

JIANGXI COPPER COMPANY LIMITED

RULES FOR BOARD OF DIRECTORS

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Chapter I General Provisions

Article 1 These rules and procedures are hereby formulated in order to ensure the efficient operation and scientific decision-making by the Board of Directors of Jiangxi Copper Company Limited (hereinafter referred to as the “Company”), to regulate the operation procedures of the Board and its internal organizations, and to exert its role as an operational decision-making body more efficiently, in accordance with the Company Law of the People’s Republic of China (“Company Law”), the Securities Law of the People’s Republic of China (“Securities Law”), Code of Corporate Governance for Listed Companies (“Code of Governance”), listing rules for the stocks in Hong Kong and Shanghai (hereinafter referred to as the “listing location”) (hereinafter referred to collectively as “Regulatory Rules”) and the Articles of Association of Jiangxi Copper Company Limited and its amendments (hereinafter referred to as the “Articles of Association”).

Article 2 The Board of Directors is the standing supreme authority for management and operation of the Company, being accountable to and shall report to the General Meeting.

Chapter II Composition and Powers of the Board of Directors

Article 3 The Board of Directors shall consist of eleven directors. The Board shall have one chairman, and may have one or two vice chairman, one or more executive directors. There shall be over 1/3 independent (non-executive) directors among the directors of the Board, which shall be defined as the directors independent from the shareholders of the Company and not holding any post inside the Company.

Article 4 The Board shall be accountable to the General Meeting, and exercise the following functions and powers:

- (I) To convene the General Meeting of Shareholders and report its work to the General Meeting;
- (II) To implement the resolutions of the General Meeting;
- (III) To determine the operation plans and investment plans;
- (IV) To formulate the annual financial budget and final account plan;
- (V) To formulate the profit distribution plan and loss recovery plan;
- (VI) To formulate the debt and financial policies, the plans for increase or decrease of registered capital, and plans for issuance of corporate bond or other securities or listing plans thereof;
- (VII) To formulate the major merger or sales plan, the plans for acquisition of the stocks of the Company and for merger, division, dissolution and change of corporate form of the Company;
- (VIII) To determine the establishment of the internal management organs of the Company;
- (IX) To appoint or dismiss the manager and secretary of the Company, and on the nomination of the manager, to appoint or dismiss the vice manager, CFO and other senior management staff, and to determine their remunerations and awards and penalties;
- (X) To formulate the basic management systems, including the financial management and human resources management system;
- (XI) To formulate the amendments to the Articles of Association of the Company;

- (XII) To file the bankruptcy application for the Company;
- (XIII) To nominate the management and legal consultant of the Company;
- (XIV) To manage the information disclosure of the Company;
- (XV) To file a proposal to the General Meeting of Shareholders for engagement or replacement of the CPA firm for audit of the Company;
- (XVI) To listen to the report of and inspect the work of the manager (where any director is concurrently holding the post of general manager at the time of evaluation by the Board of the performance of the general manager, such director shall avoid the evaluation);
- (XVII) To determine other major affairs and administrative affairs and sign other major agreements in addition to the affairs required by the Company Law, the relevant Regulatory Rules and the Articles of Association to be resolved at a General Meeting of Shareholders;
- (XVIII) Other powers conferred by the General Meeting of Shareholders and the Articles of Association.

Article 5 The resolutions as set forth in the previous Articles adopted by the Board shall be passed by the vote of a simple majority of the directors, except in case of Clause (VI), (VII) and (XI), in which case the vote of more than 2/3 of the directors is required. In case the sum of the projected value of the fixed assets proposed to be disposed of by the Board and the value of the fixed assets already disposed of within four months prior to the date of disposition proposal, exceeds 33% of the value of fixed assets indicated in the balance sheet most recently reviewed by the General Meeting, then pending the approval of the General Meeting, the Board shall not dispose of or agree to dispose of such fixed assets.

The disposition referred to under this Article includes transfer of certain asset interests, but does not include provision of security by fixed assets.

