

*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

#### CHAPTER I GENERAL PROVISIONS

Article 1 To regulate the activities of Aluminum Corporation of China Limited (the “**Company**”), and to ensure that the Shareholders' Meeting exercises its powers and functions in accordance with the law, the Company formulated these Rules in accordance with laws, regulations, rules and normative documents such as the Company Law of the People's Republic of China (the “**Company Law**”), the Securities Law of the People's Republic of China, the Guidelines on Articles of Association of Listed Companies, the Guidelines for the Governance of Listed Companies and the Rules of Shareholders' 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 and The Stock Exchange of Hong Kong Limited) (hereafter as “**Relevant Listing Rules**”) as well as the Articles of Association of Aluminum Corporation of China Limited (the “**Articles of Association**”).

These Rules shall apply to the convening, proposing, notifying and convening of the Shareholders' Meeting of the Company.

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

The Company shall convene Shareholders' Meeting in strict accordance with the relevant provisions of the laws, administrative regulations, the Articles of Association and the Rules to ensure that shareholders are able to exercise their rights in accordance with the law.

## **CHAPTER II    GENERAL PROVISIONS OF SHAREHOLDERS' MEETINGS**

- Article 3                      The Shareholders' Meeting may exercise the following functions and powers:
- (1)    to elect and remove directors (other than employee directors) and to fix the remuneration of the relevant directors;
  - (2)    to examine and approve the reports of the Board of the Directors;
  - (3)    to examine and approve the profit distribution plans and loss recovery plans of the Company;
  - (4)    to adopt resolutions on any increase or reduction of registered capital by the Company;
  - (5)    to adopt resolutions on matters such as merger, division, dissolution and liquidation of the Company;
  - (6)    to adopt resolutions on the issue of bonds of the Company;
  - (7)    to adopt resolutions on the appointments, dismissals or non-reappointments of accounting firms engaged in the audit work of the Company;
  - (8)    to amend the Articles of Association;
  - (9)    to make decisions on purchase or sale of substantial assets within one year of which the amount exceed 30% of the Company's latest audited total assets;
  - (10)   to make decisions on guarantee matters subject to review and approval by Shareholders' Meeting as required by laws, administrative regulations, departmental rules and the Article of Association of the Company;
  - (11)   to examine and approve changes of purpose of the funds raised;
  - (12)   to consider and approve the employee stock ownership plan, stock incentive plan or other share-based compensation (such as allotment or share options, etc.) granted to employees;

- (13) other matters the resolutions concerning which shall be made by the Shareholders' Meeting, as stipulated by laws, administrative regulations, department rules and the Articles of Association of the Company.

The Shareholders' Meeting may delegate or entrust relevant matters to be handled by the Board of Directors. The Shareholders' Meeting may delegate resolution on the issuance of corporate bonds to the Board of Directors.

#### 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 Shareholders' Meeting for review and approval:

- (1) any guarantee provided after the gross amount of guarantees offered by the Company and its controlled subsidiaries has 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 external guarantees of the Company have exceeded 30% of its latest audited total assets;
- (6) any guarantee provided by the Company within one year of which the amount exceeds 30% of its latest audited total assets;
- (7) other guarantee matters to be submitted to Shareholders' Meeting for review and approval as required by laws, administrative regulations and the Articles of Association of the Company.

A director, general manager 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, departmental rules and the Articles of Association, are required to be approved by the Shareholders' Meetings, shall be considered at the Shareholders' Meetings so as to protect the decision-making power of the shareholders of the Company on such matters. Under lawful, necessary and reasonable circumstances, the Shareholders' Meeting may authorize the Board of Directors to determine, within the scope of authorization granted by such Shareholders' Meeting, specific issues relating to matters which shall be resolved but cannot be decided upon immediately at such Shareholders' Meeting.

