

SHENZHEN EXPRESSWAY COMPANY LIMITED



RULES OF PROCEDURE FOR THE SHAREHOLDERS' MEETING

(Passed by special resolutions at
the shareholders' meeting of the Company
held on 26th May 2009)

* This document is originally prepared in Chinese and this English version is for reference only.
In case of any inconsistency between the Chinese version and the English version, the Chinese

version shall prevail.

Contents

		Page
Chapter 1	General Principles	1
Chapter 2	Rights and Obligations of the Shareholders	1
Chapter 3	The Powers of the Shareholders' General Meeting	3
Chapter 4	The Convening of the Shareholders' General Meeting	6
Chapter 5	The Holding of the Shareholders' General Meeting	12
Chapter 6	Convening Extraordinary General Meeting by the Shareholders, the Supervisory Committee or the Independent Non-executive Directors	21
Chapter 7	Class Shareholders' Meetings	24
Chapter 8	Supplementary Provisions	27

SHENZHEN EXPRESSWAY COMPANY LIMITED

RULES OF PROCEDURE FOR THE SHAREHOLDERS' MEETING

Article 1

Chapter 1 General Provisions

- Article 1 In order to ensure full exercise of the powers of the shareholders' general meetings and regulate the procedures for the shareholders' general meetings and its decision-making procedures and methods, Shenzhen Expressway Company Limited ("Company") formulates these rules in accordance with the provisions of the relevant law and regulations such as Company Law of the People's Republic of China ("Company Law") and Rules for the Shareholders' General Meetings of Listed Companies and the Articles of Association.
- Article 2 The Company shall convene the shareholders' general meeting in strict accordance with relevant requirements of the laws and regulations, the Articles of Association and these rules so as to ensure that shareholders can exercise their rights in accordance with the laws.
- The board of directors of the Company shall earnestly perform its duties and organize the shareholders' general meeting in a serious and timely manner. All the directors of the Company shall exercise their diligence to ensure that the shareholders' general meeting are held properly and its powers are exercised in accordance with the laws.
- Article 3 The shareholders' general meeting shall exercise its powers within the scope specified in the Company Law and the Articles of Association.
- Article 4 Shareholders' general meetings shall be classified as annual general meetings and extraordinary general meetings. The annual general meetings shall be convened once a year and shall be held within six months after the end of the preceding accounting year. Extraordinary general meetings which are convened irregularly shall be convened within 2 months from the date upon the occurrence of the circumstance for which a shareholders' general meeting shall be convened specified in the Company Law and the Articles of Association.
- If the Company cannot convene a shareholders' general meeting within the period above, it shall report to the China Securities Regulatory Commission Shenzhen Bureau ("CSRC SB") and the Shanghai Stock Exchange ("SSE") to explain the reasons and make an announcement in respect thereof.
- Article 5 If the Company holds a shareholders' general meeting, it shall engage a lawyer to issue legal advice on the following matters and make an announcement in respect thereof:
- (1) whether the convening of the shareholders' general meeting and its procedures are in compliance with the requirement of the laws and regulations and the Articles of Association and these rules;
 - (2) whether the qualification of the attendants and convener is legal and valid;
 - (3) whether the procedures and results of voting of the meeting is legal and valid;
 - (4) legal advices on other relevant matters at the request of the Company.

Chapter 2 Convening of the Shareholders' General Meeting

Article 6 The board of directors shall convene the shareholders' general meeting within the period specified by Article 4 of these rules on a timely basis.

Article 7 Independent directors are entitled to propose to the board of directors of the Company to convene an extraordinary general meeting. The board of directors of the Company shall, in accordance with the laws and regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within 10 days after receiving such proposal from the independent directors.

In the event that the board of directors of the Company agrees to convene an extraordinary general meeting, it shall serve the notice of the shareholders' general meeting within 5 days after the relevant board resolution is made. In the event that the board of directors of the Company does not agree to convene an extraordinary general meeting, it shall give reasons and make an announcement in respect thereof.

Article 8 The supervisory committee is entitled to propose the convening of an extraordinary general meeting to the board of directors, such proposal shall be made in writing. The board of directors shall, in accordance with the laws and regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of an extraordinary general meeting within 10 days after receiving such proposal.