The validity of transactions from disposing of the fixed assets shall not be affected by breach of clause 1 of this Article.

Article 6 Upon approval of more than 1/2 of all the members of the Board, the Board may exercise the following powers of decision-making in respect of business operation:

- (I) Purchase or sales of assets, external investment (including entrusted financial management, entrusted loans etc.), provision of financial aid, entrusted (or entrusting) management of assets or business, entering into license agreement, transfer (or being transferred) of research & development projects and other transactions, where:
 - (i) the value of assets involved in a single transaction accounts for over 10% and less than 25% of the most recent audited total assets of the Company;
 - (ii) the amount of a single transaction accounts for over 10% and less than 25% of the most recent audited net assets of the Company, and the absolute amount is over RMB10,000,000;
 - (iii) the major operating revenue in respect of the subject of a single transaction in the latest accounting year accounts for over 10% and less than 25% of the audited major operating revenue for the latest accounting year of the Company, and the absolute amount is over RMB10,000,000;
 - (iv) the relevant net profit in respect of the subject of a single transaction in the latest accounting year accounts for over 10% and less than 25% of the audited net profit of the Company for the latest accounting year, and the absolute amount is over RMB1,000,000.

Where the above transactions involve listing of securities or any matter that is subject to the approval of the securities regulatory authority under the State Council, the same shall be approved by the general meeting of the Company.

- (II) In case a connected transaction is involved, the regulations issued by the securities regulatory authority under the State Council and the listing rules of the stock exchange where the securities of the Company are listed shall apply.

For the transactions related to financial aid and entrusted financial management among the transactions as set forth in the subparagraph (1) of clause (I) of this Article, the amount of transaction shall be calculated on accumulative basis in 12 consecutive months based on the types of transactions, to which the required percentage of the Board approval shall be applicable. Where the Company engages in transactions other than provision of financial aid and entrusted financial management, each transaction related to the subject under the same category of transactions shall be calculated on accumulative basis in 12 consecutive months, to which the required percentage of the Board approval shall be applicable; where the Company has performed the approval obligations on accumulative basis, the same shall not be included in the calculation of accumulation.

Domestic or overseas regulatory requirement that the Company is subject to which is more stringent than this Article shall apply according to the principle of strict interpretation.

Article 7 Supervision and Inspection Powers

- (I) To supervise the implementation of the development strategies of the Company, and inspect the completion status of each plans;
- (II) To supervise and inspect the implementation of annual financial budget and final accounts;
- (III) To carry out evaluation the operation performance of the Company on an annual basis, to timely detect the problems in operation and propose improvement advices, and to supervise the senior management staff for implementation;
- (IV) To evaluate plans and effects of enhancing operation in due time, to investigate the major problems arising from the operation;
- (V) To ensure timely provision of information regarding the Company, and evaluate such information, to ensure the accuracy, completeness and reasonableness of such information.

Chapter III Chairman and Powers thereof

Article 8 The Board of Directors shall, at its sole and exclusive discretion, appoint and dismiss the chairman, and no other organs or individuals may interfere in the appointment and dismissal by the Board of the chairman. The chairman shall be nominated by one or more directors, and elected and dismissed by a vote of a simple majority of all directors. The tenure of office of the chairman shall be three years, and may be reappointed.

Article 9 The chairman is the legal representative of the Company, and exercises the following powers:

- (I) To convene and preside over the Board Meeting;
- (II) To inspect the implementation of the resolutions of the Board;
- (III) To sign the securities issued by the Company;
- (IV) To sign the important documents of the Board and other documents required to be signed by the legal representative of the Company;
- (V) To exercise the powers of legal representative;
- (VI) In case of serious natural disasters or other force majeure events, to exercise the special rights of disposal for the corporate affairs in a manner that is in the best interests of the Company and in compliance with applicable laws, and to report to the Board and the General Meeting of Shareholders thereafter;
- (VII) Other powers conferred by the Board.

