

JIANGXI COPPER COMPANY LIMITED

RULES FOR GENERAL MEETINGS

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Chapter I General Provisions

Article 1 For the purpose of standardizing behaviors of Jiangxi Copper Company Limited (hereinafter referred to as the “Company”) and safeguarding legitimate exercise of authority by the General Meeting, the Company hereby prepares these rules in accordance with rules and regulations such as the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), the Securities Law of the People’s Republic of China, the Mandatory Provisions for Companies Listing Overseas, Guidelines for Articles of Association of Listed Company, Rules of the General Meeting of Shareholders of Listed Companies, Corporate Governance Standards for Listed Companies, related securities or stock listing rules of the stock exchanges where the Company’s stocks are listed (including but not limited to The Stock Exchange of Hong Kong Limited and Shanghai Stock Exchange) (hereinafter referred to as “Listing Rules”), Articles of Association of Jiangxi Copper Company Limited and its amendments (hereinafter referred to as “Articles of Association”).

Article 2 The Company shall hold the General Meeting of Shareholders in strict accordance with laws, administrative regulations, these rules and Articles of Association of the Company and safeguard shareholders’ legitimate exercise of rights.

Board of Directors shall earnestly execute the duties and organize the General Meeting of Shareholders in a careful and timely manner. All directors of the Company shall work diligently to ensure normal holding of the General Meeting of Shareholders and legitimate exercise of the authority.

Article 3 The General Meeting of Shareholders shall execute the duties within the scope specified by Company Law and Articles of Association of the Company.

Article 4 The general meetings fall to Annual General Meeting of Shareholders and temporary General Meeting. Annual General Meeting of Shareholders shall be held every year within 6 months after completion of the previous accounting year. Temporary meeting may be held irregularly. Under one of following circumstances, a temporary General Meeting of Shareholders shall be held within 2 months after occurrence date of the fact.

- (I) If number of directors is less than that specified in Company Law or less than two thirds of that specified in Articles of Association of the Company;
- (II) Amount of uncovered losses of the Company reaches one third of total amount of paid-up capital;
- (III) Shareholders holding over 10% (inclusive) of outstanding voting shares of the company propose to hold a temporary General Meeting of Shareholders in written form;
- (IV) Board of Directors deems it as necessary;
- (V) Board of Supervisors proposes to hold;
- (VI) Under circumstances specified by laws, administrative regulations, departmental rules, listing rules or Articles of Association of the Company.

If the Company fails to hold a General Meeting of Shareholders during the foregoing period, the Company shall make a report to the local agency of China Securities Regulatory Commission (hereinafter referred to as “CSRC”) and the stock exchange where the Company’s stocks are traded (hereinafter referred to as the “stock exchange”), state reasons and make an public announcement in accordance with related provisions.

Article 5 At the time of holding the General Meeting, the Company shall engage a lawyer to issue legal opinions about following matters and make a public announcement:

- (I) Whether convening and holding procedures of the meeting comply with laws, administrative regulations, Articles of Association of the Company and these rules;
- (II) Whether qualification of participants and convener of the meeting is legitimate and valid;
- (III) Whether voting procedure and voting result of the meeting is legitimate and valid;
- (IV) Legal opinions on other related matters given at the request of the Company.

Chapter II Convening of the General Meeting

Article 6 Board of Directors shall timely convene the General Meeting of Shareholders within the period specified in Article 4 of these rules.

Article 7 Independent directors shall have the right to make a proposal to Board of Directors for holding a temporary General Meeting. As for independent directors' proposals about holding the temporary General Meeting, Board of Directors shall, in accordance with laws, administrative regulations and Articles of Association of the Company, give a written opinion about whether to approve holding of the temporary General Meeting of Shareholders within 10 days upon receipt of proposals.

If Board of Directors agrees to hold the temporary General Meeting, a notice about holding the General Meeting of Shareholders shall be announced within 5 days after a resolution is made by Board of Directors. If Board of Directors disagrees to hold the temporary General Meeting, reasons shall be stated and a public announcement shall be made.