An authorization to the Board of Directors by Shareholders' 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 Shareholders' 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 Shareholders' 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, general manager and other senior management without the prior approval of the Shareholders' 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

Shareholders' Meetings can be annual Shareholders' Meetings or extraordinary Shareholders' Meetings. Annual Shareholders' 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 Shareholders' 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 convene an extraordinary shareholders' meeting within two months after the occurrence of any of the following circumstances:

- (1) the number of directors is less than the number required by the Company Law or less than two-thirds of the number prescribed by the Articles of Association;
- (2) the uncovered losses reach one third of the Company's total share capital;
- (3) where requested by shareholder(s) holding, independently or collectively, 10% or more of the Company's shares (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;
- (5) the audit committee of the Board of Directors (the "**Audit Committee**") proposes to convene a meeting;
- (6) other circumstances stipulated by laws, administrative regulations, departmental rules or the Articles of Association.

## Article 8

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

### **CHAPTER III CONVENING OF SHAREHOLDERS' MEETINGS**

Article 9                   The Board of Directors shall hold the Shareholders' Meeting within the requirement stipulated under these rules of procedures and the Articles of Association.

The Board of Directors of the Company shall diligently fulfill its responsibilities, organizing Shareholders' Meeting in a conscientious and timely manner. All directors of the Company shall exercise due diligence to ensure the proper convening of Shareholders' Meeting and the lawful exercise of their functions and powers.

Article 10                 In the case where independent directors, Audit Committee or shareholders alone or together holding at least 10 percent of the Company's shares request to call an extraordinary Shareholders' Meeting or classified shareholders' 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 Shareholders' Meeting or a Shareholders' 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 Shareholders' Meeting.
- (2) when the Board of Directors agrees to convene the extraordinary Shareholders' 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 Shareholders' Meeting requisitioned by independent directors, it shall give reasons and make announcements thereof.

- (4) when the Board of Directors rejects the Audit Committee's request for convening an extraordinary Shareholders' 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 Shareholders' Meetings, in which case the Audit Committee 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 Shareholders' Meetings
- (5) when the Board of Directors rejects request for convening an extraordinary Shareholders' Meeting by shareholders holding individually or collectively more than 10% of the Company's shares, or does not reply within 10 days upon receipt of the request, the shareholders holding individually or collectively more than 10% of the Company's shares shall propose in writing to the Audit Committee to request the holding of the meeting.
- (6) If the Audit Committee agrees to hold the meeting, it shall send the Shareholders' Meeting notice within 5 days after receiving the shareholders' proposal, and the changes to the original request as included in the notice shall be subject to consent of the relevant shareholders.
- (7) If the Audit Committee fails to send the Shareholders' Meeting notice within the specified time limit, it will be deemed as failing to convene and chair the meeting, in which case shareholders who have held, individually or collectively, more than 10% of the Company's shares for more than ninety consecutive days may independently convene and host the meeting. Wherever possible, the convening procedure shall be the same as that observed by the Board of Directors when convening Shareholders' Meetings. 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 Shareholders' Meeting.

When the Audit Committee or shareholders itself/themselves convene a Shareholders' Meeting, the Board of Directors shall be informed in written notice; the filing procedures shall be handled at the stock exchanges in accordance with the applicable requirements. The Audit Committee or the shareholders shall submit the relevant supporting materials to the stock exchanges when issuing the notice of the Shareholders' Meeting and the announcement of the resolution of the Shareholders' Meeting.

For Shareholders' Meetings convened by the Audit Committee or by the shareholders themselves, the Board of Directors and the Secretary to the Board of Directors shall give their cooperation. The Board of Directors shall provide the register of shareholders as of the date of record. The reasonable expenses incurred by such meetings shall be borne by the Company and shall be deducted from the sums owed by the Company to the negligent directors (if any).

#### **CHAPTER IV PROPOSALS AND NOTICES OF SHAREHOLDERS' MEETINGS**

Article 11                      Proposals before any Shareholders' Meeting shall be specific motions on matters to be discussed at the Shareholders' Meeting. A motion proposed at the Shareholders' 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 Shareholders' 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 Shareholders' Meeting, the Board of Directors, the Audit Committee and the shareholder(s) independently or collectively holding more than 1% of the Company's shares shall have the right to present proposals to the Company.