Article 10 The vice chairman of the Company shall assist the chairman. And in case the chairman is unable or rejects to act, the vice chairman shall act as the chairman, provided however that, if there are two vice chairman, the vice chairman elected by more than half of the directors shall act as the chairman; where the vice chairman is unable or fails to act as such, more than half of the directors shall elect a director to act as the chairman.

Chapter IV Directors and their Obligations and Duties

Article 11 The directors shall be elected by the General Meeting, whose tenure of office shall be 3 years. The director may be reappointed after expiration of the tenure of office.

Subject to compliance with applicable laws, administrative regulations, and rules or by laws issued by relevant regulatory authorities from time to time, the General Meeting of Shareholders may by ordinary resolutions dismiss any director whose tenure of office has not expired, without prejudice to the right of claims pursuant to any contract.

Directors may concurrently hold the posts of other senior management.

There is no shareholding requirement for directors.

Article 12 Anyone covered in applicable provisions in the Company Law and those who are denied access by the China Securities Regulatory Commission and any stock exchange whose denial to access is not removed, shall not act as directors of the Company.

Article 13 Directors shall comply with laws and regulations and the Articles of Association of the Company, and shall have loyalty obligations to the Company as follows:

- (I) Not to accept bribes or other illegal gains by taking advantage of his/her position, nor shall he/she encroach upon the property of the Company;
- (II) Not to embezzle the fund of the Company;
- (III) Not deposit in any account in his/her own name or other's name the property or fund of the Company;
- (IV) Not to violate the Articles of Association of the Company, or provide any loans to others or create security on the property of the Company for the debts of others, without approval of the General Meeting of Shareholders or the Board of Directors;
- (V) Not to enter into contracts or any transaction with the Company in violation of the Articles of Association of the Company or without approval of General Meeting;

- (VI) not to, without the consent of the general meeting, abuse his position to appropriate the business opportunities for himself or other persons which should otherwise belong to the Company, or operate businesses similar to those of the Company for himself or other persons;
- (VII) Not to take the commission arising from the transactions with the Company;
- (VIII) Not to disclose secrets of the Company without permission;
- (IX) Not to use its related-party relations to damage the interests of the Company;
- (X) Other loyalty obligations as provide in applicable laws, regulations, department regulations and the Articles of Association of the Company.

The income obtained by any director in violation of this Article shall be confiscated by the Company, in case of any losses incurred to the Company, while the director shall be liable for compensation for the losses.

Article 14 Directors shall comply with the laws, regulations and the Articles of Association of the Company, and shall have the following obligations of due diligence to the Company:

- (I) To exercise the powers conferred by the Company in a discrete, careful and diligent manner, in order to ensure that the commercial activities of the Company comply with requirements in national laws, regulations and economic policies, and that the commercial activities not extend beyond the business scope set forth in the business license;
- (II) To treat all shareholders equally;
- (III) To timely be informed of the business operation and management of the Company;
- (IV) To report to the Company the written confirmation opinions on a regular basis, and to ensure that the information disclosed by the Company be true, accurate and complete;
- (V) To provide the Board of Supervisors truthfully with relevant information and materials, and not to interfere with the powers exercised by the Board of Supervisors or supervisors;

(VI) Other obligations of due diligence as provided in laws, regulations, department regulations and Articles of Association.

Article 15 Directors shall be responsible for the resolutions of the Board. The directors involved in voting for the resolutions of the Board that violate laws, regulations or the Articles of Association which results in major losses to the Company; provided however that the directors that are proven to have cast a dissenting vote which is recorded the minutes shall be exempted from the liabilities; the directors who cast a abstention vote at the time of deliberation of the proposals (excluding directors who waive the voting rights in accordance with regulatory rules), and the directors who dissented but did not cast a dissenting vote at the time of voting, shall not be exempted from the liabilities.

Article 16 In case any director of the Company violated the Listing Rules of the listing location or the undertakings made to the stock exchange, the relevant stock exchange may apply the following penalties based on the severity of violations: criticism inside the listed company; public denouncement; disqualification from holding an office of the director of the listed company for over three years.