In the event that the board of directors agrees to convene an extraordinary general meeting, it shall serve the notice of the shareholders' general meeting within 5 days after the relevant board resolution is made. Consent of the supervisory committee shall be obtained in the event of any changes to the original proposal made in the notice.

In the event that the board of directors does not agree to convene an extraordinary general meeting or does not furnish any written reply within 10 days after receiving such proposal, it shall be deemed that the board of directors cannot perform or fails to perform the duty of convening a shareholders' general meeting, in which case the supervisory committee may convene and preside over such meeting by themselves.

Article 9 Shareholders shall comply with the following procedures in proposing to convene an extraordinary general meeting or a class shareholders' meeting:

1. Two or more shareholders individually or collectively holding 10% or more of the total voting rights at such meeting may propose to the board of directors to convene an extraordinary general meeting or a class shareholders' meeting and state the topic of the meeting by signing one copy or few copies of same content of written requisition. The board of directors shall upon receipt of the above-mentioned written requisition convene the extraordinary general meeting or the class shareholders' meeting as soon as possible. The above-mentioned number of shares held by the shareholders shall be calculated based on the

date when the shareholders submit the written requisition.

2. In the event that the board of directors does not serve the notice of the shareholders' general meeting within 30 days after receiving the above-mentioned written requisition, the shareholders who proposed may convene the meeting themselves within 4 months after the board of directors receives such proposal. The procedure of convening such meeting shall follow the one of convening shareholders' general meeting by the board of directors as close as possible.

Article 10 Where the supervisory committee or shareholders decide(s) to convene the extraordinary general meeting by itself/themselves, it/they shall notify the board of directors of the Company in writing, and shall file with the CSRCSB and the SSE.

The shareholding of the convening shareholders shall not be less than 10% before making announcement of the resolutions of the shareholders' general meeting.

The supervisory committee and the convening shareholder shall submit relevant supporting materials to the CSRCSB and the SSE upon the issuance of the notice of shareholders' general meeting and the announcement of the resolutions of the shareholders' general meeting.

Article 11 For a shareholders' general meeting convened by the supervisory committee or shareholders by itself/themselves, the board of directors and the secretary to the board shall be co-operative. The board of directors of the Company shall provide the register of shareholders as of the date of registration. In the event that the board of directors fails to provide the register of shareholders, the convener may apply to the securities registration and clearing institution for obtaining the register of shareholders with the relevant announcement on the convening of the shareholders' general meeting. The register of shareholders obtained by the convener shall not be used for purposes other than convening of the shareholders' general meeting.

Article 12 Necessary expenses arising from convening of a shareholders' general meeting by the supervisory committee or shareholders shall be borne by the listed company.

Chapter 3 Proposal and Notice of the Shareholders' General Meeting

Article 13 The content of proposals of the shareholders' general meeting shall fall within the functions and powers of the shareholders' general meeting, have clear topic for discussion and specific matters to be resolved and comply with relevant provisions of the laws and regulations and the Articles of Association.

Article 14 A shareholders' general meeting shall be convened by a written notice to the shareholders registered as such in the register of shareholders 45 days prior to the meeting specifying the matters to be considered and the time and place of the meeting to be held. The period of the issue of the notice shall exclude the date of the meeting.

Article 15 Shareholders who intend to attend the shareholders' general meeting shall serve on the Company a written reply 20 days before

the date of the meeting. Pursuant to the written replies received 20 days prior to the shareholders' general meeting, the Company shall calculate the number of shares vested with voting rights held by those shareholders who intend to attend the meeting. If the number of shares vested with voting rights held by those shareholders who intend to attend the meeting is more than one half of the total number of shares of the Company vested with voting rights, the Company may convene a shareholders' general meeting; otherwise, the Company shall within 5 days thereof give notice again to the shareholders specifying the matters to be considered and the date and place of the meeting by way of an announcement. After giving such notice, the Company may convene the shareholders' general meeting.