A shareholder independently or collectively holding more than 1% of the Company's shares may submit provisional proposals and submit them to the Shareholders' Meeting convener in writing prior to the meeting. The convener shall send a supplementary notice of the Shareholders' Meeting to announce such provisional proposals within 2 days after receipt thereof and submit the provisional proposal to the Shareholders' Meeting for consideration, and the announcement of the provisional proposal shall be made at least 10 trading days prior to the convening of the Shareholders' Meeting. Unless the provisional proposal violates the laws, administrative regulations, or the provisions of the Articles of Association, or is not within the scope of authority of the Shareholders' Meeting.

Except as provided by the preceding paragraph, the convener of a Shareholders' 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 Shareholders' Meeting.

#### Article 13

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

The Shareholders' 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

An announcement of a Shareholders' Meeting to be held by the Company shall be given by the convener 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 Shareholders' Meeting shall deliver a written reply slip confirming his intention to attend the meeting to the Company on the date set forth in the announcement.

For the holders of domestic shares, notice of a Shareholders' Meeting shall be delivered by way of public announcement. The notice announcement shall be published on the website of the Shanghai Stock Exchange, one or more newspapers or periodicals designated by the securities regulatory authority of the State Council and the website of the Company. Once the announcement is made, all the holders of domestic shares shall be deemed to have received the notice of the relevant Shareholders' Meeting.

For holders of H Shares, notice of a Shareholders' Meeting may be delivered or provided to holders of H shares by electronic means or publication of announcement on a website, subject to laws, regulations and the Relevant Listing Rules of the place where the Company's shares are listed.

The Company shall calculate the number of voting shares represented by shareholders who intend to attend a Shareholders' Meeting on the basis of the written replies it has received before the date of the Shareholders' Meeting.

#### Article 15

A notice of the Shareholders' Meeting shall meet the following requirements:

- (1) it shall be in written form;
- (2) it shall specify the place, time and term of the meeting;
- (3) it shall state the matters and proposals 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, 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, general 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 all shareholders of ordinary shares (including shareholders of preference shares with restored voting rights) are entitled to attend the Shareholders' Meeting, and may appoint proxies in writing to attend and vote at the meeting on their behalves and that such proxies need not be shareholders of the Company;
- (8) it shall state the date and place for the delivery of the proxy forms for the meeting;
- (9) it shall specify the date of registration of shares for shareholders who are entitled to attend the Shareholders' Meeting. The interval between the date of registration of shares and the date of the meeting shall not be more than seven business days. Once the date of registration of shares is confirmed, no change may be made thereto;
- (10) it shall provide name and telephone number of the standing contact person for committee administration;
- (11) it shall specify the time and procedures for voting online or by other means. The time to start voting at a Shareholder's Meeting held over internet or by other means shall not be earlier than 3:00 p.m. of the day preceding the date of the physical Shareholders' Meeting but not later than 9:30 a.m. of the date of the physical Shareholders' Meeting, and shall not conclude earlier than 3:00 p.m. of the date of the physical Shareholders' Meeting.

- Article 16                      Where the elections of directors shall be considered at the Shareholders' Meetings, the detailed biographies of candidates for the directors shall be fully disclosed in the notice of the Shareholders' Meeting, which shall include at least the following information:
- (1)    personal information such as educational background, work experiences and part-time employments;
  - (2)    related party relationship, if any, with the Company, or the controlling shareholder(s) and the de facto controller;
  - (3)    the number of shares in the Company held;
  - (4)    penalties by the China Securities Regulatory Commission and other relevant authorities and censures by the stock exchanges.

Except for the election of directors via the accumulative voting mechanism, the election of each director candidate shall be put forward by a single proposal.

- 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 Shareholders' Meeting, the Shareholders' Meeting shall not be postponed or cancelled without proper reasons, and the proposals set out in the notice of the Shareholders' 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 V    CONVENING OF SHAREHOLDERS' MEETINGS**

- Article 19                      The Board of Directors of the Company and other conveners shall be responsible to safeguard the proper order of the Shareholders' 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 Shareholders' Meeting, stirring up fights and causing troubles, or infringing upon shareholders' legal rights and interests.