Chapter V Organizations under the Board of Directors

Article 17 The Board of Directors may establish several special committees of the Board according to regulatory rules as issued from time to time and the business demands of the Company, and carry out research with professional issues, and propose opinions and advices for the reference by the Board in decision-making. All the members of special committees of the Board shall be directors.

Article 18 In the audit committee, including independent audit committee, compensation committee, independent directors shall be the majority, and shall be responsible for convening meetings; all members of the audit committee shall be independent non-executive directors, of which at least one independent directors shall be professional accountant or one properly qualified in financial management.

Article 19 The major powers of the audit committee of the Board of Directors shall include:

- (I) To propose to appoint or replace the external audit organization;
- (II) To supervise the internal audit system and implementation thereof;

- (III) To be responsible for communication between internal auditors and external auditors;
- (IV) To review the financial information and disclosure thereof;
- (V) To review the internal monitoring system of the Company;
- (VI) To review the regular report and financial statements of the Company;
- (VII) According to the regulatory rules of the listing location, to list audit committee opinion with respect to the relevant matters;
- (VIII) Other matters authorized by the Board.

Article 20 The major duties and powers of the compensation committee of the Board shall include:

- (I) To formulate compensation plan or proposal, according to scope of official duty, job responsibilities, importance of the management offices of directors and senior management staff and the remuneration level of other relevant posts in other relevant companies, and proposal advices to the Board;
- (II) To supervise the implementation of the compensation system for directors and senior management;
- (III) To inspect the performance of duties by the directors and senior management of the Company, and to conduct annual performance evaluation, and propose to the Board the advices on remuneration of directors and senior management;
- (IV) Upon authorization of the Board, to formulate the special remunerations, including non-pecuniary interest, pensions and compensations, of directors and senior management, and to propose advices to the Board;
- (V) To deliberate and approve the following arrangements in respect of compensation, in order to ensure that such compensation be determined pursuant to relevant contract; if the same is not determined pursuant to relevant contract, such compensation shall be fair and reasonable: (1) to pay compensation to directors and senior management relevant to loss or termination of employment; (2) the compensation paid to directors due to dismissal or removal as a result of their misconduct;

- (VI) To ensure that no director or its contact person do not determine remunerations on their own;
- (VII) To report to the Board the decisions or advices of the compensation committee;
- (VIII) Other matters which are required by Regulatory Rules at home and abroad to be conducted by compensation committee and other matters as authorized by the Board.

Chapter VI Daily Work of the Board of Directors

Article 21 The office of secretary of the Board is the permanent organ of the Board.

Article 22 In order to ensure the efficient and proper decision-making by the Board and to safeguard the right to know of the directors, the departments or offices of the Company shall timely file the documents and materials related to the matters subject to review and approval of the Board, to the office of the Board, which shall submit the same to all directors of the Company.

The senior management of the Company is obligated to timely communicate with the office of the Board about the matters that may arising from operation or finance of the Company and that may have major effect on the trading price of the stocks of the Company.

Article 23 The Board will, in the name of the Board, issue official documents with respect to the matters reviewed and approved by the Board. The documents of the Board shall, after drafted and counter-signed by the relevant department or office, be issued by the chairman or, in case the chairman fails to timely issue the same due to any special reason, by the vice chairman or director authorized by the Board or appointed by the chairman.

Chapter VII Procedures for Holding Board Meetings

Article 24 The Board meeting shall be convened for at least four times annually.

Article 25 The Board shall hold a Board meeting prior to publishing quarterly, semi-yearly and yearly report respectively.

Article 26 In case of any of the following, the Board shall convene and hold an special meeting:

- (I) When the chairman deems necessary;

- (II) As required by shareholder representing more than 1/10 of voting rights;
- (III) As proposed by more than 1/3 of directors jointly;
- (IV) Upon recommendation of the Board of Supervisors;
- (V) Upon recommendation of the general manager;
- (VI) As proposed by more than a half of the independent directors jointly.

