

*Important Note: The following is an English translation of the Chinese version of the Rules of Procedures for Shareholders' Meeting of Aluminum Corporation of China Limited (中國鋁業股份有限公司股東大會議事規則). In case of any discrepancies or inconsistencies, the Chinese version shall always prevail.*

## **ALUMINUM CORPORATION OF CHINA LIMITED**

### **RULES OF PROCEDURES FOR SHAREHOLDERS' MEETING**

#### **GENERAL PROVISIONS**

Article 1                      To safeguard the legitimate rights and interests of Aluminum Corporation of China Limited (the "Company"), its Shareholders and creditors, and to regulate the organization and activities of the General Meeting of the Company, the Company formulated these Rules of Procedures ("these Rules") in accordance with laws and regulations and normative documents such as the Company Law of the People's Republic of China, Mandatory Provisions or Articles of Association of Companies to be Listed Overseas, the Guidelines on Articles of Association of Listed Companies, the Guidelines for the Governance of Listed Companies and the Rules of General Meetings of Listed Companies, the listing rules of shares or securities of the stock exchanges where the Company's share is listed (including the Shanghai Stock Exchange, The Stock Exchange of Hong Kong Limited and the New York Stock Exchange) (hereafter as "Relevant Listing Rules") as well as the Articles of Association of Aluminum Corporation of China Limited (the "Articles of Association").

## **CHAPTER I GENERAL PROVISIONS OF GENERAL MEETINGS**

Article 2                The General Meeting is the highest organ of authority of our Company and shall exercise its functions and powers in accordance with the laws.

Article 3                The General Meeting may exercise the following functions and powers:

- (1) to decide on the operating policies and investment plans of the Company;
- (2) to elect and remove directors and to fix the remuneration of the relevant directors;
- (3) to elect and remove supervisors (being Shareholders' representatives), and to fix the remuneration of the relevant supervisors;
- (4) to examine and approve the reports of the Board of the Directors;
- (5) to examine and approve the reports of the Board of Supervisors;
- (6) to examine and approve the proposed annual financial budgets and final accounts of the Company;
- (7) to examine and approve the profit distribution plans and loss recovery plans of the Company;
- (8) to adopt resolutions on any increase or reduction of registered capital by the Company;
- (9) to adopt resolutions on matters such as merger, division, dissolution and liquidation of the Company;
- (10) to adopt resolutions on the issue of bonds of the Company;
- (11) to adopt resolutions on the appointments, dismissals or non-reappointments of accounting firms;
- (12) to amend the Articles of Association;
- (13) to examine and approve decisions in relation to share-based remunerations (such as rights issue or share option etc.) of the employees;

- (14) to make decisions on purchase or sale of substantial assets within one year of which the amount exceed 25% of the Company's total assets;
- (15) to make decisions on guarantee matters subject to review and approval by General Meeting as required by laws, administrative regulations and the Article of Association of the Company;
- (16) to examine and approve changes of purpose of the funds raised;
- (17) to examine and approve equity incentive schemes;
- (18) other matters the resolutions concerning which shall be made by the General Meeting, as stipulated by laws, administrative regulations, department rules and the Articles of Association of the Company.

The General Meeting may authorize or delegate to the Board of Directors to attend to its authorization or entrusted matters.

#### Article 4

Any and all guarantee matters of the Company shall be subject to review and approval of the Board of Directors. The following guarantee matters, upon the review and approval of the Board of Directors, shall be further submitted to General Meeting for review and approval:

- (1) any guarantee provided after the gross amount of guarantees offered by the Company and its controlled subsidiaries has reached or exceeded 50% of the latest audited net asset;
- (2) guarantee offered to an object with an asset-debt ratio above 70%;
- (3) any single guarantee amounting above 10% of the latest audited net asset;

- (4) guarantee offered to a shareholder, the actual controller of the Company or its related parties;
- (5) any guarantee provided after the gross amount of guarantees offered by the Company have reached or exceeded 25% of its latest audited total assets;
- (6) other guarantee matters to be submitted to General Meeting for review and approval as required by laws, administrative regulations and the Articles of Association of the Company.

A director, president or any other senior management members of the Company shall be liable for compensation when they have caused losses to the Company by violating the guarantee approval authority and review procedure requirements set forth in laws, administrative regulations or the Articles of Association of the Company, and the Company may bring a legal action against him or her according to laws.

#### Article 5

Matters which, in accordance with the provisions of the laws, administrative regulations and the Articles of Association, are required to be approved by the General Meetings, shall be considered at the General 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 of Directors to determine, within the scope of authorization granted by such General Meeting, specific issues relating to matters which shall be resolved but cannot be decided upon immediately at such General Meeting.

