meeting shall produce his/her identity card and the written power of attorney duly issued by the legal representative of the corporate shareholder (unless such power of attorney has been deposited with the Company in advance in accordance with the relevant provisions of securities regulatory authorities or stock exchanges in the places where the Company's shares are listed, or the requirements of the general meeting notice, or the shareholder is a recognized clearing house or its proxy). Where the legal representative attends the meeting, it shall be deemed that the corporate shareholder attends the meeting in person.

A non-corporate shareholder shall entrust the person in charge of the organization or the agent entrusted by the person in charge to attend the general meetings. The person in charge of the organization attending the general meeting shall produce his/her identity card and valid proof showing his or her capacities as the person in charge; the agent attending the general meeting shall produce his or her identity card and a power of attorney in writing duly issued by the person in charge of the organization according to law.

For matters involving H-share shareholders, the relevant provisions of securities regulatory authorities or stock exchanges at the listing place shall be followed.

Article 24 The eligibility of an attendant of the meeting shall be deemed as invalid if the evidence produced involves one of the following conditions:

- (1) The ID card produced by the appointer or the proxy attending the meeting is fake, expired or altered, or the ID card number is inaccurate in terms of the number of digits or otherwise inconsistent with the Law of the People's Republic of China on Resident Identity Cards;
- (2) The information on the identification card presented by the principal or attendee of the shareholders' meeting is illegible;
- (3) Where multiple proxies shall have been appointed by the shareholder with the signature on the authorization instrument being obviously inconsistent with the specimen signature;
- (4) Lack of signature or seal of the appointer on the authorization instrument;
- (5) The relevant evidence presented by the principal or proxy attending the shareholders' meeting contravenes the relevant provisions of laws, administrative regulations, relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed and the Articles of Association.

An appointer or its proxy shall be responsible for any legal consequences arising out of disqualification of such appointer or its proxy from attending the meeting caused by any ambiguity in the appointer's authorization or that the certificates produced by the proxy certifying the eligibility of the appointer or the principal-agent relation or other certificates are not in compliance with laws, administrative regulations, relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed and the Articles of Association.

A vote given by a proxy in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or loss of capacity of the principal or revocation of the proxy or power of authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no notice in writing of such death, insanity, revocation or transfer as aforesaid has been received by the Company before the commencement of the meeting at which the proxy is used.

Shareholders shall attend the meeting on time in accordance with the notice time. If the attending shareholder or their proxies are late to attend the meeting, the attending shareholder may vote at the meeting prior to the termination of registration for attending the meeting in person; any attendee present after the registration for attending the meeting is terminated shall not vote in person, but may be present at the meeting; the shareholders or their proxies shall not make enquiries, suggestions and speeches on the proposals considered. The shareholders or their proxies shall not affect the normal operation of the general meeting of shareholders if they are late. Otherwise, the chairman of the meeting shall take measures to refuse their entry.

Article 25 The Company shall specify the voting time and the voting procedures through internet or other means in the notice of the general meeting.

For the general meeting, the time of voting through internet or other means shall be no earlier than 3:00 p.m. on the day before the live general meeting and no later than 9:30 a.m. on the day of the live general meeting, and shall be concluded no earlier than 3:00 p.m. on the day the live general meeting ends.

Article 26 The Board of Directors or any other convener shall take necessary measures to guarantee the good order of the general meeting of shareholders. Measures shall be taken to deter any act disturbing the general meeting, picking quarrels and provoking troubles or infringing the legal rights and interests of any shareholder, and shall report in a timely manner such act to the relevant department for investigation and punishment.

Article 27 All shareholders or their agents already registered as at the date of equity registration shall be entitled to attend the shareholders' meetings, and the Company and the convener shall not refuse for any reason. The interval between the record date and the date of the meeting shall not be more than seven working days. Once the record date is confirmed, no change may be made thereto.

Article 28 The convener and the legal counsel shall jointly verify the qualification of shareholder with the register of shareholders provided by the securities depository and clearing authority, and shall register the name of the shareholders as well as the number of their voting shares. Such registration shall be ceased prior to the announcement by the chairman of the meeting the number of shareholders and their proxies present at the meeting and the total number of their respective voting shares.