Article 8 Board of Supervisors shall have the right to make a written proposal to Board of Directors for holding a temporary General Meeting. Board of Directors shall, in accordance with laws, administrative regulations and Articles of Association of the Company, give a written opinion about whether to approve holding of the temporary General Meeting of Shareholders within 10 days upon receipt of the proposal.

If the Board of Directors agrees to hold a temporary General Meeting, a notice about holding the General Meeting of Shareholders shall be announced within 5 days after a resolution is made by Board of Directors. As for changes contained in the notice made in response to the original proposal, consent shall be obtained from the Board of Supervisors.

If the Board of Directors disagrees to hold the temporary General Meeting of Shareholders or fails to give a written feedback within 10 days upon receipt of the proposal, Board of Directors shall be deemed to have failed or refused to perform the duty of convening the General Meeting, and Board of Supervisors may convene and preside over the General Meeting.

Article 9 If shareholders require to convene a temporary General Meeting of Shareholders or a classified shareholders' meeting, such shareholders shall go through the following procedures:

- (I) Shareholders, who separately or jointly hold over 10% (inclusive) of voting shares at the proposed meeting for 90 consecutive days, may sign one or more written requests in the same format and content, require Board of Directors to hold a temporary General Meeting of Shareholders or a classified shareholders' meeting and expound the topic for discussion at the meeting. Board of Directors shall give a written opinion about whether to approve holding of the General Meeting of Shareholders within 10 days upon receipt of the foregoing written request. If Board of Directors agrees to hold a General Meeting, a notice about holding the General Meeting of Shareholders shall be announced within 5 days after a resolution is made by Board of Directors. As for changes contained in the notice made in response to the original request, consent shall be obtained from related shareholders.
- (II) If the Board of Directors disagrees to hold a General Meeting of Shareholders or fails to give a written feedback within 10 days upon receipt of the request, shareholders who separately or jointly hold over 10% shares of the Company shall have the right to require in written form Board of Supervisors to hold a temporary General Meeting of Shareholders or a classified shareholders' meeting. If Board of Supervisors agrees to hold a General Meeting, a notice about holding the General Meeting of Shareholders shall be announced within 5 days upon receipt of the request. As for changes contained in the notice made in response to the original request, consent shall be obtained from related shareholders.

Article 10 If the Board of Supervisors or shareholders decide to convene a General Meeting of Shareholders by themselves, they shall inform the Board of Directors of the same in written form and go through the procedure of filing with the competent authority in accordance with applicable regulations.

Before public announcement of resolutions made at the General Meeting, shareholding proportion of the convening shareholder shall not be less than 10%.

At the time of giving the notice of the General Meeting of Shareholders and releasing public announcement of resolutions made at the General Meeting, Board of Supervisors and the convening shareholder shall submit related supporting materials to the local agency of CSRC and the stock exchange.

Article 11 As for the General Meeting of Shareholders convened by the Board of Supervisors or shareholders, the Board of Directors and the Secretary of Board of Directors shall provide assistance. Board of Directors shall provide a register of shareholders prepared at the date of equity registration. If Board of Directors fails to provide a register of shareholders, the convener may apply to a securities registration and settlement institution for obtainment against related public announcement about holding a General Meeting. Register of shareholders obtained by the convener shall not be used for purposes other than holding of a General Meeting.

Article 12 As for the General Meeting of Shareholders convened by the Board of Supervisors or shareholders, expenses necessary for the meeting shall be borne by the Company.

Chapter III Proposals and Notices of the General Meeting

Article 13 The content of proposals shall fall into the scope of duties of the General Meeting, contain concrete topics and specific decision items and comply with related provisions of laws, administrative regulations, listing rules and Articles of Association of the Company.

Article 14 The Board of Directors, Board of Supervisors and shareholders individually or aggregately holding over 3% of the total shares of the Company shall have the right to propose motions to the Company when the Company convenes the General Meeting of Shareholders.

Shareholders, individually or aggregately, holding over 3% of the total shares of the Company shall have the right to propose provisional motions to the convener in writing ten (10) days prior to the General Meeting. Subject to compliance with relevant laws, administrative regulations and listing rules of the stock exchanges on which the shares of the Company are listed, the convener shall within two (2) days of receipt of the provisional motions issue supplementary notice of the General Meeting of Shareholders to disclose the contents of the provisional motions. The content of such provisional motions shall fall within the scope of duties of the shareholders, and have a clear topic for discussion and specific matters for resolutions.

