



CHINA COMMUNICATIONS CONSTRUCTION COMPANY LIMITED

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

RULES OF PROCEDURES FOR GENERAL MEETINGS OF THE SHAREHOLDERS

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Chapter I General Provisions

Article 1 With a view to safeguarding the legitimate rights and interests of China Communications Construction Company Limited (the “**Company**”), specifying the functions and powers of general meetings, and ensuring the general meetings to be operated stably, orderly and normatively and to lawfully exercises its functions, the Rules are hereby established pursuant to the Company Law of the People’s Public of China (the “**Company Law**”), the Securities Law of the People’s Public of China, the Rules for General Meetings of Listed Companies, the Guiding Opinions of the State Council on the Experimental Development of Preference Shares, the Experimental Administrative Measures on Preference Shares, and other relevant laws and regulations as well as the Articles of Association of China Communications Construction Company Limited (the “**Articles of Association**”).

Article 2 The Rules apply to the general meeting of the Company and shall be binding on the Company, all the shareholders, authorized proxies of the shareholders, directors, president and other senior management members of the Company as well as other relevant personnel present at the general meeting. The general meetings shall exercise its duties and powers within the scope prescribed in the Company Law and the Articles of Association.

Article 3 General meetings include annual general meeting and extraordinary general meeting. The annual general meeting shall be convened each year, and held within six months after the end of the previous fiscal year. The extraordinary general meeting shall be convened on an irregular basis, and an extraordinary general meeting shall be held within two months after the circumstances for convening the extraordinary general meeting as set out in Article 113 of the Company Law and the Articles of Association have occurred.

In case of failure to convene the general meeting within the timeframe stated above, the Company shall report to the local representative office of CSRC of the place where the Company is located and the Shanghai Stock Exchange, the Hong Kong Stock Exchange, to illustrate the reasons and publish relevant announcement.

Article 4 The Board of Directors of the Company shall strictly comply with various requirements of the Company Law and other relevant laws and regulations as well as the Articles of Association on the convening of general meeting, and shall properly organise the general meeting in a conscientious manner and on schedule. All directors of the Company have fiduciary duties to ensure that the general meeting is convened in order, and shall not obstruct the general meeting from exercising its duties and powers pursuant to law.

The directors present at the meeting shall perform their duties and responsibilities in good faith, and shall ensure that the contents of the resolutions passed at the meeting are true, complete and accurate, and that words and expressions which are open to different interpretations shall not be used.

Article 5 All shareholders holding voting shares of the Company legally and effectively are qualified for attending the general meeting in person or by proxy, and are entitled to all rights in accordance with laws and the Rules, which include right of access, right to speak, inquiry right and voting right.

Shareholders and proxies attending the general meeting shall observe requirements of relevant laws and regulations, the Articles of Association and the Rules, and maintain the order of the meeting, and shall not infringe legitimate interest of other shareholders.

Article 6 The secretary of the Board of Directors is responsible for preparation and organisation of the general meeting.

Article 7 In convening a general meeting, the principle of cost-saving and simplicity shall be adhered to. No extra economic benefits shall be given to the shareholders (or their authorised proxies) present at the meeting.

Article 8 When the Company holds a general meeting, a lawyer shall be engaged to present a legal opinion on the following matters and make an announcement:

- (1) whether or not the procedures for convening and holding the meeting are in compliance with laws, administrative regulations, the Rules and the Articles of Association;
- (2) whether or not the qualifications of the attendees and convenor of the meeting are lawful and valid;
- (3) whether or not the voting procedures at the meeting and the voting results are lawful and valid;
- (4) legal opinions on other relevant matters at the request of the Company.

Chapter II Duties and Powers of the General Meeting

Article 9 The general meeting of the Company comprises all shareholders. The general meeting shall be the Company's authority and shall exercise the following duties and powers according to law:

- (1) elect and replace directors and decide on the remuneration of directors;
- (2) consider and approve the report of the Board of Directors;
- (3) consider and approve the Company's profit distribution plan and loss recovery plan;
- (4) except as provided in the Articles of Association, make a resolution on the increase or decrease of the registered capital of the Company;
- (5) make a resolution on the issuance of corporate bonds, or authorize the Board of Directors to make a resolution on the issuance of corporate bonds;
- (6) make a resolution on the merger, division, dissolution or liquidation of the Company, or on the change in the type of the Company;
- (7) amend the Articles of Association;
- (8) make a resolution on the Company's engagement or dismissal of an accounting firm that undertakes the Company's auditing business;
- (9) consider and approve the guarantees prescribed in Article 10 of the Rules ;
- (10) consider and approve the Company's purchase or sale of major assets (including equity interests) within one year in excess of thirty percent of the Company's latest audited total assets;
- (11) consider and approve changes in the use of proceeds;
- (12) consider and approve an equity incentive plan and employee stock ownership plan;
- (13) consider and approve major transactions that are subject to the resolution by the general meeting in accordance with the regulatory rules of the place of listing;
- (14) consider and approve connected transactions that are subject to the resolution by the general meeting in accordance with the regulatory rules of the place of listing;
- (15) consider and approve financial assistance that is subject to the resolution of the general meeting in accordance with the regulatory rules of the place of listing;

- (16) consider other matters on which resolutions shall be made by a general meeting as required by the laws and regulations of the place where the Company's shares are listed or the relevant rules of the securities regulatory authorities or stock exchanges or the Articles of Association.