Article 29 Where the general meeting requires directors and senior management to attend the meeting, directors and senior management shall attend and accept inquiries from shareholders.

The directors and senior management personnel shall provide explanation and clarification to the inquiries and suggestions raised by the shareholders at the shareholders' meeting, except for those involving the company's trade secrets and undisclosed sensitive information that cannot be disclosed at the shareholders' meeting. In case of any of the following, directors and senior management personnel may refuse to answer but shall explain the reasons to the questioner:

- (1) inquiries are irrelevant to the subject topic;
- (2) the matters inquired are under investigation;
- (3) answering inquiries will reveal the Company's trade secrets or significantly damage the common interests of shareholders;
- (4) other important reasons.

The Company may invite the annual auditor to be present at the annual shareholders' meeting to provide explanations and clarifications covering annual reports and audits of the Company.

Chapter 4 Matters to be Discussed and Proposals in the General Meeting of Shareholders

Article 30 Proposals for the shareholders' meeting are specific resolutions focusing on the matters to be discussed in the shareholders' meeting, and have definite agenda and specific matters for resolution, and shall comply with the relevant provisions of the laws, administrative regulations, relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed and the Articles of Association. Specific proposals shall be decided in the shareholders' meeting.

The Board of Directors, the audit committee and shareholder(s) who individually or jointly hold more than one percent of the total number of shares carrying voting rights of the Company are entitled to propose resolutions to the Company to be decided at the shareholders' meeting convened by the Company.

Shareholders(s) who individually or jointly hold one percent or more of the shares of the Company, is/are entitled to propose additional resolutions in writing to the convener ten days before the shareholders' meeting is held. The convener shall issue a supplemental notice of the shareholders' meeting within two days after receiving such proposal specifying the contents of such proposal and submit such proposal to the shareholders' meeting for consideration. However, temporary proposals that violate laws, administrative regulations or relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed or the provisions of the Articles of Association, or that do not fall within the scope of authority of the general meeting, are excluded. If the shareholders' meeting must be postponed due to the issuance of a supplementary notice to shareholders as required by relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed, the convening of the shareholders' meeting shall be postponed in accordance with relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed; if there are other special provisions regarding shareholders' proposals or the Board of Directors issuing supplementary notices to shareholders under relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed, such provisions must also be complied with.

Save for those as prescribed in the preceding provisions, subsequent to the notice of the shareholders' meeting, the proposals already listed in the notice of the shareholders' meeting or the newly added proposals shall not be amended.

The shareholders' meeting shall not vote on or pass a resolution for any proposal which is not listed in the notice of the shareholders' meeting or inconsistent with paragraph 1 of this Article.

Article 31 Any notice and supplementary notice of the shareholders' meeting shall sufficiently and completely disclose the details of all proposals, and all information or interpretations necessary for shareholders to make a reasonable judgment on the matters to be discussed.

Article 32 Where the general meeting of shareholders intends to discuss the election of directors, the notice of convening the general meeting of shareholders shall fully disclose the detailed information on the candidates for directors at least in the following aspects:

- (1) educational background, working experience, concurrent positions, and other personal information;
- (2) whether such candidate has any affiliation with the Company or its controlling shareholders and actual controllers;
- (3) the number of shares of the Company such candidate holds; and
- (4) whether such candidate has been subject to the punishment of the CSRC or any other relevant departments or the reprimand of the stock exchange.

Save for the directors who are elected by way of cumulative voting system, a single proposal shall be put forward for each candidate for directors.