Save as stipulated in the above paragraph, the convener shall not change the motions stated in the notice of the General Meeting of Shareholders or add new motions after the announcement of such notice.

No voting or resolution shall be made at the General Meeting of Shareholders on motions which are not stated in the notice of the General Meeting of Shareholders or do not comply with the provisions under Article 13.

Article 15 The Company shall, twenty (20) clear business days before the date of the meeting, give written notices of the shareholders' annual general meeting; when the Company convenes an extraordinary general meeting, the Company shall give a written notice at least ten (10) clear business days or fifteen (15) days (whichever is the longer period) prior to the date of the meeting, and inform all registered shareholders of the matters to be considered at the meeting, and the date and venue of the meeting. Those shareholders who intend to attend the meeting shall deliver a written reply to the Company five (5) business days before the meeting.

Article 16 The notice of the General Meeting of Shareholders shall comply with following requirements:

- (I) Announced in written form;
- (II) Indicate place, date and time of the meeting;
- (III) Indicate matters to be discussed at the meeting;

- (IV) Provide shareholders with necessary materials and explanations for them to make a wise decision about matters to be discussed. If the Company makes a proposal about merger, redemption of shares, reorganization of share capital or other reorganization, such materials and explanations include but not limited to specific conditions and contracts (if any) of transactions under discussion, careful explanation about causes and consequences and the content to be disclosed as required by listing rules;
- (V) If any director, supervisor, manager or other senior executive has significant interest in matters to be discussed, nature and degree of interest shall be disclosed. If effect imposed by matters to be discussed on such director, supervisor, manager and other senior executive is different from that on other shareholders of the same type, difference shall be stated;
- (VI) Contain the full text of a special resolution to be adopted at the meeting;
- (VII) Make a clear written statement that all shareholders shall have the right to attend the General Meeting, that shareholders who have the right to attend the meeting and vote shall have the right to entrust one or more shareholder proxies to attend the meeting and vote and that such shareholder proxies need not be shareholders;
- (VIII) Contain date and address for service of power of attorney issued to voting proxies;
- (IX) Shares registration date of shareholders who have the right to attend the General Meeting;
- (X) Name and telephone number of the permanent contact of the General Meeting.

The notice and the supplementary notice of the General Meeting of Shareholders shall sufficiently and fully disclose specific content of all proposals and all materials and explanations necessary for shareholders to make a reasonable judgment about matters to be discussed. If independent directors are required to give opinions about matters to be discussed, such independent directors' opinions and reasons shall be disclosed at the same time of giving the notice or the supplementary notice of the General Meeting.

Article 17 Notice of the General Meeting of Shareholders shall be sent to the shareholders (whether or not entitled to vote at the General Meeting) through delivery by hand or by prepaid mail. The notice shall be delivered to the addresses of the shareholders as shown in the register of shareholders. For the holders of domestic shares, notice of the General Meeting of Shareholders may be given by way of public announcement.

The public announcement referred to above shall be published in a newspaper or several newspapers prescribed by the China Securities Regulatory Commission. Once published, all holders of domestic shares shall be deemed to have received the relevant notice of the General Meeting of Shareholders.

Article 18 Failure in giving a notice of the General Meeting of Shareholders to a person who has the right to receive such notice due to accidental omission or such person's failure in receiving the notice of the meeting shall not invalidate the meeting or resolutions made at the meeting.

Article 19 If election of directors and supervisors will be discussed at the General Meeting, the notice of the General Meeting of Shareholders shall fully disclose detailed materials of candidates for directors and supervisors and at least contain the following information:

- (I) Personal information, such as education background, work experience and part-time job;
- (II) Whether they have association relationship with the Company or the Company's controlling shareholders or actual controller;
- (III) Number of shares held in the Company;
- (IV) Whether they are penalized by CSRC and other related authorities or disciplined by the stock exchange;
- (V) Related disclosures required by listing rules.