## Article 20

All shareholders registered on the share registration date or their proxies of the Shareholders' Meeting shall be entitled to attend the Shareholders' Meeting, which shall not be denied by the Company and the convener for any reason. Shareholders may attend the Shareholders' Meeting in person or appoint a proxy to attend and vote on their behalf.

Any shareholder entitled to attend and vote at the Shareholders' 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.

Where a shareholder entrusts a proxy to attend the Shareholders' Meeting, it shall specify the matters, authority and time limit entrusted to the proxy. The proxy shall submit the power of attorney of shareholders to the Company and exercise the right to vote within the scope of authorization.

## 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

The instrument appointing a voting proxy shall be deposited at the domicile of the Company or at such other place as specified in the notice of the meeting within 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours prior to the specified time of the vote. If the instrument is signed by another person authorized by the principal, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be deposited together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.

If the principal is a legal person, its legal representative or the person authorized by a resolution of the Board of Directors or other decision-making body shall attend the Shareholders' Meeting of the Company as the representative of such legal person.

Where the shareholder is a recognised clearing house (or its proxy) within the meaning of the Securities and Futures Ordinance of Hong Kong, the shareholder may authorise a representative of the Company or one or more persons as it thinks fit to act as its representative (s) at any Shareholders' Meeting or any class meeting of shareholders or creditors' meeting provided that the proxy (ies) shall have the same statutory rights as other shareholders, including the right to speak and vote; however, if more than one person is so authorised, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorised. The persons so authorised may exercise the rights on behalf of the recognized clearing house (or its agent) as if they were the individual shareholders of the Company.

## 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 Shareholders' 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 Shareholders' Meeting shall fully disclose the results of the voting of non-connected shareholders on the transactions.
- When significant matters that could affect the interests of small and medium-sized investors are to be considered at the Shareholders' Meeting, the votes by small and medium-sized investors shall be counted separately, and the results of such separate vote counting shall be disclosed promptly.
- Article 26                   Individual shareholders who attend the meeting in person shall present their personal identification documents or other valid documents or certificates that can indicate their identity and shareholding certificates. If a proxy attends the Shareholders' 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 and shareholding certificates.

Legal person corporate shareholders shall be represented at the meeting by the legal representative or the proxy appointed by the legal representative. If the legal representative of a legal person corporate shareholder attends the meeting, the legal representative shall provide his or her identification documentation, valid certificate proving his or her qualification as a legal representative and shareholding certificates. If appointing a proxy to attend the meeting, that proxy should produce his or her identification documentation and the instrument signed by the relevant legal representative and shareholding certificates. 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 and shareholding certificates, 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, shareholders holding more than 1% of the voting shares or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may act as soliciting parties, either by themselves or by entrusting securities companies or securities service institutions, to publicly request shareholders to appoint them to attend the Shareholders' Meeting on their behalf, and to exercise shareholders' rights such as proposal rights and voting rights on their behalf. The soliciting parties shall disclose the solicitation announcement and relevant solicitation documents in accordance with the law and regulations, and the Company shall provide assistance. The soliciting parties shall not publicly solicit shareholders' rights in a paid or disguised paid manner. If the soliciting parties openly collect the rights of the Company's shareholders, the soliciting parties 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 Shareholders' Meeting, all directors and the secretary to the Board of Directors shall attend the Shareholders' Meeting. General manager and other senior management members shall also be present at the meeting.
- Article 30                   The Chairman of the Board of Directors is the host and is the chairman of the Shareholders' Meeting. Should the chairman of the Board of Directors be unable to or fail to perform his or her duties or attend the Shareholders' Meeting, the director elected by more than half of the directors should serve as the host and chairman of the Shareholders' Meeting, shareholders attending the Shareholders' Meeting should elect a person to serve as the Chairman of the Shareholders' Meeting. If for any reason the shareholders are unable to elect a chairman, the shareholder holding the largest number of voting shares and attending the meeting (whether in person or by proxy) shall preside over the meeting.
- In a Shareholders' Meeting directly called by the Audit Committee, the Chairman of the Audit Committee serves as the host of the meeting. Should the Chairman of the Audit Committee be unable or fail to perform his or her duties, a member nominated by more than half of the members should serve as the host and chairman of the Shareholders' Meeting.
- In a Shareholders' Meeting directly called by shareholders, the convener or a representative nominated by him/her should host the Shareholders' Meeting.
- During the course of a Shareholders' 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 Shareholders' Meeting may elect one individual to be the Chairman of the meeting and the meeting shall continue.