Except as provided in the laws and regulations of the place where the Company's shares are listed or the relevant rules of the securities regulatory authorities or stock exchanges or the Articles of Association, none of the above duties and powers of a general meeting may be exercised by the Board of Directors, other organizations or individuals on its behalf by means of authorization.

Article 10 The following external guarantees by the Company shall be considered and approved by a general meeting:

- (1) any guarantee provided after the total amount of external guarantees by the Company and its holding subsidiaries exceed fifty percent of the latest audited net assets;
- (2) any guarantee provided after the total amount of external guarantees by the Company and its holding subsidiaries exceed thirty percent of the latest audited net assets;
- (3) any guarantee provided by the Company to others with a guaranteed amount in excess of thirty percent of the latest audited total assets of the Company on a cumulative basis within consecutive twelve months;
- (4) any guarantee provided for a target party whose asset-liability ratio is over seventy percent;
- (5) any guarantee with a single guaranteed amount in excess of ten percent of the latest audited net assets;
- (6) any guarantee provided to shareholders, de facto controllers and their connected parties;
- (7) other guarantees that shall be considered by a general meeting as required by the regulatory authorities or the stock exchange of the place where the shares of the Company are listed.

The term "external guarantees" abovementioned shall mean guarantees provided by the Company to others, including the guarantees provided by the Company to its holding subsidiaries. The expression "the total amount of external guarantees by the Company and its holding subsidiaries" shall mean the sum of the total amount of the Company's external guarantees comprising the guarantees provided by the Company for its holding subsidiaries, plus the total amount of external guarantees provided by the holding subsidiaries of the Company.

Chapter III Authorization of the General Meeting

Article 11 Matters which shall be determined by the general meeting according to the laws, regulations and the Articles of Association must be discussed by the general meeting in order to protect the shareholders' right of decision on those matters.

Article 12 To ensure and enhance the stable and efficient daily operation of the Company, except as provided in the Articles of Association, the general meeting may also grant a special mandate to authorize the Board of Directors to exercise the decision-making right on matters within the jurisdiction of the general meeting such as issuance of shares, repurchase of shares, issuance of corporate bonds, foreign investment, acquisition and sale of assets, asset mortgages, external guarantees, entrusted financial management, connected transactions, external donations, etc., unless the laws and regulations, the regulatory rules of the place where the Company is listed, the Articles of Association and Article 9 of these Rules explicitly require that such matters shall be decided by the general meeting instead of being authorized to the Board of Directors for decision.

In making decisions, the Board of Directors shall establish strict examination and decision-making procedures; and organise relevant experts and professionals to make assessments on major projects.

Chapter IV Convening of the General Meeting

Article 13 The Board of Directors shall convene the general meeting on time in accordance with the specified period set out in Article 3 of the Rules.

Article 14 The Company shall convene an extraordinary general meeting within two months of the occurrence of an event if:

- (1) the number of directors is below the required quorum as prescribed in the Company Law or is less than two-thirds of the required quorum under the Articles of Association;
- (2) the losses not yet made up by the Company account for one-third of the total share capital;
- (3) the shareholders individually or jointly holding more than ten percent of total shares of the Company (including preference shares with voting rights restored) make a request;
- (4) the Board of Directors considers it necessary;
- (5) the Audit and Risk Committee proposes convening the meeting;

- (6) other cases as required by laws, administrative regulations, departmental rules or the Articles of Association.

In calculating the proportion of the shareholdings as prescribed in item (3) of this Article, only votes of ordinary shares and votes of preference shares with voting rights restored shall be counted.

Article 15 With the consent of a majority of all independent directors, the independent directors shall have the right to propose to the Board of Directors the convening of an extraordinary general meeting. With respect to this proposal, the Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, bring forward a feedback opinion in writing, within ten days of receiving the proposal, on agreeing or disagreeing with the convening of the extraordinary general meeting.

In the event that the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of convening a general meeting within five days of making a resolution. In the event that the Board of Directors does not agree to convene the extraordinary general meeting, it shall explain the reasons and make an announcement.

Article 16 The Audit and Risk Committee proposes to the Board of Directors the convening of an extraordinary general meeting and shall do so in writing. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, bring forward a feedback opinion in writing, within ten days of receiving the proposal, on agreeing or disagreeing with the convening of the extraordinary general meeting.

In the event that the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of convening a general meeting within five days of making a resolution. Any changes in the original proposal in the notice shall be approved by the Audit and Risk Committee.

In the event that the Board of Directors does not agree to convene the extraordinary general meeting or does not make any feedback in writing within ten days of receiving the proposal, the Board of Directors shall be deemed as being unable to or as being not to perform the duty of convening the general meeting. The Audit and Risk Committee may convene and preside over a meeting on their own.