An authorization to the Board of Directors by General Meeting in relation to matters to be decided by ordinary resolutions shall be passed by shareholders (including their proxies) representing more than half of the voting rights present at the General Meeting; an authorization to the Board of Directors in relation to matters to be decided by special resolutions shall be passed by shareholders (including their proxies) representing more than two-thirds of the voting rights present at the General Meeting. The contents of the authorization shall be clear and specific.

Article 6                   The Company shall not enter into any contract with any party other than the directors, supervisors and other senior management without the prior approval of the General Meeting, pursuant to which such party shall be in charge of management of the whole or any substantial part of the Company's business.

Article 7                   General Meetings can be annual General Meetings or extraordinary General Meetings. Annual General Meetings are held once a year within six months after the end of the previous financial year. In the event that the Company is unable to convene an annual General Meeting within the period of time mentioned above, the Company shall report and explain to the relevant local office of the China Securities Regulatory Commission ("CSRC") at the place where the Company is located and the stock exchange(s) on which its shares are listed for trading, explain the reasons and make public announcement.

The Board of Directors shall hold an extraordinary General Meeting of shareholders within two months upon the occurrence of one of the following circumstances:

- (1) the number of directors is less than the number required by the Company Law or less than two-thirds of the number required by the Articles of Association;
- (2) the uncovered losses reach one third of the Company's total paid share capital;
- (3) where requested by shareholder(s) holding, independently or collectively, 10% or more of the Company's shares for more than 90 consecutive days (the number of shares held shall be the figure as at the date of the written request from the shareholder);
- (4) the Board of Directors considers it necessary or the supervisory committee proposes to hold such a meeting;

The number of shares held referred to in clause (3) shall be the figure as at the date of the written request from the shareholder.

Article 8                    The place for holding the Shareholders' General Meeting of the Company shall be the domicile of the Company. The Company shall prepare a venue and hold the General Meeting on-site. The Company may provide safe, economic and convenient internet access or other conveniences to facilitate the participation of shareholders in the General Meeting. A shareholder who participated in a General Meeting in the aforesaid manners shall be deemed to have been present at the meeting.

## **CHAPTER II CONVENING OF GENERAL MEETINGS**

Article 9                    The Board of Directors shall hold the General Meeting within the requirement stipulated under the Articles of Association.

Article 10                   In the event that independent directors, the Board of Supervisors, or shareholders independently or collectively holding more than 10% of the Company's shares request to convene an extraordinary General Meeting or class meeting, the following procedures shall be followed:

- (1) sign one or several written requests identical in form and content asking for the Board of Directors to convene an extraordinary General Meeting or a General Meeting of certain class of shareholders and clarifying the topic of the meeting. Within 10 days after receiving the written request, the Board of Directors shall give written reply with regard to agree or disagree to convene the extraordinary General Meeting.
- (2) when the Board of Directors agrees to convene the extraordinary General Meeting, it shall send a notice of meeting within 5 days after making the Board of Directors resolution thereupon, and the changes to the original proposal as stated in the notice shall be subject to consent of the original proposer.
- (3) when the Board of Directors disagrees to convene the extraordinary General Meeting requisitioned by independent directors, it shall give reasons and make announcements thereof.

- (4) when the Board of Directors rejects the Board of Supervisors' request for convening an extraordinary General Meeting or fails to make a reply within 10 days after receiving the proposal will be deemed as its inability to perform or non-performance of the duty to convene General Meetings, in which case the Board of Supervisors may independently convene and chair the meeting and wherever possible, the convening procedure shall be the same as the procedure observed by the Board of Directors when calling in General Meetings.
- (5) when the Board of Directors rejects shareholders' proposal for convening an extraordinary General Meeting, the shareholders shall propose in writing to the supervisory committee to request the holding of the meeting.

If the Board of Supervisors agrees to hold the meeting, it shall send the General Meeting notice within 5 days after receiving the shareholders' proposal, and the changes to the original proposal as included in the notice shall be subject to consent of the original proposer.

If the Board of Supervisors fails to send the General Meeting notice within the specified time limit, it will be deemed as failing to convene and chair the meeting, in which case shareholders may independently convene and host the meeting (the shareholders convening the meeting shall hold not less than 10% of the Company's shares before announcement of the resolution on holding of the General Meeting.) Wherever possible, the convening procedure shall be the same as that observed by the Board of Directors when convening General Meetings.

In the event that the Board of Supervisors or the shareholders independently convene and proceed with a General Meeting on their own as per the foregoing provisions, they shall notify the Board of Directors in writing and file with the authority in charge according to applicable requirements. The Board of Directors and secretary to the Board of Directors shall collaborate with the General Meeting and the Board of Directors shall provide the Shareholders' Register. All reasonable expenses incurred by the meeting shall be borne by the Company and deducted from the money payable by the Company to the defaulting directors.