Article 33 The convener shall conduct a formal review of the interim proposals put forward at the shareholders' meeting in accordance with the following principles:

- (1) **Relevance.** The Board of Directors shall review the proposals put forward by shareholders. Any such proposals involving matters which are directly related to the Company and do not exceed the terms of reference of the shareholders' meeting as conferred by the laws, administrative regulations, relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed and the Articles of Association shall be submitted for discussion at the shareholders' meeting. Those failing to satisfy the aforesaid requirements shall not be presented for discussion at the shareholders' meeting.
- (2) **Procedure.** The Board of Directors may make decisions in respect of procedural issues involved in the proposals put forward by shareholders.
- (3) **Legality.** Whether the content of such a proposal put forward by shareholders violates the relevant provisions of laws, administrative regulations, relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed and the Articles of Association.
- (4) **Certainty.** Whether such proposal put forward by shareholders has a definite agenda and specific matters for resolution.

If the convener decides not to include a shareholder's proposal on the agenda of the meeting, an explanation and clarification shall be given at the shareholders' meeting. If proposing shareholders disagree with the exclusion by the convener of their proposals from the agenda of the shareholders' meeting, they may request to convene an extraordinary shareholders' meeting in accordance with the provisions of the Articles of Association and these Rules.

Chapter 5 Consideration and Voting of the Shareholders' Meeting

Article 34 If the shareholders' meeting is convened by the Board of Directors, the chairman of the Board of Directors shall chair and preside at the meeting. Where the chairman of the Board is unable to or does not perform his or her duties, the deputy chairman (in case of two deputy chairmen of the Company, the deputy chairman jointly elected by a majority of the directors) shall chair and preside over the meeting. Where the deputy chairman is unable to or does not perform his or her duties, a director elected more than half of the directors shall chair and preside at the meeting.

The shareholders' meeting convened by the audit committee shall be presided over by the convener of the audit committee. In the event that the convener of the audit committee is unable or fails to perform his/her duties, a member of the audit committee jointly elected by more than half of the members of the audit committee shall preside over the meeting.

Shareholders may convene the shareholders' meeting themselves and a representative nominated by the convener shall preside over the meeting.

If the chairman of the meeting breaches these Rules during the shareholders' meeting and the shareholders' meeting cannot be continued as a result, the shareholders present at the shareholders' meeting physically may elect a person to act as chairman by more than one-half of the votes cast in favour of the relevant resolution and the meeting may continue.

Article 35 At an annual shareholders' meeting the Board of Directors shall report their work during the past year to the shareholders' meeting. Each independent director shall submit an annual work report at the annual shareholders' meeting of the Company to explain the performance of their duties.

Article 36 The chairman of the general meeting shall, before voting, announce the number of shareholders and their proxies attending the meeting as well as the total number of their voting shares carrying the voting rights, and the number of shareholders and their proxies attending the meeting and the total number of their shares carrying the voting rights shall be subject to the registration of the general meeting.

Article 37 Resolutions of the shareholders' meeting are divided into ordinary resolutions and special resolutions.

An ordinary resolution of a shareholders' meeting shall be passed by more than one half of the voting rights held by the shareholders (including proxies) present at the meeting.

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

Article 38 For the purpose of voting at a shareholders' meeting, a shareholder (including proxy) exercises his/her voting rights in accordance with the number of shares carrying voting rights represented by him. Each share has one vote.

Where material issues considered at a shareholders' meeting affect the interests of minority investors, the votes of minority investors shall be counted separately. The results of the separate votes shall be disclosed publicly in a timely manner.

No voting rights shall attach to the Company's shares held by the Company, and such shares shall not be counted among the total number of shares with voting rights present at a shareholders' meeting.

In the event that a shareholder purchased the voting shares of the Company in contravention of paragraph 1 or 2 of Article 63 of the Securities Law, the voting rights in respect of those shares that exceed the stipulated portion cannot be exercised in the 36 months after the purchase and shall be excluded from counting the total number of shares that have voting rights at a general meeting.

Article 39 Before the general meeting votes on proposals, two shareholder representatives shall be elected to participate in vote counting and scrutinization. Where the matter under consideration has a connected relationship with shareholders, the relevant shareholders and their proxies shall not participate in vote counting and scrutinization.

When the general meeting votes on proposals, lawyers and shareholder representatives shall jointly be responsible for vote counting and scrutinization, and the voting results shall be announced on the spot.