Article 17 Shareholders individually or jointly holding more than ten percent of shares of the Company (including preference shares with voting rights restored) shall have the right to request the Board of Director for convening an extraordinary general meeting, and shall do so in writing. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, bring forward a feedback opinion in writing, within ten days of receiving the request, on agreeing or disagreeing with convening the extraordinary general meeting.

In the event that the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of convening a general meeting within five days of making a resolution. Any changes in the original request in the notice shall be approved by the relevant shareholders.

In the event that the Board of Directors does not agree to convene the extraordinary general meeting or does not make any feedback within ten days of receiving the request, shareholders individually or jointly holding more than ten percent of shares of the Company (including preference shares with voting rights restored) shall have the right to propose to the Audit and Risk Committee the convening of an extraordinary general meeting, and shall do so in writing.

In the event that the Audit and Risk Committee agrees to convene the extraordinary general meeting, it shall issue a notice of convening a general meeting within five days of receiving the request. Any changes in the original request in the notice shall be approved by the relevant shareholders.

In the event that the Audit and Risk Committee does not issue a notice of general meeting within the prescribed time limit, it shall be deemed as being not to convene and preside over the meeting, and then the shareholders individually or jointly holding more than ten percent of shares of the Company (including preference shares with voting rights restored) for consecutive 90 days may convene and preside over a meeting on their own.

Article 18 In the event that the Audit and Risk Committee or a shareholder decides to convene a general meeting on its own, it or he shall notify the Board of Directors in writing and report the same to the local representative office of CSRC of the place where the Company is located and the Shanghai Stock Exchange for the record.

The Audit and Risk Committee or the convening shareholders shall submit relevant evidence to the local representative office of CSRC of the place where the Company is located and the Shanghai stock exchange when giving a notice of general meeting and making an announcement on the resolutions made at such meeting. The contents of the general meeting shall comply with the Articles of Association and the venue of the meeting shall be the Company's domicile.

Before making an announcement on a resolution made at the general meeting, the percentage of shares (including preference shares with voting rights restored) held by the convening shareholders may not be less than ten percent.

Article 19 The Board of Directors and the secretary of the Board of Directors shall cooperate with the Audit and Risk Committee or the shareholders in convening a general meeting on their own. The Board of Directors shall provide the register of shareholders as at the record date.

Article 20 The Company shall bear the expenses necessary for a general meeting convened by the Audit and Risk Committee or the shareholders on their own.

Chapter V Proposal and Notice of the General Meeting

Article 21 The particulars of a proposal shall be within the terms of reference of a general meeting, containing clear issues and specific matters for resolutions, and being in compliance with laws, administrative regulations and relevant provisions of the Articles of Association.

Article 22 The Board of Directors, the Audit and Risk Committee and shareholders individually or jointly holding more than one percent of shares of the Company (including preference shares with voting rights restored) shall have the right to submit proposals to the Company on holding a general meeting.

Shareholders individually or jointly holding more than one percent of voting shares of the Company (including preference shares with voting rights restored) may bring forward provisional proposals and submit the same in writing to the convenor ten days prior to the general meeting. The convenor shall issue a supplementary notice of general meeting within two days of receiving the proposals and publish particulars of the provisional proposals, and submitting these provisional proposals to the general meeting for consideration. However, unless the provisional proposals violate the laws, administrative regulations or the provisions of the Articles of Association, or do not fall within the terms of reference of the general meeting.

Unless otherwise provided in the preceding paragraph, the convenor may not amend the proposals set out in the notice of general meeting, or add new proposals after issuing the notice of general meeting.

No voting may take place and no resolutions may be made at the general meeting on proposals which are not set out in the notice of general meeting or do not meet the requirements of Article 23 of the Rules.

Article 23 To hold an annual general meeting, the convenor shall give a written notice of the meeting to shareholders who are entitled to attend the general meeting twenty days prior to the meeting. To hold an extraordinary general meeting, the convenor shall give a written notice of the meeting to shareholders who are entitled to attend the general meeting fifteen days prior to the meeting.

Article 24 A notice of general meeting and any supplementary notices shall fully and completely disclose the specific content of all proposals, as well as all information or explanations necessary to enable shareholders to make reasonable judgments regarding the matters to be discussed. A notice of general meeting shall meet the following requirements:

- (1) the time, place and duration of the meeting;
- (2) it shall contain matters and proposals to be considered at the meeting;

- (3) it shall explain in clear text: all ordinary shareholders (including shareholders of preference shares with voting rights restored) and shareholders who hold the special voting shares and other shareholders shall have the right to attend the general meeting and can appoint a proxy in writing to attend the meeting and to vote thereat. The proxy needs not be a shareholder of the Company;
- (4) it shall contain the record date on which shareholders have the right to attend the general meeting;
- (5) it shall contain the names and telephone numbers of permanent contact persons for the affairs of the meeting;
- (6) the voting time and voting procedures on the network or otherwise.

Article 25 In the event that the election of directors is to be discussed at a general meeting, the notice of general meeting shall fully disclose details of candidates for the directors, and shall at least include the following particulars:

- (1) their educational background, work experience, part-time jobs and other personal details;
- (2) whether or not they have any connections with the Company or the Company's controlling shareholders and de facto controllers;
- (3) the number of shares of the Company they hold;
- (4) whether or not they have penalized by the CSRC and other relevant departments, and disciplined by the stock exchange.