### **CHAPTER III PROPOSALS AND NOTICES OF GENERAL MEETINGS**

Article 11                      Proposals before any General Meeting shall be specific motions on matters to be discussed at the General Meeting. A motion proposed at the General Meeting shall satisfy the following criteria:

- (1) the substance of the motion proposed shall not conflict with laws, administrative regulations and the relevant requirements set forth in the Articles of Association and shall fall within the scope of the functions of the General Meeting of the Company;
- (2) there is a clear subject of discussion and a specific resolution;
- (3) the motion shall be submitted or delivered to the Board of Directors in writing.

Article 12                      When the Company convenes a General Meeting, the Board of Directors, the Board of Supervisors and the shareholder(s) independently or collectively holding more than 3% of the Company's shares shall have the right to present proposals to the Company.

A shareholder independently or collectively holding more than 3% of the Company's shares may submit provisional proposals and submit them to the General Meeting convener in writing before 10 days prior to the meeting. The convener shall send a supplementary notice of the General Meeting to announce such provisional proposals within 2 days after receipt thereof.



Except as provided by the preceding paragraph, the convener of a General Meeting shall not amend the proposed resolutions set out in the notice of the meeting or add any new proposed resolutions subsequent to the issue of the notice of the General Meeting

Article 13                      Matters to be discussed and decided at General Meetings shall be determined in compliance with requirements of the Company Law and the Articles of Association. General Meetings are entitled to make decisions on any matters as stipulated in the Articles of Association.

The Shareholders' General Meeting may not vote or resolve on any matters in respect of those not set out in the notice issued for the meeting or any proposal inconsistent with the provision of Article 11 in these Rules.

Article 14                      A written notice of a General Meeting to be held by the Company shall be given to all shareholders, whose names appear in the register of members, 45 days before the meeting is held (including the date on which the meeting is held), specifying the matters to be considered at and the date and place of the meeting. A shareholder who intends to attend the General Meeting shall deliver a written reply slip confirming his intention to attend the meeting to the Company 20 days before the meeting is held.

The Company shall calculate the number of voting shares represented by shareholders who intend to attend a General Meeting on the basis of the written replies it has received 20 days before the date of the General Meeting. In the event that the number of voting shares represented by shareholders who intend to attend the meeting is more than half of the total number of the voting shares of the Company, the Company may hold the General Meeting; if not, the Company shall, within 5 days, notify shareholders again of the matters to be considered at, and the date and place for, the meeting by public announcement. The Company may hold the General Meeting after such an announcement has been made.

Article 15                      A notice of the General Meeting shall meet the following requirements:

- (1) it shall be in written form;
- (2) it shall specify the place, date and time of the meeting;
- (3) it shall state the matters to be discussed at the meeting;

- (4) it shall provide shareholders with such information and explanation as are necessary for them to make informed decisions in connection with the matters to be discussed. This principle shall include (but not be limited to) where the Company proposes to merge, repurchase its shares, restructure share capital or undergo other reorganization. The specific conditions and contracts (if any) of the proposed transactions must be provided and the reasons and effects of the same must be properly explained;
- (5) if any director, supervisor, general manager and other senior management members have material interests in the matters subject to discussion, the nature and extent of such material interests shall be disclosed, and if the effect of the proposed matters on such director, supervisor, manager and other senior management members in their capacity as shareholders is different from that of other shareholders of the same class, the differences shall also be specified;
- (6) set out the full text of any special resolution proposed to be passed at the meeting;
- (7) it shall contain a clear written statement that a shareholder who has the right to attend and vote at the meeting shall have the right to appoint one or more proxies to attend and vote at the meeting on his behalf and that such proxies need not be shareholders;
- (8) it shall state the date and place for the delivery of the proxy forms for the meeting;
- (9) specify the date of registration of shares for shareholders who are entitled to attend the General Meeting;
- (10) provide name and telephone number of the standing contact person for committee administration.

#### Article 16

A notice of the General Meeting shall be sent to shareholders (whether or not such shareholder is entitled to vote at the meeting), by personal delivery or prepaid post to the address of the shareholder as shown in the register of shareholders.

For the holders of domestic shares, notice of the meetings may also be given by way of public announcement. Such announcement shall be published in one or more newspapers designated by the securities regulatory authority of the State Council within the interval between 45 days and 50 days (including the 45th and 50th day) before the date of the meeting; after the publication of such announcement, all the holders of domestic shares shall be deemed to have received the notice of the relevant General Meeting.

For holders of H Shares, the notice of the General Meeting may also be sent or provided to holders of H Shares by means of electronic means or published on the website, to the extent permitted under laws and regulations as well as relevant listing rules of the listing places of the Company.

Article 17           The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.