Article 27 A written proposal signed (sealed) by the persons proposing to convene the special meeting of the Board proposed to be convened as provided in the preceding Article shall be sent to the chairman directly or sent to the chairman via the office of the Board, which proposal shall set forth the following matters:

- (I) The name of the proposers;
- (II) The cause for proposal or the underlying objective event for the proposal;
- (III) The time and duration, place and manner of meeting proposed to be held;
- (IV) Express and specific proposals;
- (V) The contact information of the proposers and date of proposal etc.

The contents of the proposal shall fall within scope of powers of the Board as provided in the Articles of Association, which shall be submitted along with materials related to the proposal.

Upon receipt of the above written proposal and related materials, the office of the Board shall submit the same to the chairman on the same day. The chairman may require the proposers to modify or supplement the proposal if in the opinion of the chairman, the proposal is not clear, specific or the accompanying materials are insufficient.

The chairman shall, within 10 days after receipt of the proposal or the requirement of the securities regulatory authority, convene and preside over the meeting.

Article 28 Without prejudice to the rights of expression of the directors, the Board meeting may be conducted and resolutions be adopted in the form of exchanging of facsimiles, which shall be signed by the directors present, the resolution will be effective once the number of directors signing the resolution satisfied the minimum amount required by applicable laws and regulations, and all present directors shall be deemed have attended the meeting in person.

Article 29 The directors shall attend the Board meetings in person. Where any director is unable to attend the meeting, he/she may entrust another director as his/her proxy. The power of attorney shall set forth the name of the proxy, matters of proxy, extent of power and period of authorization, which shall be signed by the principal.

The directors present at the meeting on behalf of other directors shall exercise their rights within the scope of the authorization.

Article 30 In case any director fails to attend the meeting for two consecutive times, nor does he/she appoint other directors to attend the meeting, he/she shall be deemed to have been unable to act as a director, the Board shall propose the General Meeting of Shareholders to replace him/her.

Article 31 In case any independent director fails to attend the Board meeting for three consecutive times, the Board will propose the General Meeting of Shareholders to replace him/her.

Article 32 The secretary to the Board shall attend the Board meetings, and prepare minutes and sign on them.

Article 33 Supervisors and senior management of the Company shall sit on the Board meetings.

Article 34 The persons sitting on the Board meeting are obligated to comment, provide advice or make explanations with respect to the matters directly related to the meeting, but shall not have voting rights.

Chapter VIII Procedures of the Board Meetings

Article 35 Filing of Proposals

The proposals of Board meeting may be filed in the following ways:

- (I) The Company may file the proposals falling within the powers of the Board according to the applicable laws, regulations, Regulatory Rules of the listing location, and the actual business operation of the Company;

- (II) As proposed by the director(s);
- (III) As proposed by the special committee of the Board;
- (IV) As proposed by the Board of Supervisors;
- (V) As proposed by the general manager;
- (VI) As proposed by the shareholders holding more than 10% of the stocks.

Article 36 Collection of Proposals

The administrative office of the Board shall be responsible for collection of proposals of the meeting, and the applicable departments of the Company shall timely provide the written documents and statements related to the proposals. The administrative office of the Board shall, after compiling relevant materials, prepare a report on the Board-proposed agenda, time and place of meeting, and submit the same to the chairman.

Article 37 Convening of the Meeting

The chairman shall at his/her discretion determine whether to convene a Board meeting. Where the chairman fails to act as such for any specific reason, he/she may appoint a vice chairman to determine whether to convene a Board meeting; whether there is no vice chairman or the vice chairman is unable to act as such or refuses to act, a director elected by more than half of the directors shall convene the meeting.

Article 38 Notice of Meeting

After determination of convening a Board meeting is made, the administrative office of Board shall send a notice of meeting to the directors, supervisors, senior management of the Company.

The notice of meeting shall contain the following:

- (1) Date and place of meeting;
- (2) duration of meeting;

- (3) cause and agenda;
- (4) the date on which the notice is sent.

The notice of regular Board meeting shall be sent to directors and persons who sit on the meeting fourteen days before the scheduled time of meeting. The notice of interim Board meeting shall be sent to the directors and person who sit on the meeting three days before the scheduled time of meeting.