In addition to adopting the cumulative voting system to elect directors, a single proposal on each of the candidates for directors shall be submitted.

Article 26 In the event that there is failure to give the notice of a meeting to persons entitled to such notice as a result of accidental omission or that those persons do not receive the notice of the meeting, the meeting and the resolutions made thereat shall not be invalid as result thereof.

Article 27 After a notice of general meeting is given, the general meeting shall not be postponed or canceled, and the proposals set out in the notice of general meeting shall not be canceled without due reason. Once the meeting is postponed or cancelled, the convenor shall make an announcement and explain the reasons at least two working days prior to the scheduled meeting date.

Chapter VI Holding of the General Meeting

Article 28 The Company shall hold the general meeting at the Company's domicile or other specific places notified by the convenor of the general meeting.

The general meeting will be held at a meeting place in the form of on-site meeting. The Company will also provide convenience for shareholders to attend the general meeting by means of on-line facility or otherwise. Shareholders attending the general meeting by using the above-mentioned facility shall be deemed present in person at the meeting.

Article 29 The Company shall explicitly state the voting time and voting procedures on the network or otherwise in the notice of general meeting. Voting at the general meeting on the network or otherwise shall commence not earlier than 3:00 pm on the day prior to an on-site general meeting, and not later than 9:30 am on the day of the on-site general meeting, and shall finish not earlier than 3:00 pm on the day of closing the on-site general meeting. In the event that the regulatory rules in the place where the Company is listed provide otherwise, such provisions shall be followed.

Article 30 The Board of Directors of the Company and other convenors shall take necessary measures to ensure the normal order of a general meeting. They shall take measures to prevent and promptly report to the relevant departments for investigating any interference with the general meeting, disturbance and violation of the legitimate rights and interests of shareholders.

Article 31 All ordinary shareholders (including the shareholders of preference shares with voting rights restored), shareholders who hold the special voting shares and other shareholders or their proxies shall have the right to attend general meetings and exercise the rights to vote in accordance with relevant laws, regulations and the Articles of Association.

Shareholders may attend a general meeting in person, and also may appoint a proxy to attend and vote on their behalf.

Article 32 In the event that an individual shareholder attends a general meeting, he shall produce his own identity card or other valid documents or proof capable of identifying himself; in the event that a proxy is appointed to attend the meeting for someone else, he shall produce his own valid identity documents and the power of attorney from the shareholder.

For a corporate shareholder, his legal representative or the proxy appointed by such legal representative shall attend the meeting. In the event that the legal representative attends the meeting, he shall produce his own identity card or valid proof capable of proving that he has the status of a legal representative; in the event that the proxy attends the meeting, he shall produce his own identity card and the written power of attorney issued by the legal representative of the corporate shareholder according to law.

In the event that the shareholder is a recognized clearing house (or its agent), the shareholders may authorize one person or more as it deems appropriate to act as his representative in any general meeting or any class meeting and creditors' meeting; however, in the event that more than one person is authorized, the letter of authority shall specify the number and type of shares of each of those persons covered by this authorization. The persons so authorized may represent the recognized clearing house (or its agent) to exercise their rights (including the rights to speak and vote), as if the persons were the Company's individual shareholders.

Article 33 A shareholder shall appoint a proxy in writing, signed by the principal or by the proxy appointed in writing; in the event that the principal is a legal entity, the written appointment shall be affixed with the seal of the legal entity or signed by the director or the duly appointed proxy of the principal.

The power of attorney issued by a shareholder to appoint another party to attend a general meeting shall contain the following particular:

- (1) the name of the principal, the type and number of shares of the Company he/she holds;
- (2) the name of the proxy;
- (3) the specific instructions by a shareholder, including the instructions to vote in favour of or against, or to abstain from voting on, each matter set out on the agenda of the general meeting, etc.;
- (4) the date and validity of the power of attorney;
- (5) the signature (or seal) of the principal. In case the principal is a corporate shareholder, it shall be affixed with the seal of the legal entity.

Article 34 In the event that the proxy forms are signed by other persons authorized by the principals, the letter of authority authorizing the signatures or other authority shall be notarized. Notarized letter of authority or other authority together with the proxy forms shall be made available at the Company's domicile or elsewhere specified in the notice of convening the meeting.

Article 35 A meeting attendance register of attendants at a meeting shall be compiled by the Company. The meeting attendance register shall state the names (or names of work units), identity card numbers of attendants, number of voting shares held or represented, the names of principals (or names of work units) and so on.

Article 36 The convenor and the lawyers engaged by the Company shall jointly verify the legitimacy of the qualifications of shareholders based on the register of shareholders provided by a securities registration and clearing institution, and record the names of shareholders and the number of voting shares held by them. Meeting registration shall be terminated before the chairman of the meeting announces the number of shareholders and proxies physically present at the meeting as well as total number of voting shares held.

Article 37 Where a general meeting requires the directors and senior management officers to attend the meeting, the directors and senior management officers shall be present at the meeting and answer the questions of shareholders.