Article 18           Subsequent to the dispatch of a notice of the General Meeting, the General Meeting shall not be postponed or cancelled without proper reasons, and the proposals set out in the notice of the General Meeting shall not be withdrawn. Once the meeting is postponed or cancelled, the convener shall make an announcement and give reasons there for at least two working days prior to the original date of the meeting.

## **CHAPTER IV CONVENING OF GENERAL MEETINGS**

Article 19           The Board of Directors of the Company and other conveners shall be responsible to safeguard the proper order of the General Meeting. The Board of Directors shall take necessary measures to stop and report in a timely manner to the relevant departments for investigation any acts of disturbing the General Meeting, stirring up fights and causing troubles, or infringing upon shareholders' legal rights and interests.

#### Article 20

Any shareholder entitled to attend and vote at the General Meeting shall have the right to appoint one or several persons (who may not be shareholders) to act as his or her proxy to attend and vote at the meeting on his or her behalf. The proxy/proxies so appointed by the shareholder shall exercise the following rights:

- (1) have the same right as the shareholder to speak at the meeting;
- (2) have authority to demand or, jointly with others, in demanding a poll;
- (3) have the right to vote by hands or on a poll, unless otherwise required by the applicable listing rule of the listing place or other securities laws and regulations. Where more than one proxy is appointed, the proxies may only exercise the voting right on a poll.

#### Article 21

The instrument appointing a proxy shall be in writing under the hand of the appointer or his or her attorney duly authorized in writing, or if the appointer is a legal entity, either under seal of the legal entity or under the hand of a director or a duly authorized attorney. The letter of authorization shall contain the number of the shares to be represented by the attorney. If several persons are authorized as the attorneys of the shareholder, the letter of authorization shall specify the number of the shares to be represented by each attorney. If there are other requirements in the listing rules of the listing places, these requirements should also be satisfied.

Article 22

Proxy forms shall be lodged at the domicile of the Company or other places specified in the notice of meeting 24 hours before the relevant meeting for voting according to the proxy form, or 24 hours before the designated time of voting. Where the proxy form is signed by a person under a power of attorney on behalf of the appointer, the power of attorney or other authorization documents authorized to be signed shall be notarized. A notarially certified copy of that power of attorney or other authorization documents, together with the proxy form, shall be deposited at the domicile of the Company or other places specified in the notice of meeting.

Where the appointer is a legal person, its legal representative or other persons authorized by the resolutions of the Board of Directors or other decision-making organ to act as its representatives may attend the General Meeting of the Company as a representative of the appointer.

Article 23

Any form of letter of authorization issued to a shareholder by the Board of Directors for use by him for appointing a proxy shall allow the shareholder to freely choose to instruct the proxy to cast vote in favor of or against each resolution at the meeting and to instruct respectively on each of the proposals to be resolved at the meeting, shall contain a statement that in the absence of instructions by the shareholder, his or her proxy may vote as he or she thinks fit.

- Article 24                   Where the appointer has deceased, incapacitated to act, withdrawn the appointment or the power of attorney, or where the relevant shares have been transferred prior to the voting, a vote by proxy given in accordance with the letter of authorization shall remain valid provided that no written notice of such event has been received by the Company prior to the commencement of the relevant meeting.
- Article 25                   For connected transactions to be considered at the General Meeting, connected Shareholders shall abstain from voting on such connected transactions, in such case the number of shares represented by them carrying voting rights shall not be counted towards the total number of shares with valid voting rights. Announcements on the resolutions passed at the General Meeting shall fully disclose the results of the voting of non-connected shareholders on the transactions.
- Article 26                   If a proxy attends the General Meeting on behalf of an individual shareholder, that proxy should produce his or her identification documentation and the instrument signed by the shareholder appointing the proxy. If the legal representative of a legal person corporate shareholder appoints a proxy to attend the meeting, that proxy should produce his or her identification documentation and the instrument signed by the relevant legal representative appointing the proxy. If a legal person corporate shareholder appoints a proxy as is authorized by the decision of its Board or other equivalent governing body to attend the meeting on the shareholder's behalf, the proxy should produce his identification documentation and the letter of authorization, issued by the relevant board or governing body of the legal person shareholders, bearing the seal of the relevant legal person shareholders. All relevant letters of appointment shall specify the date when it is issued.