Article 20 The notice of the General Meeting of Shareholders shall indicate date and place of the meeting and determine shares registration date. Interval between shares registration date and the meeting date shall not be over 7 working days. Once shares registration date is determined, it shall not be changed.

Article 21 After the notice of the General Meeting of Shareholders is announced, the General Meeting of Shareholders shall not be postponed or canceled without a justified reason and proposals indicated in the notice of the General Meeting of Shareholders shall not be canceled. In case of postponement or cancellation, the convener shall make a public announcement at least two days before the predetermined opening date and give reasons.

Chapter IV Holding of the General Meeting

Article 22 The General Meeting of Shareholders shall have a meeting place and shall be held in the form of an on-site meeting. In addition, safe, economical and convenient network and other means of communication shall be adopted in accordance with provisions of laws, administrative regulations, CSRC and Article of Association of the Company to make convenience for shareholders' participation in the General Meeting. If shareholders participate in the General Meeting of Shareholders through the foregoing means, such shareholders shall be deemed to have been present at the meeting.

Shareholders may personally attend the General Meeting of Shareholders and exercise voting right or entrust others to attend the meeting and exercise voting right within the authorized scope.

Article 23 If the General Meeting of Shareholders is held through internet or other means of communication, the notice of the General Meeting of Shareholders shall expressly indicate time and procedure of voting through internet or other means of communication.

Time of voting through internet or other means of communication shall not be earlier than 3:00 p.m. of the day before opening of the on-site General Meeting of Shareholders or later than 9:30 a.m. of the opening date of the on-site General Meeting. In addition, closing time shall not be earlier than 3:00 p.m. of the closing date of the on-site General Meeting.

Article 24 Board of Directors and other conveners shall take necessary measures to ensure normal order of the General Meeting. As for behaviors interfering with the General Meeting, causing troubles or infringing legitimate rights and benefits of shareholders, Board of Directors and other conveners shall take measures to prevent such behaviors and report to the competent authority for investigation and treatment.

Article 25 All shareholders registered at shares registration date or their proxies shall have the right to attend the General Meeting of Shareholders and exercise voting right in accordance with related laws, regulations and Articles of Association of the Company. The Company and the convener shall not deny for any reason.

Article 26 If a proxy represents a shareholder to attend the General Meeting, such proxy shall present his or her own ID card and power of attorney signed by the principal or legal representative of the principal. Power of attorney shall indicate date of issue. If a corporate shareholder entrusts its legal representative to attend the meeting, such legal representative shall present his or her own ID card and a notarized copy of the resolution made by Board of Directors or other authority of the corporate body that entrusts such legal representative or other certified copy approved by the Company.

Article 27 Shareholders shall entrust their proxies in written form. Power of attorney shall be signed by the principal or the proxy entrusted by the principal in written form. If the principal is a corporate body, power of attorney shall be affixed with a corporate seal or signed by a director or officially entrusted proxy. Such power of attorney in written form shall indicate number of the principal's shares represented by the proxy.

Article 28 Power of attorney concerning voting shall be placed in the domicile of the Company or other place designated in the notice about convening the meeting at least 24 hours before opening of the meeting where a vote is cast under power of attorney or 24 hours before the designated voting time. If such power of attorney is signed by other person authorized by the principal, signed power of attorney or other authorization documents shall be notarized. Notarized power of attorney or other authorization documents shall be placed in the domicile of the Company or other place designated in the notice about convening the meeting together with power of attorney concerning voting.

If the principal is corporate body, personnel authorized by legal representative or Board of Directors or other decision-making authorities upon a resolution shall work as a representative and attend the company's General Meeting.

Article 29 The format of any power of attorney issued by the Company's Board of Directors to shareholders to appoint shareholder proxies shall allow shareholders to freely instruct shareholder proxies to vote for or against and make a separate instruction for voting in response to each topic for discussion. Power of attorney shall indicate that if shareholders fail to make instructions, shareholder proxies may vote at their own discretion.

Article 30 If the principal has died, lost capacity, canceled entrustment, canceled the right to issue a power of attorney or transferred related shares, voting made by shareholder proxies in accordance with power of attorney shall still remain effective as long as the Company does not receive a written notice about such matters before opening of the meeting.