- Article 31 During the annual Shareholders' Meeting, the Board of Directors shall respectively give a report on their work in the previous year to the Shareholders' Meeting, and independent directors of the Company shall also make his duty report correspondingly.
- Article 32 Directors and senior management members shall make response to and give explanation of the inquiries and suggestions made by shareholders at the Shareholders' 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 The convener shall ensure that a Shareholders' Meeting is held continuously until final resolutions have been reached. In the event that the Shareholders' 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 local office of the CSRC in the locality of the Company and the stock exchanges.

## **CHAPTER VI VOTING AND RESOLUTION OF SHAREHOLDERS' MEETINGS**

- Article 35 When shareholders (including proxies) vote at the Shareholders' Meeting, they shall exercise their voting rights according to the number of voting shares that they represent. Except for the cumulative voting system adopted by the directors provided in Article 110 of these Articles of Association, each share shall have one vote. No voting rights shall be attached to the Company shares held by the Company, and such shares shall not be counted among the total number of voting shares present at the Shareholders' Meeting.
- Subject to the applicable listing rules as amended from time to time, where any shareholder is required to abstain from voting on any particular matter being considered or restricted to voting only for or only against any particular matter being considered, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

If the purchase of the voting shares of the Company by a shareholder violates the provisions of paragraphs 1 and 2 of Article sixty-three of the Securities Law, such shares in excess of the prescribed proportion shall not exercise the voting rights within thirty-six months after the purchase, and shall not be included in the total number of voting shares represented by shareholders attending the Shareholders' Meeting.

Article 36

When voting at the election of two or more directors, the Shareholders' Meeting shall adopt the cumulative voting system in accordance with the Relevant Listing Rules and the Articles of Association.

The cumulative voting system referred to in the preceding paragraph means that when two or more directors (distinguishing between non-independent and independent directors) are elected at the Shareholders' Meeting, each share held by shareholders has the same number of voting rights as the number of directors (distinguishing between non-independent and independent directors) to be elected and the voting rights owned by shareholders may be cumulatively used, or may distribute the votes for electing several persons.

Article 37

Resolutions of the Shareholders' Meeting are divided into ordinary resolutions and special resolutions.

The ordinary resolutions of a Shareholders' 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 Shareholders' 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 express one of the following opinions on the proposals submitted for voting: for, against or abstention.

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 38                    The voting at the Shareholders' Meeting shall be conducted by a registered poll.
- Before voting on a resolution at the Shareholders' Meeting, two shareholder representatives shall be elected as vote counters and scrutinizers.
- When voting on a resolution at the Shareholders' Meeting, lawyers, shareholder representatives and organizations or persons qualified for vote counting as stipulated in the Relevant Listing Rules shall be jointly responsible for vote counting and scrutinizing. Any shareholders or their proxies who are related to the matter to be considered shall not participate in vote counting or scrutinizing.
- The voting results of the resolutions at the Shareholders' Meetings shall be recorded in the minutes of the meeting.
- Shareholders of the Company or their proxies who cast their votes online or by other means shall have the right to check the results of their votes by way of the pertinent voting system.
- Article 39                    The Company may use various means to facilitate shareholders' participation in the Shareholders' Meetings, the use of modern information technology, such as the provision of an online voting platform as a prioritized means, provided that the legality and validity of the Shareholders' Meeting is assured.
- The same voting right shall only be exercised by one of the voting means including on-site, via internet or by other means (if any). In the event that the same voting right has been exercised repeatedly, the results of the first voting shall prevail.
- Article 40                    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 41                    The following matters shall be passed by ordinary resolutions of a Shareholders' Meeting:
- (1) to elect and change directors (other than employee directors) and decide on matters concerning the remuneration of directors;