Article 38 A general meeting shall be chaired by the chairman. In the event that the chairman is unable to or fails to perform his duties, the vice-chairman (in case the Company has two vice-chairmen, the vice-chairman jointly elected by more than half of the directors) shall chair. In the event that the vice-chairman is unable to or fails to perform his duties, a director jointly elected by more than half of the directors shall chair the meeting.

A general meeting convened by the audit and risk committee on its own shall be chaired by the chairman of the audit and risk committee. In the event that the chairman of the audit and risk committee is unable to or fails to perform his duties, a member of the audit and risk committee jointly elected by more than half of the members of the audit and risk committee shall chair the meeting.

A general meeting convened by shareholders on their own shall be chaired by the convenor or his elected representative.

During a general meeting, in the event that the chairman of the meeting violates the rules of procedure so that the general meeting cannot proceed, a person may be elected as the chairman of the meeting thereat to proceed with the meeting with the consent of the shareholders with a majority of the voting rights present at the meeting.

Article 39 At an annual general meeting, the Board of Directors shall report to the meeting on their work over the past one year. Each of the independent directors shall also make their personal work reports.

Article 40 Directors and senior management officers shall explain and illustrate the questions and suggestions raised by shareholders at a general meeting, except for state secrets or trade secrets of the Company that cannot be disclosed at the general meeting.

Article 41 The chairman of a meeting shall announce, before voting takes place, the number of shareholders and proxies physically present at the meeting as well as the total number of all kinds of voting shares held. The total number of voting shares held by shareholders and proxies physically present at the meeting shall be based on the registration at the meeting. The chairman of the meeting shall ensure that an explanation is provided of the detailed procedures for conducting a poll at the commencement of the general meeting and then answer any questions from shareholders on voting by poll.

Article 42 The chairman of the meeting shall, after completing the report, read out the proposals or appoint others to read out the same. Where necessary, explanations for the proposals shall be made in accordance with the following:

- (1) if the proposer is the Board of Directors, the explanation for the proposals shall be made by the chairman of the Board of Directors or others appointed by the chairman;
- (2) if the proposer is any person other than the Board of Directors, the explanation for the proposal shall be made by the proposer, or its legal representative or a legal and effective proxy.

Article 43 The shareholders may request to make speeches at the general meeting in written and oral forms. The shareholders who request to make speeches at the general meeting shall obtain the permission by the chairman of the meeting, and the speeches shall be made in the time order of the requests made (if requests are made at the same time, the speeches shall be made in the order number of shares held by the shareholders or represented by proxies).

When a shareholder requests to make a speech, he/she shall not interrupt the report made by the reporter or the speeches by other shareholders. The shareholder making a speech shall firstly announce his/her name or the name of the represented shareholder and number of shares held or represented. The duration and times of speeches made by shareholders shall be determined by the chairman of the meeting according to specific conditions.

Article 44 The Board of Directors shall carefully consider and sort out the matters to be discussed at the general meeting. A reasonable time for discussion of each proposal shall be provided at the general meeting. The chairman of the meeting shall solicit orally from the shareholders present whether the discussion is completed, and the discussion shall be deemed completed if no disagreements have been raised by the shareholders present.

Chapter VII Voting and Resolutions of the General Meeting

Article 45 Resolutions made at general meetings shall be classified into ordinary resolutions and special resolutions.

An ordinary resolution made at a general meeting shall be passed by more than half of voting rights held by the shareholders present at the meeting.

A special resolution made at a general meeting shall be passed by more than two-thirds of the voting rights held by the shareholders present at the meeting.

Shareholders (including their proxies) present at the meeting shall expressly indicate whether they vote in favour of, against or abstain from voting in respect of every matter that requires voting.

If the matter on which a voting is demanded is the election of the chairman of the meeting or the suspension of the meeting, the voting shall be taken immediately; for other matters on which a voting is demanded, the chairman of the meeting shall decide when the voting shall be held, and the meeting may continue to proceed with the discussion of other matters, and the result of the voting shall nevertheless be deemed to be the resolution adopted at that meeting.

The chairman of a meeting shall decide on whether a resolution at a general meeting is passed according to the voting results. His decision shall be final, and he shall announce the voting results at the meeting and the voting result shall be recorded in the minutes.

During voting by poll, shareholders (including proxies) who have two voting rights or more need not cast all the voting rights in favour or against a matter.

Article 46 The following matters shall be passed by ordinary resolutions at a general meeting:

- (1) the work report of the Board of Directors;
- (2) the profit distribution plan and loss compensation plan prepared by the Board of Directors;
- (3) appointment and removal of members of the Board of Directors and their remuneration and methods of payment;
- (4) matters other than those stipulated by laws, administrative regulations or the Articles of Association that shall be passed by special resolutions.