Article 31 Register of personnel attending the meeting shall be prepared by the Company. The meeting register shall indicate such matters of personnel attending the meeting as names (or name of working unit), ID number, address of domicile, number of voting shares held or represented, name of the principal (or name of working unit).

Article 32 The convener and the lawyer shall verify legitimacy of shareholder qualification in accordance with the register of shareholders provided by the securities registration and settlement institution and register shareholder names or number of voting shares held by them. Before the meeting presider announces number of shareholders and proxies attending the meeting on the site and total number of voting shares held by them, meeting registration shall be terminated.

Article 33 If the Company holds the General Meeting, all directors, supervisors and Secretary of Board of Directors shall attend the meeting and managers and other senior executives shall attend the meeting.

Article 34 The General Meeting of Shareholders shall be convened and presided over by Chairman as the Meeting Chairman. If Chairman fails to attend the meeting, Deputy Chairman shall convene and preside over the meeting. If neither Chairman nor Deputy Chairman can attend the meeting, Board of Directors may designate one director of the Company to convene and preside over the meeting. In case of failure in designating a presider of the meeting, shareholders presented at the meeting may elect one of them to work as the presider. If shareholders fail to elect a presider for any reason, the shareholder attending the meeting and holding the most voting shares (including a shareholder proxy) shall work as the presider of the meeting.

The General Meeting of Shareholders convened by Board of Supervisors shall be presided by Chairman of Board of Supervisors. If Chairman of Board of Supervisors fails or refuses to perform the duty, over half of supervisors may jointly elect a supervisor to preside over the meeting.

As for the General Meeting of Shareholders convened by shareholders, the convener shall elect a shareholder to preside over the meeting.

If the General Meeting of Shareholders fails to continue due to the meeting presider's violation of these rules, a shareholder may be elected as the meeting presider upon approval by more than half of shareholders presented at the meeting and holding voting shares and the meeting shall proceed.

Article 35 At the Annual General Meeting, Board of Directors and Board of Supervisors shall respectively make a report on the works for the previous year to the General Meeting of Shareholders and each independent director shall make a work report.

Article 36 Directors, supervisors and senior executives shall respond to inquiries raised by shareholders at the General Meeting of Shareholders and conduct other effective communication in conformity with listing rules.

Article 37 Before voting, the meeting presider shall announce number of shareholders and total number of voting shares held by them. Number of shareholders and proxies present at the meeting and total number of voting shares held by them shall be subject to the meeting register.

Article 38 At the time of voting at the General Meeting, shareholders (including shareholder proxies) shall exercise voting right in accordance with number of voting shares represented by them and each voting share stands for one vote.

Article 39 Voting shall be made by a show of hands at the General Meeting, unless following personnel requires voting by ballot before or after voting by a show of hands or otherwise specified by laws, administrative regulations, rules or regulations prepared by the related regulatory authority from time to time:

(I) Presider of the meeting;

(II) At least two shareholders holding voting shares or proxies of shareholders holding voting shares;

(III) One or more shareholders (including shareholder proxies) who separately or jointly hold over 10% of voting shares at the meeting.

The meeting presider shall announce adoption status of proposals on the site of the meeting and make a record in the meeting minutes as the final basis. There is no need to indicate number or proportion of affirmative votes or negative votes in response to resolutions adopted at the meeting. The Company merely needs to disclose number of votes under the circumstances specified by laws, administrative regulations and rules or regulations prepared by the related authority from time to time.

The request for voting by ballot may be withdrawn by the proposer.

Article 40 If voting by ballot is required to elect the presider or suspend the meeting, voting by ballot shall be made immediately. If voting by ballot is required to determine other matters, the presider may decide when to vote and the meeting may proceed to discuss other matters. Voting results shall still be deemed as resolutions adopted at the meeting.

Article 41 At the time of voting, shareholders (including shareholder proxies) holding two or more voting shares need not use all voting shares to vote for or vote against.

Article 42 If number of negative votes and affirmative votes is equal (whether voting by a show of hands or by ballot), the meeting presider shall be entitled to an extra vote.