Article 40 Any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

Article 41 The following matters require the approval of an ordinary resolution at a shareholders' meeting:

- (1) the working reports of the Board;
- (2) the plan for distribution of profits and the plan for making up losses prepared by the Board;
- (3) the appointment and removal of directors who are not employee representatives and the remuneration and payment methods of Directors of the Board;
- (4) decisions on the guarantees provided for in Article 6 of these Rules, with the exception of guarantees specified in item (3);
- (5) the appointment, removal of an accounting firm undertaking the Company's audit business and the remuneration of an accounting firm;
- (6) any matters not otherwise required by the laws, administrative regulations, relevant provisions of securities regulatory authorities or stock exchanges in the places where the Company's shares are listed, or the Articles of Association to be passed by special resolutions.

Article 42 The elections of directors shall be conducted by way of cumulative voting to ensure transparency, fairness, impartiality and independence in the elections of directors.

The cumulative voting system refers to the voting system adopted when directors are to be elected, whereas each share held by a shareholder shall have voting rights equal to the number of directors or supervisors attending the meeting and proposed for election, and such shareholder may cast all his/her votes on one single candidate or several candidates separately.

If the number of candidates for directors at the shareholders' meeting is more than the number of directors to be elected, the final successful candidates shall be determined based on the number of votes received, provided that each successful candidate must receive more than half of the votes cast by shareholders present at the general meeting.

Article 43 The following matters shall be approved by passing of special resolution at the shareholders' meeting:

- (1) increase or reduction of the Company's registered capital and issue of any class of shares, options and other similar types of securities;
- (2) issue of the Company's bonds;
- (3) separation spin-off, merger, dissolution and liquidation of the Company;
- (4) amendment to the Articles of Association;
- (5) purchase or sale of material assets by the Company within one year or provision of guarantees to others exceeding thirty of the total assets in the most recent audit period of the Company;
- (6) share incentive scheme;
- (7) other matters as stipulated by laws, administrative regulations, relevant provisions of securities regulatory authorities or stock exchanges in the places where the Company's shares are listed, or the Articles of Association, and/or matters deemed by the shareholders' meeting by ordinary resolution to impose material effect on the Company and necessary for passing by special resolution.

Article 44 When the shareholders' meeting considers a proposal, no changes may be made to the proposal; if changed, it shall be considered as another new proposal and shall not be voted on at this shareholders' meeting.

The same voting right can only be exercised by one of the on-site, online or other voting methods. In the event of a duplicate vote on the same voting right, the result of the first vote shall prevail.

Except for proposals involving cumulative voting system, the shareholders attending the shareholders' meeting should make one of the following opinion on the proposal submitted for voting: for, against or abstain, except that securities registration and settlement organizations which hold shares as nominee under the stock connect between Mainland China and Hong Kong may vote in accordance with the instructions of the beneficial holders.

Ballot papers which has not been filled, ballot papers which have been filled erroneously, the handwriting on the ballot papers cannot be recognized or ballot papers which have not been cast will be considered as the relevant voters having abandoned his voting rights and the voting results in respect of his voting shares will be considered as "abstained".

Article 45 In the course of considering matters relating to connected transactions at a shareholders' meeting, the shareholders involving connected transactions will abstain from voting. In the course of considering matters relating to a guarantee at a shareholders' meeting, shareholders with interests in such guarantee matters shall abstain from voting.

The number of voting shares represented by such shareholders shall be excluded from the total number of voting shares attending the meeting.

Article 46 None of the external guarantees of the Company approved by the general meeting of shareholders shall violate the following provisions:

- (1) The Company is prohibited from providing a guarantee for a loan to a controlling shareholder, a subsidiary of a shareholder, a fellow subsidiary of a shareholder and other related parties in which the Company holds less than 50% equity interests, or any non-legal persons or individuals;
- (2) The Company may require its subsidiaries to provide legal and valid counter guarantees to the Company for the guarantees provided by the Company to its subsidiaries.

Article 47 When the proposal for the election of directors is considered at the general meeting of shareholders, voting shall be conducted one by one on each candidate for director. If the proposal for new appointments of directors is approved, the new directors or supervisors shall enter the office immediately following the conclusion of the meeting.