- Article 27           The directors, independent directors and those shareholders who have met certain requirements (to be determined by the standards promulgated by the competent regulatory authorities from time to time) may collect their voting rights at the General Meeting from the Company's shareholders. If the collector openly collects the voting rights of the Company's shareholders, the collector shall comply with the requirements of the relevant regulatory authorities and the stock exchange(s) on which the Company's shares are listed.
- Article 28           The convener and the lawyers engaged by the Company shall jointly verify the validity of the Shareholders' qualifications based on the register of members provided by the securities registration and clearing authority, and shall register the names of the shareholders as well as the number of their voting shares. The registration for a meeting shall end before the chairman of the meeting announces the number of shareholders and proxies attending the meeting in person and the total number of their voting shares held.
- Article 29           During the course of a General Meeting, all directors, supervisors and the secretary to the Board of Directors shall attend the General Meeting. Managers and other senior management members shall also be present at the meeting.
- Article 30           The General Meeting is convened by the Board of Directors according to laws. The chairman of the Board of Directors is the host and is the chairman of the General Meeting. Should the chairman of the Board of Directors be unable to or fail to perform his duties, the deputy Chairman of the Board of Directors should serve as the host and Chairman of the General Meeting (should there be two deputy Chairmen of the Board of Directors, the one elected by more than half of the directors is the host and Chairman of the General Meeting). Should both the Chairman and the vice Chairman be unable or fail to perform their duties, the director elected by more than half of the directors should serve as the host and chairman of the General Meeting.

In a General Meeting directly called by the supervisory committee, the Chairman of the Board of Supervisors serves as the host and chairman of the meeting. Should the Chairman of the Board of Supervisors be unable or fail to perform his or her duties, the vice Chairman of the Board of Supervisors serves as the host and chairman of the meeting. Should the vice Chairman of the Board of Supervisors be unable or fail to perform his duties, the supervisor nominated by more than half of the supervisors should serve as the host and chairman of the General Meeting.

In a General Meeting directly called by shareholders, the convener should nominate a representative to host and serve as Chairman of the General Meeting.

During the course of a General Meeting, if the Chairman of the meeting is in breach of these Rules and renders it impossible for the meeting to continue, with the consent of the shareholders present at the meeting and representing more than one half of the total voting rights of all shareholders so present, the General Meeting may elect one individual to be the Chairman of the meeting and the meeting shall continue.

- Article 31                      During the annual General Meeting, the Board of Directors and the Board of Supervisors shall respectively give a report on their work in the previous year to the General Meeting, and independent directors of the Company shall also make his duty report correspondingly.
- Article 32                      Directors, supervisors and senior management members shall make response to and give explanation of the inquiries and suggestions made by shareholders at the General Meeting.
- Article 33                      The Chairman of meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting in person as well as the total number of their voting shares, which shall be the number of shareholders and proxies attending the meeting in person and the total number of their voting shares as indicated in the meeting's registration record.



Article 34

Minutes of General Meetings shall be recorded by the secretary to the Board of Directors and contain the following items:

- (1) the date, place and agenda of the meeting, and the name of the convener;
- (2) the name of the Chairman of the meeting, and the names of directors, supervisors, managers and other senior management members of the Company attending or present at the meeting;
- (3) the number of shares carrying voting rights held respectively by holders of domestic shares (including their proxies) and holders of overseas-listed foreign-investment shares (including their proxies) attending the meeting, and the percentage of the total number of shares of the Company they represent;
- (4) the discussions in respect of each motion, highlights of the speeches and the voting results on each resolution by holders of domestic shares and holders of overseas listed foreign shares;
- (5) details of the queries or recommendations of the shareholders, and the corresponding answers or explanations;
- (6) the names of lawyers, counting officers and scrutinizers;
- (7) such other matters which shall be recorded in the minutes of the meeting in accordance with the provisions of the Articles of Association.

Article 35

The convener shall ensure the truthfulness, accuracy and completeness of the minutes of the meeting. Directors, supervisors, the secretary to the Board of Directors, the convener or his or her representative, and the Chairman of the meeting attending the meeting shall sign the minutes of the meeting. The minutes of the meeting and the signed attendance record of the shareholders who attended in person, the proxy forms and the valid information relating to voting online and by other means shall be kept together for a term of not less than 10 years.

Article 36

The convener shall ensure that a General Meeting is held continuously until final resolutions have been reached. In the event that the General Meeting is suspended or the shareholders fail to reach any resolution due to force majeure or other special reasons, measures shall be taken to resume the meeting as soon as possible or the meeting shall be terminated directly and an announcement of such termination shall be made promptly. At the same time, the convener shall report to the agencies of the securities supervisory and regulatory authorities of the state council in the locality of the Company and the stock exchanges.

## **CHAPTER V VOTING AND RESOLUTION OF GENERAL MEETINGS**

Article 37                    For the purpose of voting at the General Meeting, a shareholder (including proxy) shall exercise voting rights in accordance with the number of shares carrying voting rights represented by him. Each share shall have one vote which saves for election of directors or supervisors where a cumulative voting method as is stipulated in the Articles of Association of the Company is adopted. The shares of the Company held by itself have no voting rights and shall not be counted into the total number of shares carrying voting rights at the General Meeting.