Article 47 The following matters shall be passed by special resolutions at a general meeting:

- (1) the Company's increase or decrease of registered capital;
- (2) the division, spin-off, merger, dissolution and liquidation of the Company;
- (3) amendments to the Articles of Association;
- (4) major assets and major guarantees. The Company's purchase or sale of major assets or guaranteed amounts provided to others within one year in excess of thirty percent of the latest audited total assets of the Company;
- (5) equity incentive plans;
- (6) except in the case of the Company in crisis or other special circumstances, the Company enters into a contract with a person other than directors or senior management officers that place the management of the Company's entire or important business in that person's charge;
- (7) other matters which are required to be passed by special resolutions under laws, administrative regulations or the Articles of Association, and which are supposed to have a significant impact on the Company if they are passed by ordinary resolutions at a general meeting, thus need to be passed by special resolutions.

Article 48 Shareholders shall exercise their voting rights represented by the number of voting shares. Each share shall have one voting right, except for class shareholders.

Where material issues affecting the interests of small and medium investors are being considered in the general meeting, the votes by small and medium investors shall be counted separately. The separate counting results shall be publicly disclosed.

The shares of the Company held by the Company shall not have voting rights, and these shares shall not be included in the total number of voting shares at a general meeting.

In the event that a shareholder's purchase of the Company's of voting shares violates the provisions of Article 63(1) and (2) of the Securities Law, the portion of such shares in excess of the prescribed percentage shall not be allowed to exercise voting rights for a period of thirty-six months after the purchase, and such portion of the shares shall not be counted in the total number of voting shares present at the general meeting.

Article 49 The Board of Directors of the Company, independent directors, shareholders holding one percent or more of the voting shares, or investor protection organizations established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit shareholder voting rights. The solicitation of voting rights shall fully disclose specific voting intentions and other information to the solicited person. Solicitation of voting rights by way of compensation or disguised compensation is prohibited. In addition to the statutory conditions, the Company may not impose a minimum shareholding ratio restriction on the solicitation of voting rights.

Article 50 Interested shareholders shall not take part in voting when connected transactions are being considered at a general meeting. The number of shares with voting rights represented by them shall not be included in the total number of valid votes; The announcement on the resolutions made at a general meeting shall fully disclose details of voting by non-interested shareholders.

Article 51 When voting on the election of directors, the general meeting shall apply the cumulative voting method when more than two directors are elected in accordance with the Articles of Associations.

Article 52 In addition to the cumulative voting system, all resolutions shall be voted item by item at a general meeting, and shall be voted in chronological order according to the time of proposal when various proposals are put forward concerning the same issue. Except for special circumstances such as force majeure which lead to the suspension or inability to pass resolutions at a general meeting, proposals shall not be set aside or rejected from voting at a general meeting.

Article 53 When a proposal is being considered at a general meeting, no modifications may be made to the proposal, and if it is changed, it shall be deemed as a new proposal and shall not be voted at the general meeting.

Article 54^{Note} The same voting right may only be exercised at either an on-site meeting, on the network or in another voting method. In the event that the same voting right is repeated, the result of the first vote shall prevail.

Article 55 Shareholders present at a general meeting shall express one of the following opinions on a proposal submitted for voting: being in favour of, being against or abstaining from voting, unless securities registration and settlement institutions, as the nominal holders of shares that can be traded through Shanghai-Hong Kong stock connect, declare to report according to the intentions of actual holders.

Note: No amendment is made.

Uncompleted paper ballots, wrongly completed paper ballots, paper ballots with illegible characters or uncast paper ballots shall be deemed as voters abstaining from their voting rights. The voting results of the shares they hold shall be counted as “abstained”.

Article 56 Voting at a general meeting shall take place by open ballot.

Article 57 Before voting takes place on a proposal at a general meeting, two shareholders’ representatives shall be elected to participate in vote counting and scrutinizing. In the event that a shareholder has an interest in a matter to be considered, the relevant shareholder and his proxy shall not participate in the vote counting and scrutinizing.

When voting takes place on a proposal at a general meeting, lawyers and representatives of shareholders shall be jointly responsible for vote counting and scrutinizing, and shall announce the voting results on the spot. The voting results of resolutions shall be recorded in the minutes.

Shareholders of the Company or their proxies who cast their votes through the network or by another method shall have the right to inspect their own voting results through an appropriate voting system.

Article 58 The voting at the on-site general meeting shall not end earlier than the voting through network or other means. The person presiding at the meeting shall announce the voting situations and results for each resolution proposed, and whether the resolution has been passed by voting or not.

Before the formal public announcement of the voting results, the Company, the votes counting person, the scrutineer, the shareholders, the network service party and any other relevant parties involved in the general meeting in on-site, online and other forms of voting shall keep the voting results confidential.

Article 59 In the event that the chairman of a meeting has any doubt about the results of a resolution submitted to voting, he may arrange the counting of the votes cast; in the event that the chairman of the meeting has not counted the votes but shareholders or their proxies present at the meeting disagree with the results announced by the chairman, they shall have the right to request vote counting immediately after the voting results are announced. The chairman shall immediately arrange the counting of votes.

Article 60 In the event that votes are counted at a general meeting, the counting results shall be recorded in the minutes. The minutes together with the signature book containing the attending shareholders and the powers of attorney of the attending proxies shall be kept in the Company’s domicile.