Article 48 When making a vote in the election of directors in a shareholders' meeting, a cumulative voting system shall be implemented. If the single largest shareholder together with its parties acting in concert are interested in thirty percent or more of the shares, it shall be conducted by way of cumulative voting, and the votes of minority shareholders involved in the election of directors shall be counted and disclosed separately. If the general meeting of the Company elects two or more independent directors, it shall also comply with the foregoing provisions.

Article 49 Except for the cumulative voting system, the general meeting of shareholders shall vote on all proposals item by item, and shall vote on the proposals in time sequence when various proposals are put forward for a single matter. Unless the general meeting of shareholders is suspended or no resolution can be passed due to force majeure or any other special reasons, the shareholders' meeting shall not set aside or cast no vote on the proposals.

Article 50 The convener shall ensure that the shareholders' meeting shall be continuously held until the final resolution is formed. Where the general meeting cannot be normally convened or no resolution can be made due to force majeure or other abnormal reasons, necessary measures shall be taken to resume or directly terminate the general meeting, and an announcement shall be made in a timely manner. Meanwhile, the convener shall report this to the branch CSRC at the place where the Company is located and the stock exchanges.

If the effectiveness of the resolution is disputed, the Board of Directors of the Company shall, in a timely manner, make an announcement and disclose such matters, the claims of the disputing parties, the current status of the Company and other information that can help investors know about the actual situation of the Company, as well as the special legal opinion issued by the lawyers.

Article 51 Shareholders of listed companies or their proxies voting through the internet or other ways shall have the right to check their own votes cast through the relevant voting system.

The end time of the general meeting on-site shall not be earlier than that by way of network or other manners. The chairman of the meeting shall announce the voting on and results of each proposal on-site and declare whether the proposal has been passed based on the voting results.

Prior to the official announcement of the voting results, the companies involved in voting by shareholders' meeting on-site, voting by way of network or voting in other manners, persons responsible for vote counting, scrutineer, substantial shareholders, network service providers and other related parties are obliged to keep confidentiality the information relating to voting.

Article 52 If the chairman of the shareholders' meeting has any doubt as to the result of a resolution put to the vote at the meeting, he/she may have the votes counted. If the chairman of the shareholders' meeting fails to have the votes counted, any shareholder who is present in person or by proxy and objects to the result declared by the chairman of the shareholders' meeting may demand a vote count immediately after the declaration of the result, and the chairman shall have the votes counted forthwith.

The method of vote counting by the the shareholders' meeting and the vote counting results shall be recorded in the minutes of the meeting.

Article 53 Resolutions of the general meeting shall be announced in a timely manner. The announcements shall set out the number of shareholders and their proxies attending the meeting, the total number of their shares carrying the voting rights and the proportion in the total number of shares carrying the voting rights of the Company, the voting manner, the voting result of each resolution and the details of each approved resolution as well as the attendance and voting of domestic shareholders and foreign shareholders at the meeting.

Article 54 If a proposal is not passed or the general meeting of shareholders changes the resolutions of any previous general meeting, a special reminder shall be given in the announcement of the resolutions of the shareholders' meeting.

Chapter 6 Extraordinary General Meetings

Article 55 An independent director has the right to propose the Board of Directors to convene an extraordinary shareholders' meeting, but shall obtain the consent of more than half of all the independent directors. In respect to the proposal by the independent director for convening an extraordinary shareholders' meeting, the Board of Directors shall, in accordance with the laws, administrative regulations, relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed and the Articles of Association, give a written reply as to whether agree or disagree with such proposal for convening an extraordinary shareholders' meeting within ten days upon receipt of such proposal.

In the event that the Board agrees to convene an extraordinary shareholders' meeting, a notice for convening such meeting shall be given within five days after the resolutions of the Board are passed. In the event that the Board of Directors disagrees to convene an extraordinary shareholders' meeting, an explanation shall be given and an announcement shall be made in accordance with relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed (if any).