Where any shareholder is, under the listing rules of the listing places of the Company as amended from time to time, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

Article 38                    Resolutions of the General Meeting are divided into ordinary resolutions and special resolutions.

The ordinary resolutions of a General Meeting shall be passed by Shareholders (including proxies) present in person at the meeting with more than one-half of the voting shares.

The special resolutions of a General Meeting shall be passed by shareholders (including proxies) present in person at the meeting with more than two-thirds of the voting shares.

Shareholders who attend the meeting (including their proxies) shall make an affirmative vote or a dissenting vote on each resolution subject to voting. Any abstention votes or abstaining from voting shall not be counted as valid votes when the Company is counting the voting results of such resolution.

## Article 39

Unless otherwise provided by applicable listing rules of the listing places of the Company or other securities laws and regulations, voting at a General Meeting shall be decided on a show of hands unless a poll is (before or after any vote by show of hands) demanded by the following persons:

- (1) the Chairman of the meeting;
- (2) at least two shareholders entitled to vote in person or proxies with voting rights;
- (3) one or more shareholders (including proxies) separately or jointly representing not less than 10% (including 10%) of all shares carrying voting rights at the meeting.

Unless otherwise provided by applicable listing rules of the listing places of the Company or other securities laws and regulations or a poll is so demanded, a declaration by the chairman of the meeting that a resolution has been carried on a show of hands, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor or against such resolution at the meeting.

The demand for a poll may be withdrawn by the person who makes such demand.

- Article 40                    A poll demanded on such matters as the election of chairman or the adjournment of the meeting, shall be taken forthwith. A poll demanded on any other matters shall be taken at such time as the chairman may decide, and the meeting may proceed to discuss other matters, while the results of the poll shall still be deemed to be a resolution of that meeting.
- Article 41                    On a poll taken at a meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his votes for or against in the same way.
- Article 42                    In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting is entitled to have an extra casting vote.
- Article 43                    The following matters shall be passed by ordinary resolutions of a General Meeting:
- (1) the work report of the Board of Directors and the Board of Supervisors;
  - (2) the plans formulated by the Board of Directors for profit distribution and making up losses;
  - (3) the appointment and removal of members of the Board of Directors and the Board of Supervisors and their remuneration and payment methods;
  - (4) the Company's annual financial budgets and final accounts, balance sheets, income statements and other financial statements;
  - (5) appointment of, removal and termination of the appointment of, or any decision not to re-appoint, the Company's auditors;

- (6) the matters other than those required by laws, administrative regulations or the Articles of Association to be passed by special resolutions.

Article 44                   The following matters shall be passed by special resolutions of a General Meeting:

- (1) the increase and reduction of the Company's share capital and the issue of any class of shares, warrants and other similar securities of the Company;
- (2) the issue of corporate bonds;
- (3) the division, merger, dissolution, liquidation and material acquisition or disposal;
- (4) the amendments to the Articles of Association;
- (5) the amendments to the rights of holders of any class of shares;
- (6) the purchase, disposal of material assets or guarantees with an amount more than 25% of the latest audited total assets of the Company during one year;
- (7) equity incentive schemes;
- (8) such other matters as required by laws, administrative regulations or the Articles of Association, and passed by ordinary resolutions that such matters are of material effects to the Company and require adoption of special resolutions.

Article 45                   Any resolution passed at the General Meeting shall be in compliance with the China's laws, administrative regulations and relevant regulations under the Articles of Association.

Article 46                   The Company may provide conveniences to shareholders to facilitate their participation in the General Meeting through various means and approaches, including giving priority to on-line voting platform, provided that the legality and validity of the General Meeting are assured.

- Article 47                   The chairman of a General Meeting shall determine whether or not a resolution tabled at the General Meeting has been adopted. His decision shall be final and conclusive and shall be announced at the meeting and recorded in the minutes of the meeting. The Company shall announce the resolutions passed at the General Meeting in accordance with the applicable laws and relevant requirements of the stock exchange(s) on which the Company's shares are listed.
- Article 48                   Prior to the formal announcement of voting results, the Company, counting officers, scrutinizers, major shareholders, internet service provider and other relevant parties in relation to voting at on-site General Meeting, online or by other means shall be obliged to keep the voting results confidential.
- Article 49                   Shareholders attending the General Meeting shall submit their voting on the proposals in the one of the following ways: "for", "against" or "abstain".
- Ballot papers that are left in blank, unduly completed or illegible or that have not been used shall be deemed to be waiver by the voter, and the voting results corresponding to the number of shares they hold shall be treated as "abstain from voting".
- Article 50                   In the event that the Chairman of the meeting has any doubt as to the result of a resolution put forward to the vote, he or she may have the votes counted. In the event that the Chairman of the meeting fails to have the votes counted, any shareholder present in person or by proxy objects to the result announced by the Chairman of the meeting may demand that the votes be counted immediately after the declaration of the voting result, the chairman of the meeting shall have the votes counted immediately. In the event that the votes are counted at the General Meeting, the counting results shall be recorded in the minutes of the meeting.