Article 43 If a shareholder has association relationship with matters to be discussed at the General Meeting, such shareholder shall avoid voting and number of voting shares held by such shareholder will not be included into total number of voting shares held by shareholders present at the General Meeting.

At the time of considering significant matters affecting interest of small and medium investors at the General Meeting, number of voting in response to small and medium investors shall be separately calculated. Result of separate calculation shall be publicly disclosed in a timely manner.

The Company holding its own shares shall have no voting right and such part of shares will not be included into total number of voting shares held by shareholders present at the General Meeting.

Board of Directors, independent directors and shareholders in conformity with related specified conditions may publicly solicit shareholder voting right. In case of solicitation of shareholder voting right, such information as specific voting intention shall be fully disclosed to persons whose voting rights are being solicited. It is prohibited to solicit shareholder voting rights with payment or disguised payment. The Company shall not impose restriction on minimum shareholding proportion against solicitation of voting rights.

Article 44 All proposals shall be voted one by one at the General Meeting. In case of different proposals in response to the same matter, such proposals shall be voted in accordance with time order of filing. The General Meeting of Shareholders shall not suspend voting or refuse to vote, unless the General Meeting of Shareholders is suspended or fails to make resolutions for special reasons such as force majeure.

Article 45 At the time of considering proposals at the General Meeting, proposals shall not be changed. Otherwise, related changes shall be deemed as a new proposal and shall not be voted at this General Meeting.

Article 46 As for the same voting right, only one voting method may be chosen from on-site voting, online voting or other voting methods. In case of repeated voting based on the same voting right, result of the voting for the first time shall prevail.

Article 47 Shareholders (including shareholder proxies) present at the meeting shall expressly indicate affirmation or objection in response to each matter subject to voting. In case of abstaining from voting or giving up voting, such votes will not be included into number of voting shares when the Company calculates voting result of such matter.

If votes are not completed or wrongly completed or handwriting on votes are unidentifiable or votes are not cast, corresponding voters shall be deemed to have waived voting right and result of voting based on each voting share shall be deemed as “abstention”.

In accordance with Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and/or related laws, administrative regulations, rules or provisions, if any shareholder gives up voting in response to any specific resolution or is restricted from merely voting for or voting against any specific resolution, any voting made by such shareholder or the shareholder proxy in violation of such provision or restriction will not be calculated.

Article 48 Before voting in response to proposals at the General Meeting, two shareholder representatives shall be elected to participate in counting and scrutinizing of votes. If any shareholder has association relationship with discussed matters, such shareholder or the proxy shall not participate in counting and scrutinizing of votes.

At the time of voting in response to proposals at the General Meeting, lawyers, shareholder representatives or supervisor representatives shall jointly count and scrutinize votes.

Shareholders or shareholder proxies who vote through internet or other means shall have the right to verify their voting results through a corresponding voting system.

Article 49 Closing time of the on-site meeting shall not be earlier than that of the meeting held through internet or other means of communication. The meeting presider shall announce voting status and result of each proposal and announce whether proposals are adopted in accordance with voting results on the site.

Before official release of voting results, the Company, vote counters, voter scrutinizers, main shareholders and internet service provider involved in voting on the site of the General Meeting, through internet or other means shall keep confidential voting status.

Article 50 If the meeting presider has any doubt about the result of resolutions subject to voting, the meeting presider may organize counting of votes. If the meeting presider does not organize counting and shareholders or shareholder proxies have objection to the result announced by the meeting presider, such shareholders and shareholder proxies shall have the right to immediately require counting of votes after announcement and the meeting presider shall immediately organize counting.

In case of counting of votes at the General Meeting, the result of counting shall be recorded in the meeting minutes.

Article 51 The meeting presider shall be responsible for determining whether resolutions discussed at the General Meeting of Shareholders are adopted and the determination shall be final and announced at the meeting and recorded in the meeting minutes.

Article 52 Resolutions discussed at the General Meeting of Shareholders shall be announced in a timely manner. The public announcement shall indicate number of shareholders and proxies present at the meeting, total number of voting shares and proportion in total number of the Company's voting shares, voting method, voting result of each proposal and specific content of each adopted resolution.