Article 16

A notice of a shareholders' general meeting shall:

- (1) it shall be in writing;
- (2) it shall specify the place, the date and the time of the meeting;
- (3) it shall state the business to be transacted;
- (4) it shall provide the shareholders with all such information and explanation as are necessary for a prudent decision to be made by the shareholders on the business to be transacted, which shall include (but not limited to) the provision of concrete terms and contract (if any) of the proposed transaction together with a detailed explanation of the causes and consequences thereof in the event of the Company proposes a merger, repurchase of its shares, a restructuring of share capital or other manners of reorganisation;
- (5) if any of the directors, supervisors, president and other senior management is materially interested in matters to be discussed, he/she shall disclose the nature and the extent of such interest; if the effect of the matters to be discussed on such director, supervisor, president or senior management as a shareholder differs from other shareholders of the same class, such differences shall be specified;
- (6) opinions and reasons given by the independent directors shall be disclosed when the notice or supplementary notice of the shareholders' general meeting is given if the matters to be discussed require independent directors' opinions;
- (7) it shall contain the full text of any special resolution proposed to be passed at the meeting;
- (8) it shall expressly specify in writing that the shareholders entitled to attend and vote at the meeting shall have the right to appoint one or more than one proxy to attend the meeting in his stead and to vote thereat and the proxy or proxies need not be a shareholder;
- (9) it shall specify the time and place for the delivery of the instrument for appointing proxy to vote at the meeting;
- (10) it shall specify the date of registration of the voting rights for shareholders who are entitled to attend in the shareholders' general meeting. Once the date of registration is determined,

it shall not be changed;

- (11) it shall specify name and telephone number of the contact person of the shareholders' general meeting.

Article 17

For matters involving election of directors and/or supervisors to be discussed at the shareholders' general meeting, the particulars of candidates for directors and/or supervisors to be fully disclosed in the notice of the meeting shall at least include:

- (1) personal particulars including educational background, working experience, and any part-time job;
- (2) whether they are connected with the Company or its controlling shareholder(s) or de-facto controller(s);
- (3) their shareholdings in the Company;
- (4) whether or not they have been subject to any punishment by the securities regulatory authorities or other related authorities or stock exchanges.

Article 18

When the Company convenes an annual general meeting, shareholder(s) who individually or collectively holds in aggregate 5 per cent or more of the voting rights of the Company or the supervisory committee shall be entitled to propose new motions in writing to the Company. The Company shall include those motions falling within the scope of responsibility of the shareholders' general meeting into the agenda of such meeting, and serve the supplementary notice timely.

For matters involving election of directors to be discussed at the shareholders' general meeting and if, within the statutory time limit, the convener receives notice of nomination of director's candidate from person entitled to nominate, the convener shall issue announcements or documents in accordance with relevant rules such as the SSE Stock Listing Rules or the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("HKEx").

The convener shall consider whether to postpone the shareholders' general meeting in order to give the shareholders at least 14 days to consider the new motions or relevant information in the supplemental notice, announcement or documents.

Except for cases stipulated in the preceding paragraph, after the publication of the notice of the shareholders' general meeting, the convener shall not amend motions set out in the notice of the shareholders' general meeting or add new motion. The shareholders' general meeting shall not vote and resolve motions not stated in the notice of the shareholders' general meeting or motions which do not meet the requirements in Article 13 of these rules.

Article 19

Notice of shareholders' general meeting shall be served on the shareholders (whether vested with voting rights at the shareholders' general meeting or not) by personal delivery or by prepaid post at the address recorded in the register of shareholders. In respect of holders of domestic shares, notice of shareholders' general meeting may also be served by way of announcement.

The announcement referred to in the preceding paragraph shall be published 45 days prior to the date of the meeting in one or several newspapers designated by the securities supervisory authorities. Once it is published, all holders of domestic shares shall be deemed to have received notice of the shareholders' general meeting.

Accidental omission to serve a notice on, or non-receipt of any such notice by, such person who is entitled to receive the same shall not invalidate the meeting and the resolutions passed at the meeting.

Article 20 After issuing the notice of shareholders' general meeting, without any proper reason, the shareholders' general meeting shall not be postponed or cancelled and the proposals set out in the notice of shareholders' general meeting shall not be cancelled. When the shareholders' general meeting is to be postponed or cancelled, the convener shall make an announcement within 2 working days after knowing the relevant reason or at least 2 working days prior to the date on which the shareholders' general meeting is originally scheduled and give the reasons therefor. The shareholders' general meeting may postpone the meeting by way of passing a resolution for which every shareholder shall have voting rights.

Chapter 4 Shareholders' Proxies

Article 21 Any shareholder who is entitled to attend a shareholders' general meeting and to vote thereat shall have the right to appoint a person or several persons (whether a shareholder or not) as his proxies to attend the same and vote thereat on his behalf.