The notice of Board meeting may be delivered in person, by facsimile, special courier, email or registered airmail.

If any director has been attending the meeting, and fails to send a notice of failure to receive a notice of meeting before or in the beginning of the meeting, the notice of meeting shall be deemed to have delivered to him/her.

Article 39 Change to the Notice of Meeting

Where after the written notice of meeting for the regular Board meeting is sent, the time or place of meeting is required to be changed or proposals are required to be added, changed or cancelled, a written notice of change shall be sent three days before the scheduled date of meeting, setting forth the facts and the contents of the new proposals and relevant materials. Where the notice of change is sent less than 3 days in advance, the date of meeting shall be postponed or, the meeting may be held on the originally scheduled date upon the written approval of all directors present at the meeting.

Where after the written notice of meeting for the interim Board meeting is sent, the time or place of meeting is required to be changed or proposals are required to be added, changed or cancelled, the same is subject to the approval of all directors present at the meeting, and shall be recorded.

Article 40 Preparation of Proposals

For the issues which are required to be proposed in the name of the Company or the general manager to the Board of Directors, the relevant department or office appointed respectively by the chairman of the general manager shall prepare a proposal for Board meeting in respect of the agenda consistently with the business of each department or office.

For the issues which may be directly proposed by the directors, the notice thereof shall be sent to the administrative office of Board twenty days before the Board meeting, after the office of the Board prepares a proposal, the same shall be sent to the proposers for review, which shall be included in the agenda by the administrative office of Board.

For the issues which are required to be proposed by the special committee of Board of Directors, and Board of Supervisors to the Board, the offices under them shall prepare a proposal for Board meeting.

At the time of preparation of proposals, the administrative office of Board shall, in accordance with relevant requirements of procedure for listed companies, notify relevant departments and offices of the requirements of proposals and regulatory rules, and provide cooperation and assistance.

The Board meeting proposals made by each department and office shall be sent to the administrative office of Board eight days before the scheduled date of Board meeting. The administrative office of Board is responsible for summarization, compiling the proposals, and in case other departments or offices are required to provide the statements and materials related to the proposals, such departments or offices shall provide in written form promptly.

Five days before the scheduled date of regular Board meeting, the administrative office of Board shall submit the proposals, materials to be discussed in the meeting to the directors for their review; three days before the scheduled date of interim Board meeting, the administrative office of Board shall submit the proposals, materials to be discussed in the meeting to the directors for their review.

Article 41 Holding of Meeting

The administrative office of Board shall be specifically responsible for the organization and arrangements of the Board meetings.

No Board meeting can be held unless more than half of the directors (including other directors acting as proxies to attend the meeting) are present thereat. The Board meeting shall be presided over by the chairman, and whether the chairman fails to act for any reason, he/she may appoint a vice chairman to act, where the vice chairman is unable to act for any reason, a director elected by more than half of the directors may preside over the meeting.

Article 42 Generally the Board meeting shall be held onsite. Where necessary, without prejudice to the rights of expression of the directors, and upon the approval of the convener/president, and proposer, the meeting may also be held through video conference and telephone, facsimile or email etc., or held concurrently by onsite meeting and other means.

Where the meeting is held by a means other than onsite meeting, the number of directors present at the meeting shall be calculated based on the number of the directors present at the meeting as shown in the video, the directors who speak via teleconference, and the valid votes by facsimile or email received during specified period, or the number of the written confirmations submitted by the director thereafter proving the presence at the meeting.

Article 43 Review of Proposals

The Board meeting will review the proposals on a case-by-case basis.

Directors may require the proposers, the persons in charge of the handling department or other relevant professionals to attend the meeting, and to provide answers and statements and provide further materials.

For the proposals which are subject to the prior approval of independent directors, the president of the meeting shall, prior to discussion of the relevant proposal, declare or appoint an independent director to read the written approval of independent directors in front of the directors present at the meeting.

The Board meeting may not vote on the proposals not included in the notice of meeting unless and until the unanimous consent of the directors present at the meeting is obtained.