- Article 51           The minutes of the General Meetings shall be recorded by the secretary to the Board of Directors and signed by directors, supervisors, secretary to the Board of Directors, the convener or their representative and host (Chairman of the meeting) attending the meeting. Resolutions passed at the General Meeting shall be produced in a summary of the meeting. Minutes and summaries of the meeting shall be produced in Chinese. The minutes of the meeting together with the attendance book for shareholders' signing and the proxy forms for proxies attending the meetings shall be kept at the domicile of the Company for a term not less than 10 years.
- Article 52           Copies of the minutes of meetings shall be made available and free of charge for inspection by shareholders during the business hours of the Company. If any Shareholder requests for a copy of any minutes, the Company shall send a copy to him within 7 days after receipt of reasonable charges.
- Article 53           In convening a General Meeting, the Company shall engage a lawyer to attend the General Meeting and provide opinions and announce the same on the following issues: (1) whether the convening and convening procedures of the General Meeting comply with the laws, administrative regulations and the Articles of Association; (2) whether the attendants and convener of the meeting are legal and eligible; (3) whether the voting procedures and voting results of the General Meeting are legal and valid; (4) legal opinions on other issues upon request by the Company.
- Article 54           The resolutions of the General Meeting shall be announced in a timely manner, and the announcement shall indicate the number of shareholders and proxies that attended the meeting, the total amount of their voting shares and its proportion to the total share capital carrying voting rights of the Company, and the voting method, voting results of each resolution and detailed contents of each passed resolution.
- Article 55           Where a proposal has not been adopted or the resolution of any previous General Meeting has been modified in the current General Meeting, a special explanation shall be given in the announcement on the resolutions of the General Meeting.



Article 56                      Where the proposals on the election of directors and supervisors have been adopted at the General Meeting, the terms of office of new directors and supervisors shall take effect on the date that resolutions of the General Meeting are passed.

## **CHAPTER VI SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS**

Article 57                      Shareholders holding different classes of shares shall be class shareholders.

Class shareholders shall enjoy the rights and assume obligations pursuant to the provisions of laws, administrative regulations and the Articles of Association.

Article 58                      Any variation or abrogation of the rights of any class of shareholders proposed by the Company may only come into effect upon the adoption of a special resolution at a General Meeting and approval by the affected shareholders of that class at a separate meeting held as required by the requirements of these Rules.

Article 59

The following circumstances shall be deemed to be variation or abrogation of the rights of shareholders of a certain class:

- (1) to increase or decrease the number of shares of a particular class, or increase or decrease the number of shares of another class having rights on voting, distribution or other privileges equal or superior to those of the shares of such class;
- (2) to effect an exchange of all or part of shares of such class into shares of another classes, or to effect an exchange of all or part of the shares of another classes into shares of such class, or grant a right of such exchange;
- (3) to remove or reduce rights to accrued dividends or cumulative dividends attached to shares of such class;
- (4) to reduce or remove the rights to a dividend preference or a liquidation preference to distribution of property attached to shares of such class;
- (5) to add, remove or reduce the rights to conversion, options, voting, transfer, pre-emptive rights to placement and acquire securities of the Company attached to shares of such class;
- (6) to remove or reduce rights to receive payment payable by the Company in particular currencies attached to shares of such class;
- (7) to create a new class of shares having rights on voting, distribution 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 add to such restrictions;
- (9) to issue subscription rights or share conversion rights for shares of such class or another class;
- (10) to increase the rights and privileges of shares of another class;
- (11) to restructure the Company where the proposed restructuring scheme will result in different classes of shareholders bearing a disproportionate burden of obligations of such restructuring;
- (12) to vary or abrogate the terms provided in this chapter.

## Article 60

Shareholders of the affected class, whether or not having the right to vote at the General Meeting, shall nevertheless have the right to vote at class meetings on matters concerning in clause (2) to (8) and (11) to (12) of Article 59 of these Rules, but interested shareholders shall not be entitled to vote at class meetings.

The interested shareholders mentioned in the preceding paragraph shall have the following meanings:

- (1) in the case of a repurchase of the Company's own shares by offers to all shareholders pro rata or a public dealing on a stock exchange in accordance with Article 31 of the Articles of Association, "interested shareholders" shall refer to the controlling shareholders as defined in Articles 59 of the Articles of Association;
- (2) in the case of a repurchase of its own shares by an off-market agreement in accordance with Article 31 of the Articles of Association, "interested shareholders" shall refer to the Shareholders to which the proposed agreement relates;
- (3) in the case of a restructuring plan of the Company, "interested shareholders" shall refer to shareholders within a class who bear liabilities less than the proportion burden imposed on other shareholders of that class or who have interests different from those held by Shareholders of the same class.