Article 22 A shareholder shall appoint his proxy in writing and signed by the appointor or an attorney authorised by him for such purpose in writing; if the appointor is a legal person, the same shall be affixed with the seal of such legal person, or signed by its directors or a duly authorised representative.

An instrument appointing a proxy shall be deposited at least 24 hours prior to the commencement of the relevant meeting at which the proxy is appointed to vote or 24 hours before the time appointed for voting at the registered address of the Company or such other place as the notice of meeting may specify. If the instrument appointing a proxy has been signed by a person authorised by the appointor, the power of attorney or other instruments of authorization shall be notarised. The power of attorney or other instruments of authorisation so notarised together with the proxy form shall be deposited at the registered address of the Company or such other place as the notice of meeting may specify.

In the event that the appointor is a legal person, such shareholder shall be represented at the shareholders' general meeting of the Company by its legal representative or the person authorised by the board of directors or other governing body of such appointor.

Article 23 The instrument delivered to a shareholder by the board of directors of the Company for appointing a proxy shall be in such form so as to enable the shareholder to instruct freely at his choice the proxy to vote in favour of or against and to give instruction on each item of the business put to vote at the meeting. Such instrument of proxy shall specify that in default of instruction from the shareholder, the proxy may vote in such a way as he thinks fit.

Article 24 In the event that a shareholder of the Company is a recognised clearing house (as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), or a clearing house as recognised by the laws of the jurisdiction where the securities of the Company are listed ("Clearing House"), it may appoint a proxy (or proxies) it considers appropriate to attend any shareholders' general meeting or class shareholders' meeting of the Company. The proxy form to appoint such proxy (or proxies) shall set out the number and class of shares such proxy (or proxies) is (are) authorized for. The person (or persons) so authorized is (are) entitled to exercise the right of and on behalf of the Clearing House (or its nominee) as if such shareholder is an individual shareholder of the Company.

Article 25 Notwithstanding the death or incapacity of the appointor, or the revocation of the appointment or revocation of the authority under which the appointing instrument is signed, or the relevant shares have been transferred, a vote given by such proxy pursuant to the instrument of appointment shall still be valid provided that no notice in writing in respect of the events mentioned above has been received by the Company prior to the commencement of the relevant meeting.

Chapter 5 Holding of the Shareholders' General Meeting

Article 26 Shareholders' general meetings shall be provided with meeting venue and be convened by ways of on-site meetings. In the premise that lawfulness and effectiveness of the shareholders' general meeting can be guaranteed, the Company may provide convenience for shareholders by various feasible ways including means of modern information technology such as voting platform on the internet. Shareholders who attend the meeting in the aforesaid manners shall be deemed as present.

Article 27 In the event that the shareholders' general meeting of the Company providing internet or other methods, the voting time and procedures via internet or other ways shall be clearly set out in the notice of the shareholders' general meeting.

The beginning time for voting via internet or other ways for the shareholders' general meeting shall not be earlier than 3:00 p.m. on the day prior to the onsite shareholders' general meeting, and shall not be later than 9:30 a.m. on the day when the onsite shareholders' general meeting is convened and its closing time shall not be earlier than 3:00 p.m. on the day when the onsite shareholders' general meeting is closed.

The closing time of on-site meeting of shareholders' general meeting shall not be earlier than the closing time of voting via internet or other ways.

Article 28 The board of directors and other convener shall take such necessary measures to ensure the normal order of the shareholders' general meeting. For any disturbance to the order of the meeting and acts infringing the lawful interests of the shareholders, measures shall be taken to prevent them, and they shall be reported to the relevant authorities for investigation.

Article 29 All shareholders or their proxies whose names appeared in the register of shareholders the Company at the date of registration are entitled to attend the shareholders' general meeting and exercise

voting rights in accordance with the law and regulations, the Articles of Association and these rules.