Article 44 Independent directors shall independently make comments with respect to the following matters to the Board:

- (I) Nomination and dismissal of directors;
- (II) Engagement or dismissal of managers or other senior management members;
- (III) Remuneration of the directors, managers or other senior management members;

- (IV) Issues the independent directors deems to be prejudicial to the interests of medium and small shareholders;
- (V) The loans or other capital transactions made by the shareholders, actual controllers or their affiliates the existing or newly occurred total amount of the Company of which is equal to or greater than the threshold of related-party transactions which are subject to approval of the Board or the General Meeting of Shareholders (which threshold is to be determined by the standard issued by the competent regulatory authority from time to time), and whether the Company may take effective actions to recover the amount owed;
- (VI) Other matters in respect of which the independent directors shall make comments independently as required by the laws, regulations and the rules of stock exchange at the place of the listing of the stock of the Company or otherwise.

Independent directors shall offer one of the following decisions: agreed; reserved and state reasons; opposed and give reasons; fail to comment and state the obstacles.

Article 45 Making Comments

Directors shall read carefully the meeting materials, and make comments in an independent and prudent manner on an informed basis.

Directors may, prior to the meeting, obtain the information required for decision-making from the administrative office of Board, conveners, managers and other senior management members, special committees, CPA firms, and law offices, or suggest the president of meeting during the meeting to invite the above persons or institutes to attend the meeting to state the relevant facts.

Article 46 Voting in the Meeting

The Board meeting shall vote on the proposals on a case-by-case basis, and directors present at the meeting shall offer the decision to agree, oppose or abstain.

Any director that fails to attend the Board meeting or entrust a proxy to attend shall be deemed to have waived the right to vote at such meeting.

The voting may be made by a show of hand or a ballot. Each director shall be entitled to a vote, where there is a deadlock, the chairman shall be entitled to make an additional vote.

Article 47 Formation of Resolution

Unless otherwise provided herein, the proposals shall be passed and resolutions adopted by the Board by the affirmative vote of exceeding 1/2 or 2/3 of all directors of the Company, except where the applicable laws, regulations or the Articles of Association require the vote of more directors for adoption of any resolution by the Board, in which case such provisions shall apply.

In case of any discrepancy in contents or meaning between different resolutions, the resolution dated later in time shall prevail.

Article 48 Avoidance of Voting

In case of any of the following, directors shall avoid voting in respect of the proposals:

- (I) Where the director is required to avoid voting by the Regulatory Rules of the listing location;
- (II) The Director thinks that he/she shall avoid voting;
- (III) Any circumstances in which the director is required by the Articles of Association to avoid voting due to relations between the director and the company related to the proposals.

Article 49 Where any director is required to avoid voting, the Board meeting may be held provided that more than half of the non-related directors are present, and resolutions may be adopted by the vote of more than half of the non-related directors. Where the number of non-related directors present thereat is less than three, no voting may be made on the proposals, and relevant matter shall be submitted to the General Meeting of Shareholders for review. The resolution made by the Board in respect of the related-party transaction of the Company may not take effect unless it is signed by the independent directors. No action ultra vires is permitted.

The Board of Directors shall act in strict compliance with the authorizations of the General Meeting of Shareholders and the Articles of Association of the Company, and no resolutions may be adopted ultra vires.

Article 50 Resolutions of Meetings

The Board will prepare resolutions in respect of the matters discussed, which shall be signed by the directors present thereat.

Article 51 Implementation of Resolutions

The chairman shall cause relevant personnel to implement the Board resolutions, and inspect the implementation thereof, and shall report to the subsequent Board meeting the implementation of the resolutions.

Chapter IX Disclosure of Board Resolutions

Article 52 The Company shall, within two trading days after completion of the Board meeting, submit the Board resolutions to the stock exchange of the listing location.

Article 53 Where the Board resolutions involve the matters required to be voted by shareholders or to be announced in accordance with the Listing Rules of Shanghai Stock Exchange or Hong Kong Stock Exchange, the resolutions shall be disclosed timely. Disclosure shall also be made when Shanghai Stock Exchange or Hong Kong Stock Exchange deems necessary.