Article 53 If a proposal is not adopted or a resolution adopted at the previous General Meeting of Shareholders is changed at this General Meeting, special prompt shall be made in the public announcement about resolutions adopted at the General Meeting.

Article 54 The meeting minutes shall be prepared by Secretary of Board of Directors. The meeting minutes shall contain following information:

- (I) Date, time, place and agenda of the meeting and convener's name;
- (II) Names of the meeting presider and directors, supervisors, Secretary of Board of Directors, managers and other senior executives present at the meeting or attending the meeting as non-voting delegates;
- (III) Number of shareholders and shareholder proxies present at the meeting, total number of voting shares and proportion in total number of the Company's voting shares;
- (IV) Consideration process, key points of speeches and voting result of each proposal;
- (V) Shareholder's inquiry opinions or suggestions and corresponding replies or explanations;
- (VI) Names of lawyers and vote counters and vote scrutinizers;
- (VII) Other information that shall be included into the meeting minutes as specified by Articles of Association of the Company.

Article 55 Directors, supervisors, Secretary of Board of Directors, the convener or the representative, the meeting presider shall sign names on the meeting minutes and ensure authenticity, accuracy and completeness of the content of the meeting minutes. Resolutions adopted at the General Meeting of Shareholders shall constitute a meeting summary. The meeting minutes and the meeting summary shall be prepared in China and the meeting minutes shall be retained together with signature register of shareholders present at the meeting, power of attorney issued to proxies and effective materials about voting through internet or other means and retention period shall be 10 years. Shareholders may freely consult copies of the meeting minutes at working time of the Company. Any shareholder may ask for copies of the meeting minutes from the Company and the Company shall send such copies within 7 days upon receipt of reasonable expenses.

Article 56 The convener shall ensure continuity of the General Meeting of Shareholders until final resolutions are made. In case of suspension of the General Meeting of Shareholders or failure in making resolutions for such special reasons as force majeure, the convener shall take necessary measures to resume the General Meeting of Shareholders as soon as possible or directly terminate this General Meeting of Shareholders and make a public announcement in a timely manner. Meanwhile, the convener shall make a report to the local agency of CSRC and the stock exchange.

Article 57 If proposals about election of directors and supervisors are adopted at the General Meeting, new directors and supervisors shall take office in accordance with *Articles of Association* of the Company.

Article 58 If resolutions related to cash dividend, share allotment, transfer of capital reserve into share capital are adopted at the General Meeting, the Company shall implement specific plans within 2 months after closing of the General Meeting.

Article 59 If resolutions adopted at the General Meeting of Shareholders of the Company violate laws or administrative regulations, such resolutions shall be null and void.

The Company's controlling shareholders or actual controller shall not restrict or obstruct small and medium investors from legally exercising voting right or prejudice legitimate rights and interests of small and medium investors.

If meeting convening procedure or voting method of the General Meeting of Shareholders violates laws, administrative regulations or Articles of Association of the Company or the content of resolutions violates Articles of Association of the Company, shareholders may apply to the people's court for cancellation within 60 days after such resolutions take effect.

Chapter V Special Procedure of Voting by Classified Shareholders

Article 60 Classified shareholder refers to a shareholder holding different types of shares.

Classified shareholders shall have rights and bear obligations in accordance with laws, administrative regulations and Articles of Association of the Company.

Article 61 If the Company plans to change or abolish rights of classified shareholders, such change or abolishment shall be adopted as a special resolution at the General Meeting of Shareholders and adopted by affected classified shareholders at the General Meetings respectively held in accordance with Article 63 to Article 67.