The audit committee is entitled to propose in writing to the Board of Directors to convene an extraordinary shareholders' meeting. The Board of Directors shall, in accordance with the laws, administrative regulations, relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed and the Articles of Association, furnish a written reply to the audit committee stating its agreement or disagreement to the convening of the extraordinary shareholders' meeting within ten days after having received such proposal.

In the event that the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall serve the notice of such meeting within five days after the relevant Board resolution is passed, consent of the audit committee shall be obtained in the event of any changes made to the original proposal in the notice.

In the event that the Board of Directors does not agree to convene an extraordinary shareholders' meeting or does not furnish any written reply to the audit committee within ten days after having received such proposal, the Board of Directors is deemed to be unable or unwilling to perform the duty of convening a shareholders' meeting, in which case the audit committee may convene and preside over such meeting by itself.

Any holder(s) of ordinary shares who individually or jointly hold(s) more than ten percent of the shares of the Company is/are entitled to propose in writing to the Board of Directors to convene an extraordinary shareholders' meeting. The Board of Directors shall, in accordance with the laws, administrative regulations, relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed and the Articles of Association, furnish a written reply to the relevant shareholders stating its agreement or disagreement to the convening of the extraordinary shareholders' meeting within ten days after having received such proposal.

In the event that the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall serve the notice of such meeting within five days after the relevant Board resolution is passed. Consent of the relevant shareholders shall be obtained in the event of any changes made to the original proposal in the notice.

In the event that the Board of Directors does not agree to convene an extraordinary shareholders' meeting or does not furnish any written reply to the relevant shareholders within ten days after having received such proposal, any holder(s) of ordinary shares who individually or jointly hold(s) more than ten percent of the shares of the Company is/are entitled to propose in writing to the audit committee to convene an extraordinary shareholders' meeting. The matters to be proposed at the meeting and proposals shall be consistent with those submitted to the Board of Directors as described above.

In the event that the audit committee agrees to convene an extraordinary shareholders' meeting, it shall serve the notice of such meeting within five days after having received such proposal. Consent of the relevant shareholders shall be obtained in the event of any changes made to the original proposal in the notice.

In the event that the audit committee does not serve any notice of a shareholders' meeting within the prescribed period, the audit committee is deemed not to convene and preside over such meeting, in which case the holder(s) of ordinary shares who individually or jointly hold(s) more than ten percent of the shares of the Company for more than ninety consecutive days may convene and preside over such a meeting by himself/themselves.

Article 56 Where the audit committee or shareholders decides to convene the shareholders' meeting on its own initiative, it shall send out a written notice to the Board, and shall submit the records to the stock exchange in the places where the Company's shares are listed, and promptly give a notice of an extraordinary general meeting. The proposal in the notice shall not include any new contents. Otherwise, the relevant shareholders shall re-submit a request to the Board of Directors to convene a general meeting in accordance with the above procedures. The meeting venue specified in the notice shall comply with the provisions of the Articles of Association and these Rules of Procedure.

Prior to the announcement of the resolution of the shareholders' meeting, the shareholdings of the shareholders convening the general meeting shall not be less than ten percent. The shareholders convening the meeting shall disclose an announcement no later than the time when the notice of the shareholders' meeting is sent, and shall undertake that the percentage of shares they hold will be not less than ten percent of the total share capital of the Company from the date which the shareholders' meeting is proposed to the date on which the shareholders' meeting is convened.

Upon the notice and the announcement of resolution of the shareholders' meeting, the audit committee or the shareholders convening the shareholders' meeting shall submit the relevant documentary information to the stock exchange in the places where the Company's shares are listed.

Article 57 Where the general meeting of shareholders is convened by the audit committee or shareholders on its own initiative, the Board of Directors and its secretary shall work in a cooperative manner. The Board of Directors shall provide the register of shareholders prepared on the date of equity registration. If the Board of Directors fails to provide the register of shareholders, the convener may carry relevant announcement on the notice of convening a general meeting of shareholders to apply with the securities registration and clearing institutions. The register of shareholders obtained by the convener shall not be used for purposes other than convening a general meeting of shareholders.