- Article 30 Shareholders shall attend the shareholders' general meeting with the identity cards, stock account cards, or the valid documents or certificates which can show their identities. Proxies shall submit the power of attorney, and valid documents of identity.
- Article 31 Register of attendees shall be produced by the Company. The register contains matters such as names of attendees (or names of units), identity card number, residential address, number of shares held or represented, and names of persons represented (or names of units represented).
- Article 32 The convener and lawyer shall together verify the validity of qualification of shareholders in accordance with the register of shareholders provided by the securities registration and clearing institution, and register the name of shareholders and the number of shares with voting rights held by them. Before the chairman of the meeting declares the number of shareholders and proxies present at the meeting as well as the total number of shares with voting rights held by them, registration for the meeting shall be ended.
- Article 33 When the Company convenes the shareholders' general meeting, all directors, supervisors and the secretary to the board of directors shall attend the meeting, and the president and other senior management shall also observe the meeting.
- Article 34 A shareholders' general meeting shall be convened and presided by the chairman of the board of directors. If the chairman of the board of directors cannot attend the meeting, he shall designate a director of the Company to convene and take the chair of the meeting; if no chairman of the meeting has been so designated, shareholders present shall choose one person to be chairman of the meeting. If for any reason the shareholders fail to elect a chairman, the shareholder (including proxy) attending the meeting and holding the largest number of shares vested with voting rights shall be the chairman of the meeting.
- The shareholders' general meeting convened by the supervisory committee itself shall be presided by the chairman of the supervisory committee. In event that the chairman of the supervisory committee is unable or fails to perform his/her duties, a supervisor elected by more than half of the supervisors shall preside the meeting.
- The shareholders' general meeting convened by shareholder(s) itself/ themselves shall be presided by a representative elected by the convener.
- During the shareholders' general meeting, the chairman of the meeting violates any of rules of procedure and the shareholders' general meeting cannot proceed as the result thereof, a person may be elected at the shareholders' general meeting to act as the chairman of the meeting, subject to the approval of the shareholders having more than half of the voting rights who are present at the meeting.
- Article 35 At the annual general meeting, the board of directors and the supervisory committee shall report to the shareholders' general meeting for their work over the previous year, and the independent

directors shall also submit his/her work report.

Article 36 Except commercial secrets which cannot be made public in the shareholders' general meeting, directors, supervisors and senior management shall respond and explain to the enquiries made by shareholders at the shareholders' general meeting.

Article 37 The chairman of the meeting shall declare the total number of shareholders and proxies present at the on-site meeting and the total number of shares with voting rights held by such shareholders and proxies before voting and the total number of shareholders and proxies present at the on-site meeting and the total number of shares with voting rights held by such shareholders and proxies shall be based on the register of the meeting.

Article 38 The shareholders' general meeting shall have minutes which are recorded by the secretary to board of directors and include the followings:

- (1) time, venue, agenda of meeting and the name of the convener;
- (2) names of the chairman of the meeting, directors, supervisors, and senior management attend or observe the meeting;
- (3) number of shareholders and proxies present at the meeting, total number of the shares with voting rights held by them, and the percentage of shares with voting rights held by them to the total number of shares of the Company;
- (4) process of consideration for each motion, the key points of speeches and voting results;
- (5) reply or explanation to shareholders' enquiries or recommendations;
- (6) names of the lawyer , the counter and the scrutineer;
- (7) other matters which shall be recorded in the meeting minutes pursuant to the Articles of Association and these rules.

Directors, the secretary to the board of directors, the convener or his representative and the chairman of the meeting shall sign on the minutes of the meeting and ensure that the contents of minutes of the meeting are true, accurate and complete. The minutes of the meeting should be stored and maintained with the register for signing of attending shareholders and the proxy form of their proxies and valid information on voting via internet and other manners in the premise of the Company, and the maintaining period shall not be less than 10 years.

Article 39 The convener shall ensure the shareholders' general meeting is held without adjournment until the final resolution is reached. Where special reasons such as force majeure have led to the suspension of the meeting or no resolution can be adopted, necessary measures should be taken to resume the meeting, or to end the meeting directly with a timely announcement. Meanwhile, the convener shall report to the CSRC and the SSE.