## Article 61

A resolution of the class meeting shall be passed by equities representing more than two-thirds of voting rights of shareholders present in the meeting.

Where any shareholder is, under the listing rules of the listing places of the Company as amended from time to time, required to abstain from voting on any particular resolution of a class meeting or restricted to voting only for or only against any particular resolution of a class meeting, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

Article 62                      Written notice of a class meeting convened by the Company shall be dispatched 45 days (including the date on which the meeting is held) prior to the date of the class meeting to all Shareholders of such class whose names appear on the register of members, specifying the matters to be considered and the date and place of the meeting. Shareholders who intend to attend the meeting shall serve on the Company written replies of their intention to attend 20 days prior to the date of the meeting.

If the number of voting shares at such meeting held by shareholders who intend to attend such meeting reaches more than one-half of the total number of voting shares of this class at such meeting, the Company may hold such class meeting; if this cannot be attained, the Company shall further notify the shareholders by way of announcement within 5 days thereof specifying the matters to be considered and the date and place of the meeting. After such announcement has been given, the Company may then hold the class meeting.

Article 63                      Notices of the class meeting only need to be served on shareholders entitled to vote thereat.

The procedures for holding the class meeting shall be similar to those for holding the General Meeting as far as possible, and the provisions in the Articles of Association relating to the procedures for a General Meeting shall apply to the class meeting.

Article 64                      Save for shareholders of shares of other classes, the holders of domestic shares and holders of overseas-listed foreign-investment shares are deemed to be different classes of shareholders.

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

- (1) where the Company issues, upon approval by a special resolution at a General Meeting, domestic shares and overseas-listed foreign shares once every 12 months, either separately or concurrently, and the respective numbers of domestic shares and overseas-listed foreign-investment shares proposed to be issued do not exceed 20% of the respective numbers of the issued domestic shares and overseas-listed foreign shares;

- (2) where the Company's plan to issue domestic shares and overseas listed foreign-investment shares at the time of incorporation is carried out within 15 months from the date of approval by the securities regulatory authorities of the State Council.

## **CHAPTER VII AUTHORIZATION TO THE BOARD OF DIRECTORS BY GENERAL MEETING**

Article 65                The General Meeting may grant authorization to the Board of Directors by passing resolutions.

Article 66                Issues which require approval by General Meeting as stipulated by laws, administrative regulations, departmental rules, relevant regulations of the securities regulatory authorities of the places where the shares of the Company are listed as well as the Articles of Association shall be considered at the General Meeting in order to protect the decision-making power of the Shareholders of the Company. Under necessary, reasonable and legal circumstances, the General Meeting may authorize the Board of Directors to determine specific issues relating to matters which shall be resolved but cannot or is unnecessary to be decided upon immediately at such General Meeting. An authorization to the Board of Directors by the General Meeting that falls into the scope of an ordinary resolution shall be approved by Shareholders (including their proxies) representing more than half of the voting rights present at the General Meeting. An authorization to the Board of Directors that falls into the scope of a special resolution shall be approved by shareholders (including their proxies) representing not less than two-thirds of the voting rights present at the General Meeting. The contents of the authorization shall be clear and specific.

Article 67                When deciding on issues so authorized, the Board of Directors shall discuss and verify the matters thoroughly and may appoint intermediaries to provide advice, if necessary, to ensure scientific and reasonable decision-making on the matters.

The Board of Directors, in the course of decision-making of authorized issues, shall fulfill its obligation of information disclosure, and be under the supervision of shareholders, the supervisory committee and relevant securities regulatory authorities on its own initiative.

Article 68                      The Board of Directors shall complete the dividend (or share) distribution (or conversion of cash) within 2 months in which the proposal of profit distribution and conversion of capital reserve to share capital is passed at the General Meeting.

## **CHAPTER VIII SUPPLEMENTARY PROVISIONS**

Article 69                      For any matters not contained herein or any discrepancies between these Rules and the relevant laws, administrative regulations, other relevant normative documents, listing rules of the listing places of the Company and the provisions of the Articles of Association, the laws, administrative regulations, other relevant normative documents, listing rules of the listing places of the Company and the provisions of the Articles of Association shall prevail.

Article 70                      These Rules forms an appendix to the Company's Articles of Association. These Rules is prepared by the Board of Directors, and shall become effective after being approved by the General Meeting by way of a special resolution. Any modification to these Rules shall be made through an amendment proposed by the Board of Directors and submitted to the General Meeting for approval by way of a special resolution. The Board of Directors is authorized to interpret these Rules by the General Meeting.