Article 62 Under following circumstances, rights of a classified shareholder shall be deemed to have been changed or abolished:

- (I) Increase or decrease number of such classified shares, or increase or decrease number of classified shares which contain voting right, distribution right or other privilege equivalent to or more than such classified shares;
- (II) Such classified shares are wholly or partially converted into other classes, or shares in another category are wholly or partially converted into such classified shares or such conversion right is granted;
- (III) Cancel or decrease such classified shares' rights to receive accrued dividend or accumulative dividend;
- (IV) Decrease or cancel such classified shares' right to preferentially receive dividend or receive distributed properties in the process of liquidation of the Company;
- (V) Increase, cancel or decrease such classified shares' right of share conversion, choice right, voting right, transfer right, preferential allocation right and the right to obtain the Company's securities;
- (VI) Cancel or decrease such classified shares' right to receive the Company's accounts payable in a specific currency;
- (VII) Establish new categories of shares with voting rights, distribution right or other privilege equivalent to or more than such classified shares;
- (VIII) Impose restriction on transfer or ownership of such classified shares or increase such restriction;
- (IX) The right to subscribe shares of such type or another type or the right to convert shares;
- (X) Increase rights and privileges of other classified shares;
- (XI) The Company's reorganizing plan will result in assumption of liabilities by different classified shareholders disproportionately in the process of reorganizing;
- (XII) Change or abolish terms under this Chapter.

Article 63 As for affected classified shareholders (whether or not they have voting right at the General Meeting), if they are involved in circumstances under Clause (II) to Clause (VIII), Clause (XI) to Clause (XII) under Article 62, they shall have voting right at the meeting of classified shareholders, but interested shareholders shall not have voting right at the meeting of classified shareholders.

Interested shareholders referred to the foregoing clauses defined as follows:

- (I) Under the circumstance that the Company issues repurchase offers to all shareholders in the same proportion in accordance with Article 31 of Articles of Association of the Company or repurchase its own shares through public trading at the stock exchange, “interested shareholders” refer to holding shareholders defined in Article 55;
- (II) Under the circumstance that the Company repurchases its own shareholders outside the stock exchange through an agreement in accordance with Article 31, “interested shareholders” refer to related shareholders related to such agreement;
- (III) In the Company’s reorganizing plan, “interested shareholders” refer to shareholders who bear liabilities in a proportion lower than that of other shareholders of such category or shareholders who have interest different from other shareholders of such category.

Article 64 Resolutions made at the meeting of classified shareholders shall, in accordance with Article 63 of this rule, be adopted by shareholders present at the meeting of classified shareholders and holding over two thirds of voting shares.

Article 65 The Company shall, give written notice of the class meeting in accordance with the notification period requirements with respect to the convening of extraordinary general meetings as stipulated in Article 15 and inform all registered shareholders of that class of the matters to be considered at the class meeting and the date and venue of the class meeting.

Article 66 The notice of the meeting of classified shareholders will be merely announced to shareholders who have the right to vote at the meeting.

The meeting of classified shareholders shall be held in accordance with the procedure the same as that of the General Meeting of Shareholders as far as possible. Terms under Articles of Association of the Company concerning procedure of the General Meeting of Shareholders shall be applicable to the meeting of classified shareholders.

Article 67 Except for shareholders of other classified shares, shareholders of domestic shares and shareholders of overseas listed foreign shares shall be deemed as different classified shareholders.

Under following circumstances, special procedure of voting by classified shareholders shall be inapplicable:

- (I) Upon approval by the General Meeting of Shareholders through a special resolution, the Company separately or simultaneously issues domestic shares, overseas listed foreign shares each 12 months and quantity of domestic shares, overseas listed foreign shares to be issued will not exceed 20% of outstanding shares respectively;
- (II) The Company's plan prepared at the time of establishment about issuing domestic shares and overseas listed foreign shares was completed within 15 months after the date of approval by the securities regulatory authority of the State Council.

Chapter VI Supplementary Articles

Article 68 These rules shall constitute an appendix of Articles of Association of the Company. These rules, prepared by Board of Directors, shall take effect upon approval by the General Meeting of Shareholders through a special resolution. In case of amendment to these rules, Board of Directors shall make a proposal about amendment. Such amendment shall take effect upon approval by the General Meeting of Shareholders through a special resolution.

Article 69 The General Meeting of Shareholders authorizes Board of Directors to be responsible for interpretation of these rules.

Article 70 If there are matters not covered in these rules or these rules conflict with laws, administrative regulations, other related normative documents and Articles of Association of the Company, laws, administrative regulations, other related normative documents and Articles of Association of the Company shall prevail.

Article 71 The terms "above" and "within" under these rules include the number, while "over", "lower than", "more than" exclude the number.

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