Prior to disclosure of resolutions by announcement, the directors present and the persons sitting on the meeting, and the recorders and service personnel shall be bound to keep confidential the contents of the resolutions.

Article 54 Board resolutions shall be disclosed concurrently at the listing location both at home and aboard.

Article 55 In case of any issue subject to prior approval or independent comments by independent directors, the Company shall announce the opinions of the independent directors. In case of a disagreement among independent directors and hence they fail to reach a consensus, the directors shall separately disclose the opinion of each independent director.

Article 56 The announcement of Board meeting shall be published in Chinese on at least an information disclosure newspaper designated by a securities regulatory authority under the State Council.

Article 57 The Board resolutions and documents required to be disclosed shall be filed with the securities regulatory authority under the State Council or a branch thereof, as required.

Chapter X Minutes of Board Meeting

Article 58 The Board of Directors shall prepare a minute in respect of the issues discussed at the meeting. The secretary of the Board shall be responsible for preparation of minutes of the meeting.

Article 59 The minute of meeting shall include the following:

- (I) The number of session of the meeting, and the time, place and manner of the meeting;
- (II) The situation of announcement of meeting notice;
- (III) Convener and presider of meeting;
- (IV) Presence of director in person or by proxy;
- (V) The rules and procedures and holding of the meeting;
- (VI) The proposals discussed at the meeting, the key points and comments made by each director on relevant matters, the intended votes on the proposals;
- (VII) Manner and result of voting on each proposal, including detailed number of votes of consent, opposition, and abstaining;
- (VIII) Others matters the directors present thereat deems to be necessary.

Article 60 Signatures of Directors

Directors present at the meeting shall sign and confirm the minutes, resolutions of the meeting on behalf of him/her and the directors appointing him/her as their proxy. Where any director disagrees on the minute or resolutions of the meeting, he/she may state the same in writing at the time of signature. If necessary, he/she shall timely report the same to the regulatory authority, or may make a public announcement.

Any director that fails to sign and confirm as provided above or make written statement about their disagreement or report the same to the regulatory authority or make public announcement shall be deemed to have fully consented to the minutes and resolutions of the meeting.

Article 61 Within 3 working days after completion of each Board meeting, a draft of minute shall be prepared and submitted to directors present thereat. Any director who wishes to make amendments or supplements to the minutes shall send the proposed amendments or supplements to the administrative office of Board within 5 working days after receipt of the minute.

A minute draft shall be finalized within 10 working days after completion of the Board meeting, and the directors present at the meeting and the secretary and recorders shall sign (including signature via facsimile) on the minute. The administrative office of Board shall send a complete copy thereof to all directors as soon as possible.

Article 62 The administrative office of Board shall keep the Board meeting archive, including meeting notices, meeting materials, attendance register of meeting, the powers of attorney authorizing a proxy to attend the meeting, recording materials of meeting, if any, votes (other than votes by show of hand), minutes, resolutions and announcements signed and confirmed by the directors present at the meeting.

The meeting archive of the Board shall be kept for a period more than ten years. Any director is entitled to inspect the above meeting archive of the Board.

Chapter XI Supplementary Articles

Article 63 These Rules are an appendix to the Articles of Association of the Company. These Rules shall be binding upon the Company, shareholders, directors and senior management of the Company; in case of any conflict between the uncovered issued herein and the applicable laws, regulations, Regulatory Rules of the listing location, the Articles of Association, the latter shall prevail.

Article 64 These Rules are formulated by the Board of the Company which shall, after approved by the General Meeting, be effective.

Article 65 The expressions of “more than” or “less than” referred to herein are inclusive, “exceeding” (or “exceeds”) is not inclusive.

Article 66 These Rules shall be interpreted by the Board of Directors of the Company, and amended by the General Meeting.

This English version is for reference only. If there is any discrepancy between the English and Chinese version, the Chinese version shall prevail.