Article 61 Resolutions made at a general meeting shall be announced promptly. The announcement shall set out details on the number of shareholders and proxies present at the meeting, the total number of voting shares held and the percentage of the total number of voting shares of the Company, voting method, voting results of each proposal and the details of the resolutions passed.

The Company shall contain respective statistical figures on the holders of domestic and foreign shares, ordinary shareholders (including the holders of preference shares whose voting rights have been restored) and class shareholders present at the meeting as well as their voting shall be counted and announced separately.

Article 62 In the event that a proposal is not passed, or a resolution passed at a previous general meeting is modified at this general meeting, a special note shall be made in the announcement on the resolutions made at the general meeting.

Article 63 Minutes shall be prepared for a general meeting by the secretary of the Board of Directors. The minutes of a meeting shall record the following particulars:

- (1) the time, place, agenda and name of the convenor of the meeting;
- (2) the names of the chairman of the meeting and the directors, senior management officers sitting in the meeting;
- (3) the number of shareholders and proxies attending the meeting, the total number of voting shares held and their percentages of total number of shares of the Company; the shareholders of domestic shares and the shareholders of domestically-listed foreign shares attending the general meeting;
- (4) the process of considering each proposal, main points of remarks and voting results of each resolution; voting results of domestic shareholders and domestically-listed foreign shareholders, ordinary shareholders (including the holders of preference shares whose voting rights have been restored) and class shareholders (if applicable) of each resolution;
- (5) questions, comments or suggestions by shareholders, and the replies thereto or explanations thereof;
- (6) the names of lawyers, counters and scrutineers of votes;
- (7) other particulars that shall be recorded into the meeting minutes as prescribed by the Articles of Association.

A convenor shall ensure that the particulars of meeting minutes are true, accurate and complete. Directors, secretary of the Board of Directors, convenor or his representative and the chairman of the meeting who attended the meeting shall sign the minutes of the meeting. The minutes of the meeting shall be kept together with the valid data on the signature book of shareholders physically present at the meeting, powers of attorney of proxies present, details of voting on the network and other voting methods shall be kept for a period of not less than ten years.

Article 64 A convenor shall ensure that a general meeting shall be held consecutively until a final resolution is formed. In the event that a general meeting is suspended or no resolutions can be made thereat due to special reasons such as force majeure, the convenor shall take necessary measures to restore the meeting as soon as possible or directly terminate the meeting, and make an announcement promptly. Meanwhile, the convenor shall report to the local representative office of CSRC and the stock exchange of the place where the Company is located.

Article 65 In the event that a proposal on the election of directors is passed at a general meeting, the new directors shall assume office at the later of (1) the date on which the general meeting resolves to adopt such proposal, or (2) the time when such proposal specifies when the directors shall assume office.

Article 66 In the event that a proposal on the distribution of cash dividends or bonus shares or on share capital increase with transfers from the capital reserves is passed at a general meeting, the Company shall implement a specific scheme thereon within two months after the end of the general meeting.

Article 67 Resolutions of the general meetings whose content contravenes laws and administrative regulations shall be null and void. The controlling shareholders and the actual controllers of the Company shall neither restrict or impede the lawful exercise by small and medium investors of their voting rights nor prejudice the legitimate rights and interests of the Company and small and medium investors.

If the procedures of convening a general meeting or the methods of voting at a general meeting are in violation of laws, administrative regulations or the Articles of Association, or the content of the resolutions of a general meeting contravenes with the Articles of Association, then a shareholder may make petition to the people's court requesting to rescind such resolutions within sixty days of their passage; however, unless there are only minor defects in the procedures for convening the general meeting or in the manner of voting, which do not materially affect the resolutions.

Chapter VIII Special Procedures for Voting by Class Shareholders

Article 68^{Note} Shareholders holding shares that are a different class of shares shall be class shareholders holding that class of shares.

Class shareholders shall enjoy rights and undertake obligations in accordance with laws, administrative regulations and the provisions of the Articles of Association.

Article 69 In the event that the Company intends to alter or abolish the rights of class shareholders, such alteration or abolition may only be made after it is passed by special resolution at a general meeting, and at shareholders' meetings respectively convened by affected class shareholders.

In the event that any changes in the domestic and foreign laws, administrative regulations and the listing rules of the place of listing as well as any decisions made by domestic and foreign regulators according to law result in any alteration or abolition of the rights of class shareholders, approval of a general meeting or class meeting shall not be required.

Article 70^{Note} The following scenarios shall be deemed as alteration or abolition of the rights of a class shareholder:

- (1) increase or decrease the number of shares of that class, or increase or decrease the number of shares of a class entitled to equal or more voting rights, distribution rights and other privileges as the shares of that class;
- (2) change all or part of the shares of that class to the shares of another class, or change all or part of the shares of another class to the shares of that class or grant the conversion rights thereto;
- (3) cancel or reduce the rights owned by the shares of that class to acquire the accrued dividends or cumulative dividends;
- (4) reduce or cancel the rights owned by the shares of that class to the priority to obtain dividends or the distribution of property during the liquidation of the Company;
- (5) increase, cancel or reduce the share conversion rights, options, voting rights, transfer rights, priority placement rights and the rights to obtain securities of the Company owned by the shares of that class;
- (6) cancel or reduce the rights owned by the shares of that class to receive payables from the Company in a particular currency;
- (7) establish a new class entitled to equal or more voting rights, distribution rights or other privileges as the shares of that class;

Note: No amendment is made.