- (2) to consider and approve reports of the Board of Directors;
- (3) to consider and approve the Company's profit distribution plans and plans for making up losses;
- (4) to pass resolutions on the engagement, dismissal or non-renewal of the engagement of accounting firms engaged in the audit work by the Company;
- (5) to consider and approve changes in the use of raising funds;
- (6) the matters other than those required by laws, administrative regulations or the Articles of Association to be passed by special resolutions.

Article 42

The following matters shall be passed by special resolutions of a Shareholders' 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 or the authorization to the Board of Directors to resolve on the issue of corporate bonds;
- (3) the division, split, merger, dissolution and liquidation;
- (4) the amendments to the Articles of Association;
- (5) the amendments to the rights of holders of any class of shares;
- (6) to resolve on any purchase or sale of substantial assets or any guarantee provided to others by the Company of which the amount exceeds 30% of the Company's latest audited total assets within one year;
- (7) employee shareholding schemes, equity incentive schemes or other share-based compensation (such as allotment or share options, etc.) granted to employees;
- (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 43

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

Any resolution of the Shareholders' Meeting of the Company that violates laws or administrative regulations shall be invalid.

The controlling shareholders and de facto controllers of the Company shall not restrict or impede small and medium-sized investors from exercising their voting rights in accordance with the law, and shall not prejudice the legitimate rights and interests of the Company and small and medium-sized investors.

In the event that the convening procedure or voting method of the Shareholders' Meeting is in violation of laws, administrative regulations or the Articles of Association, or resolution of which violates the Articles of Association, any shareholder is able to ask the People's Court to overturn it within 60 days after the resolution was made; However, unless there is only a slight defect in the procedure of convening or the method of voting at the Shareholders' Meetings, which has no substantive impact on the resolution.

Where relevant parties such as the Board or the shareholders dispute the qualifications of the convenor, the convening procedures, the legality of the contents of the proposal, or the validity of a resolution passed at the Shareholders' Meetings, they should file a lawsuit to the People's Court in a timely manner. Before the People Court hands down any judgement or ruling as rescinded the resolution, the relevant parties shall implement the resolution of the Shareholders' Meetings. The Company, the directors and senior management shall diligently perform their duties and promptly implement the resolutions of the Shareholders' Meetings to ensure the normal operation of the Company.

Where the People's Court has handed down a judgement or ruling on the relevant matter, the Company shall fulfill the obligation of information disclosure in accordance with the laws, administrative regulations and the requirements of the CSRC and stock exchanges, which shall include a full account of the impact, and shall actively implement in compliance with such judgement or ruling after the same comes into effect. Where rectification of previous executed matters is involved, such rectification shall be promptly processed and the obligation of information disclosure shall be fulfilled accordingly.

Article 44

In the event of one of the following circumstances, a resolution of the Shareholders' Meeting shall not be valid:

- (1) The resolution has been made without the convening of a Shareholders' Meeting;
- (2) The resolution has been made without voting at the Shareholders' Meeting;
- (3) The number of persons attending or votes represented at the meeting does not reach the number of persons attending or votes represented as stipulated under the Company Law or the Articles of Association;
- (4) The number of persons attending or votes represented at the meeting voting in favour of the matter to be resolved does not reach the number of persons attending or votes represented as stipulated under the Company Law or the Articles of Association.

Article 45

The Company shall announce the resolutions passed at the Shareholders' Meeting in accordance with the applicable laws and relevant requirements of the stock exchange(s) on which the Company's shares are listed. 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, the attendance of the directors and the secretary of the Board of Directors of the Company, and the voting method and voting results of each resolution.