Article 58 Where the general meeting of shareholders is convened by the audit committee or shareholders on its own initiative, the expenses necessary for the general meeting shall be borne by the Company.

Chapter 7 Special Procedures for the Voting by Different Classes of Shareholders

Article 59 Shareholders of different classes of shares are classified as class shareholders. Class shareholders have the rights and obligations pursuant to the provisions of the laws, administrative regulations, relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed and the Articles of Association.

Article 60 Variations or abrogation of the rights conferred on a class of shareholders shall be approved by a special resolution passed at a shareholders' meeting and approved by holders of shares of that class at a class meeting convened in accordance with relevant provisions.

Article 61 The followings are considered as a variation or abrogation of the rights of class shareholders:

- (1) to increase or reduce the number of shares in that class of shares or to increase or reduce the number of shares in a class of shares which have rights on voting, distribution or other privileges equal or superior to that class of shares;
- (2) to exchange all or a portion of that class of shares for shares of another class, or to exchange all or a portion of the shares of another class for that class of shares or to grant the rights to exchange the same;

- (3) to cancel or reduce the rights to claim the accrued dividends or cumulative dividends of shares of that class of shares;
- (4) to reduce or cancel the preferential rights of that class of shares to claim the dividends or the preference to distribution of assets upon the liquidation of the Company;
- (5) to increase, cancel or reduce the rights to conversion of shares, options, voting rights, rights of transfer, pre-emptive rights and the rights to acquire the securities of the Company of that class of shares;
- (6) to cancel or reduce the rights to receive the monies payable by the Company in a particular currency of that class of shares;
- (7) to create a new class of shares which have the rights to voting, distribution or other privileges equal or superior to that class of shares;
- (8) to restrict or to impose more restrictions on the transfer or ownership of that class of shares;
- (9) to issue rights on subscription for or conversion of shares into that class of shares or another class of shares;
- (10) to increase the rights and privileges of another class of shares;
- (11) to re-structure the Company in such a way that different class shareholders will undertake disproportionate obligations under the restructuring;
- (12) to vary or abrogate the provisions of this chapter.

Article 62 The classes of shareholders being affected, with or without voting rights at the general meeting of shareholders, shall have voting rights at the class meeting of shareholders in relation to matters specified in items (2) through (8), (11) through (12) of Article 61 of these Rules. However, shareholders having interest shall not have any voting rights at the class meeting of shareholders.

Article 63 The resolutions of the class meeting of shareholders shall be passed only through voting by shareholders having more than two-thirds of equity interest with voting rights and attending such class meeting.

Article 64 With respect to class general meetings, the Company shall send to all registered shareholders of that class written notices of the class meeting in compliance with the requirements on the length of notice in respect of extraordinary general meetings stipulated under Article 14 of these Rules, notifying them the matters to be considered at, and the date and venue of, the class meeting. Those shareholders of the class who wish to attend the meeting shall return the written replies to the Company within the time limit as specified in the notice of the meeting.

Article 65 The notices of class shareholders' meeting should be delivered only to the shareholders entitled to vote thereat. The class shareholders' meeting should be held in the procedures much the same as possible as those of the general meeting, and the procedures for holding a general meeting as set out in the Articles of Association of the Company apply to the class shareholders' meeting.

Article 66 In addition to shareholders of other classes of shares, shareholders of domestic shares and overseas listed foreign shares are deemed to be different classes of shareholders;

The special procedures for voting by class shareholders shall not apply to the following circumstances:

- (1) where the Company issues domestic shares and overseas listed foreign shares upon approval by a special resolution at a shareholders' meeting and either separately or concurrently once every twelve months, and the number of domestic shares and overseas listed foreign shares so issued shall not exceed 20% of each of the then outstanding domestic shares and overseas listed foreign shares;
- (2) where the Company's plan to issue domestic shares and overseas listed foreign shares on its establishment is implemented within fifteen months from the date of approval by the Securities Commission of the State Council.