- (8) impose restrictions on or increase such restrictions on the transfer of ownership of the shares of that class;
- (9) issue share options or share conversion rights in respect of the shares of that or another class;
- (10) increase the rights and privileges of the shares of other classes;
- (11) a corporate restructuring programme constitutes the unproportionate distribution of responsibilities undertaken by the shareholders of different classes in the restructuring;
- (12) modify or repeal the clauses hereof.

Article 71 The preference shareholders cannot attend any general meeting, nor do their preference shares have voting rights.

Only in any of the following circumstances, the notice of general meeting of the Company shall be delivered to the preference shareholders prior to convention of such meeting by the Company. The Company shall also comply with the required notice procedure for ordinary shareholders set forth in the Company Law and the Articles of Association. The preference shareholders are entitled to attend the general meetings and vote on the following matters separately from the ordinary shareholders. In this case, each preference share shall have one vote, but the preference shares of the Company held by the Company shall have no voting right:

- (1) any amendment to the provisions of the Articles of Association regarding the preference shares;
- (2) any reduction of the registered capital of the Company by more than 10%, whether on an individual or cumulative basis;
- (3) any merger, division, dissolution or change of organizational form of the Company;
- (4) any issuance of preference shares by the Company;
- (5) any other circumstances prescribed by the Articles of Association that may affect the rights of preference shareholders.

Resolutions on the matters above shall be approved by at least two-thirds of the votes represented by the preference shareholders present at the meeting (excluding the preference shareholders with voting rights restored), in addition to the approval by at least two-thirds of the votes represented by the ordinary shareholders present at the meeting (including the preference shareholders with voting rights restored).

Chapter IX Post-Meeting Events and Announcements

Article 72 The Board of Directors shall strictly comply with the requirements of the securities regulatory authorities and the stock exchange on which the Company's shares are listed in relation to the disclosure of information. It shall ensure that issues examined or resolutions passed at the general meeting that are discloseable are disclosed fully, accurately and in a timely manner on the designated media. Information relating to significant issues of the Company must be reported immediately to the stock exchange on which the Company's shares are listed, and shall file with the relevant regulatory authority.

Article 73 The announcement on resolutions of a general meeting shall set out the number of each class of shareholders (or their authorized proxies) attending the general meeting, total number of each class of shares held by them (including proxies), the percentage of such shares to the total number of each class of voting shares of the Company, voting method and voting results of each proposal. For the resolutions on the proposals made by the shareholders, the names of the proposing shareholders, percentage of shares held and the content of the proposals shall be stated. Where a shareholder's proposal is not included in the agenda of the annual general meeting, details of the proposal and explanation provided by the Board of Directors or the chairman of the general meeting at the annual general meeting shall be published together with the resolutions adopted at the annual general meeting.

In the event that a proposal is not passed, or a resolution from a previous general meeting is amended at the current general meeting, a special note shall be made in the announcement of resolution of the general meeting.

The announcement of the resolution of the general meeting shall be published on the designated websites, media, and newspapers.

Article 74 The secretary of the Board of Directors shall be responsible for keeping such written information as the register of attendees, powers of attorney, voting statistics sheet, minutes of the meeting, lawyers' legal opinions, and announcement of resolutions in accordance with relevant requirements.

Chapter X Supplemental Provisions

Article 75^{Note} If there are any matters not dealt with in the Rules or there are any matters in the Rules which are inconsistent with any laws, regulations, other relevant normative documents as promulgated from time to time, such laws, regulations, other relevant normative documents shall prevail.

Article 76 The announcements or notices referred to in the Rules refer to the relevant information disclosures published on the media and the website of stock exchanges designated by the securities regulatory authorities. The length of an announcement or a notice is relatively long and listed companies may choose to publish a summary of the relevant content on the newspaper(s) designated by the securities regulatory authorities but the full text shall be published simultaneously on the web site designated by the securities regulatory authorities.

The supplementary notice of the general meeting referred to in the Rules shall be published on the same designated media and website on which the meeting notice is published.

Article 77 Unless otherwise stated, terms used in the Rules shall have the same meanings as those defined in the Articles of Association. The “above” and “within” referred to in the Rules shall be inclusive of the stated figure; while “exceed”, “lower than” and “more than” are not inclusive of the stated figure.

Article 78 The Rules are adopted at the general meeting by a resolution and are the appendix to the Articles of Association, and shall come into effect at the same time as the Articles of Association does.

Article 79 The amendments to the Rules shall be proposed by the Board of Directors and submit to the general meeting for consideration and approval.

Article 80^{Note 1} The Board of Directors shall be responsible for interpreting the Rules.

Notes:

1. *No amendment is made.*
2. *Due to the additional articles, the subsequent articles will be renumbered accordingly. In the event of any discrepancy between the Chinese version and the English translation, the Chinese version shall prevail.*

Note: No amendment is made.