- Article 46                      The conclusion of on-site Shareholders' Meeting shall not be earlier than the Shareholders' Meeting via internet or by other ways.
- 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 Shareholders' Meeting, online or by other means shall be obliged to keep the voting results confidential.
- Article 47                      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.
- Article 48                      Shareholders' Meeting shall have minutes, which shall be taken by the secretary of 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, general manager and other senior management members of the Company attending or present at the meeting;
  - (3) the number of holders of domestic shares (including their proxies) and holders of overseas-listed foreign-investment shares (including their proxies) attending the meeting, the total number of shares carrying voting rights held by them 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.

The convener shall ensure the truthfulness, accuracy and completeness of the minutes of the meeting. Directors, the secretary to the Board of Directors, the convener or his or her representative, and the convenor (Chairman of the meeting) attending the meeting shall sign the minutes of the meeting.

Resolutions passed at the Shareholders' Meeting shall be produced in resolutions of the meeting. Minutes and resolutions of the meeting shall be produced in Chinese. The minutes and resolutions of the meeting together with the attendance book for attending shareholders' signing and the proxy forms for proxies attending the meeting, valid information of voting on the internet and other voting methods (if any), shall be kept at the domicile of the Company for a term not less than 10 years.

Article 49                      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 50                      In convening a Shareholders' Meeting, the Company shall engage a lawyer to attend the Shareholders' Meeting and provide opinions and announce the same on the following issues: (1) whether the convening and convening procedures of the Shareholders' Meeting comply with the laws, administrative regulations, the relevant requirements of the securities regulation authorities in the listing places 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 Shareholders' Meeting are legal and valid; (4) legal opinions on other issues upon request by the Company.

Article 51                      Where a proposal has not been adopted or the resolution of any previous Shareholders' Meeting has been modified in the current Shareholders' Meeting, a special explanation shall be given in the announcement on the resolutions of the Shareholders' Meeting.

Article 52                   Where the proposals on the election of directors have been adopted at the Shareholders' Meeting, the terms of office of new directors shall take effect on the date that resolutions of the Shareholders' Meeting are passed.

Article 53                   When the Shareholders' Meeting has passed proposals regarding cash distribution, bonus issue or conversion of capital reserve to share capital, the Company shall implement the specific proposals within two months after the conclusion of this Shareholders' Meeting.

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

Article 54                   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 55                   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 Shareholders' Meeting and approval by the affected shareholders of that class at a separate meeting held as required by the requirements of these Rules.

Article 56                   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 57

Shareholders of the affected class, whether or not having the right to vote at the Shareholders' 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 56 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 30 of the Articles of Association, "interested shareholders" shall refer to the controlling shareholders as defined in Articles 49 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 30 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 58

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 59

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 60

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 Shareholders’ Meeting as far as possible, and the provisions in the Articles of Association relating to the procedures for a Shareholders’ Meeting shall apply to the class meeting.

Article 61                      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 Shareholders' 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 VIII    AUTHORIZATION TO THE BOARD OF DIRECTORS BY SHAREHOLDERS' MEETING**

Article 62                      The Shareholders' Meeting may grant authorization to the Board of Directors by passing resolutions.

Article 63                      Issues which require approval by Shareholders' 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 Shareholders' Meeting in order to protect the decision-making power of the Shareholders of the Company. Under necessary, reasonable and legal circumstances, the Shareholders' 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 Shareholders' Meeting. An authorization to the Board of Directors by the Shareholders' 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 Shareholders' 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 Shareholders' Meeting. The contents of the authorization shall be clear and specific.

Article 64                      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 Audit Committee and relevant securities regulatory authorities on its own initiative.

## **CHAPTER IX    SUPPLEMENTARY PROVISIONS**

Article 65                      For any matters not contained herein or any discrepancies between these Rules and the relevant laws, administrative regulations, rules, normative documents, listing rules of the listing places of the Company and the provisions of the Articles of Association, the laws, administrative regulations, rules, normative documents, listing rules of the listing places of the Company and the provisions of the Articles of Association shall prevail.

Article 66                      These Rules form an appendix to the Company's Articles of Association, and shall be formulated by and interpreted by the Board of Directors of the Company.

Article 67                      These Rules shall come into force upon the approval by a special resolution at the Shareholders' Meeting of the Company.