Chapter 8 Minutes of the General Meeting of Shareholders and Announcements of Resolutions

Article 67 The general meeting of shareholders shall have minutes prepared by the secretary to the Board of Directors. The minutes shall contain the following:

- (1) the time, venue, agenda of the meeting, and the name of the convener;
- (2) the name of the chairman of the meeting, as well as the names of the directors and senior management personnel attending or being present at the meeting;
- (3) the numbers of shareholders and their proxies, the total number of their shares carrying the voting rights and the proportion in the total number of shares of the Company;
- (4) the process of deliberation of each proposal, the main points of speeches and the voting results;
- (5) the inquiries or suggestions of the shareholders as well as the corresponding replies or explanations;
- (6) the name of legal counsel, vote counters, and scrutineers;
- (7) other contents which shall be contained in the minutes of the meeting as prescribed by these Articles of Association.

Article 68 The directors, secretary to the Board, convener or their representative, chairman of the meeting shall sign on the minutes of the meeting and guarantee the truth, accuracy and completeness of the minutes of the meeting. The minutes together with the valid information such as the attendance register of the attending shareholders and the power of attorney of their proxies, the votes cast by way of internet and by other means shall be kept at the registered office of the Company for a period of at least ten years.

Article 69 After the convening of the general meeting of shareholders of the Company, information disclosure shall be made in accordance with the Articles of Association, or the relevant laws, administrative regulations, relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed. Details of such information disclosure shall be reviewed by the chairman of the Board of the Company under relevant laws, administrative regulations, relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed. The secretary to the Board of Directors shall then make the disclosure in accordance with the laws, administrative regulations, relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed.

Article 70 The announcement, notice and supplementary notice of the general meeting of shareholders referred to herein, refer to the relevant information disclosures published on the media which satisfied the conditions stipulated by CSRC and the websites of the stock exchanges in the places where the Company's shares are listed.

Article 71 Where the general meeting of shareholders passes the proposal on cash dividends, bonus shares or conversion of capital reserves into share capital, the listed company shall implement a specific scheme within two months upon the general meeting is concluded.

Article 72 If a resolution of the shareholders' meeting of the Company contravenes the laws and administrative regulations, it shall be void.

The controlling shareholders or de facto controllers of the Company shall not restrict or impede minority investors from legally exercising their voting rights, and shall not damage the legitimate interests of the Company and minority investors.

If the convening procedure or voting method of the shareholders' meeting violates the laws, administrative regulations, relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed or the Articles of Association, or the content of a resolution violates the Articles of Association, shareholders may, within sixty days upon the date of the resolution, request the people's court to rescind the resolution. However, this does not apply if such procedures for convening the shareholders' meeting or the voting thereat have only minor flaws that have no substantial impact on the resolution.

Where the Board, shareholders and other stakeholders dispute matters such as qualifications of the convener, the convening procedures, the legality of the proposal content the validity of a resolution of a shareholders' meeting, they shall promptly file a litigation with the People's Court. Before the People's Court makes a judgement or ruling, such as cancellation of a resolution, the stakeholders shall execute the resolution of the shareholders' meeting. The Company, its directors and senior management shall perform their duties diligently and implement resolutions of the general meeting in a timely manner to ensure the normal operation of the Company.

Chapter 9 Supplementary Provisions

Article 73 These Rules constitute an appendix to the Articles of Association and shall have the same legal effect as the Articles of Association. The amendment to these Rules shall be proposed by the Board of Directors and submitted to the shareholders' meeting for consideration and approval.

Article 74 These Rules shall take effect upon the approval of the general meeting.

Article 75 In case of any contradiction between these Rules and the Company Law, the Securities Law, the Listing Rules of the Shanghai Stock Exchange, the Listing Rules of the Hong Kong Stock Exchange and other laws, administrative regulations, relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed and the Articles of Association or any matters not covered herein, the above mentioned laws, administrative regulations, relevant regulations of the securities regulatory authorities or stock exchanges in the places where the Company's shares are listed and the Articles of Association shall prevail.

Article 76 The terms of "above" shall include the figures mentioned herein whilst the terms of "more than", "than", "beyond" and "below" shall not include the figures mentioned.

Article 77 The right of interpretation of these Rules shall be vested in the Board of Directors of the Company.