Chapter 6 Voting and Resolutions of Shareholders' General Meeting

- Article 40 Resolutions of shareholders' general meetings are classified into ordinary resolutions and special resolutions.
- To adopt an ordinary resolution, more than one half of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favour of the resolution in order for it to be passed.
- To adopt a special resolution, more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favour of the resolution in order for it to be passed.
- Article 41 The following matters shall be resolved by an ordinary resolution at a shareholders' general meeting:
- (1) work reports of the board of directors and the supervisory committee;
 - (2) plans formulated by the board of directors for distribution of profits and for making up losses;
 - (3) appointment or removal of members of the board of directors and the supervisory committee, their remuneration and method of payment;
 - (4) annual budgets, final accounts, balance sheets, income statement, and other financial statements of the Company;
 - (5) annual report of the Company;
 - (6) matters other than those required by the laws and regulations or by the Articles of Association to be resolved by way of special resolution(s).
- Article 42 The following matters shall be resolved by a special resolution at the shareholders' general meeting:
- (1) increase or reduction of the share capital and issue of shares of any class, options or other similar securities;
 - (2) issuance of corporate bonds;
 - (3) division, merger, dissolution and liquidation of the Company;
 - (4) amendments to the Articles of Association;
 - (5) purchase or disposal of material assets or any guarantee within one year, the amount of which exceeds 30% of the latest audited total assets of the Company;
 - (6) share incentive scheme;
 - (7) any other matters required by the laws and regulations or the Articles of Association and resolved by way of an ordinary resolution at the shareholders' general meeting, being of a nature which may have a material impact on the Company and shall be adopted by special resolutions.
- Article 43 Shareholders (including proxies) exercise their voting rights in

proportion to their shareholdings with voting rights, and each share represents one voting right upon voting at the shareholders' general meeting.

If the shareholder is a recognised Clearing House within the meaning of Security and Future Ordinance, in exercising relevant voting right, it shall abide by any privileges or restrictions imposed on any share class voting right.

No shares held by the Company shall be entitled to any voting right nor counted in the total number of shares with voting rights at the shareholders' general meeting.

The board of directors of the Company, independent directors and shareholders who comply with relevant rules may collect voting rights at the shareholders' general meeting from other shareholders of the Company. Collection of the voting rights shall be executed at nil consideration and full disclosure of information shall be made to those whose voting rights are collected.

Article 44 A shareholder shall abstain from voting for the matters to be considered at the shareholders' general meeting with which he is connected and the number of voting shares represented by them shall be excluded from the total number of shares with voting rights at the shareholders' general meeting. The announcement of the resolutions of the shareholders' general meeting shall fully disclose the voting of the non-connected shareholders.

Article 45 Where any shareholder is, under the Rules Governing the Listing of Securities on HKEx, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

Article 46 Cumulative voting system shall be adopted for voting in respect of the election of directors and supervisors at a shareholders' general meeting in accordance with the provisions of the Articles of Association or resolution(s) of the shareholders' general meeting.

Cumulative voting system mentioned in the preceding paragraph refers to a system of voting for the election of directors or supervisors at the shareholders' general meeting in which voting rights of each share is equal to the number of directors or supervisors to be elected and the shareholder can aggregate his/her voting rights for one or more candidates.

Article 47 Except the cumulative voting system, all the motions shall be voted at the shareholders' general meeting one by one. In case of different motions on the same matter, the motions shall be voted according to the chronological order of the motions proposed. Unless a shareholders' general meeting is suspended or fails to resolve a motion due to force majeure or other special reasons, no motion shall be set aside or rejected for voting at the shareholders' general meeting.

Article 48 When considering a motion at the shareholders' general meeting, no change shall be made thereto; otherwise, the relevant change shall be treated as a new motion which shall not be voted at that shareholders' general meeting.

- Article 49 If a poll is demanded for resolving the election of the chairman or the adjournment of the meeting, the same shall be taken immediately; in respect of a poll demanded for other matters, the time for such a poll shall be decided by the chairman of the meeting and other business may be proceeded with at the meeting. The result of such a poll shall still be deemed as a resolution passed at the meeting.
- Article 50 On a poll taken at a meeting, shareholders (including their proxies) who are entitled to two votes or more are not required to cast all their votes in favour of or against a resolution.
- Article 51 Before voting on any motion at a shareholders' general meeting, two representatives of the shareholders shall be elected to participate in vote counting and scrutinising. Any shareholder who is connected in the matter under consideration and proxies of such shareholder shall not participate in vote counting or scrutinising.
- When the shareholders are voting on the motions, lawyers, shareholders' representatives and supervisors' representatives shall be jointly responsible for vote counting and scrutinising.
- Shareholders or their proxies that vote via internet or other ways shall have the right to check their voting results through the relevant voting system.
- Article 52 The chairman of the meeting shall announce the voting results of each motion, and whether the motion is passed pursuant to voting results.
- The chairman of the meeting shall be responsible for determining whether a resolution of the shareholders' general meeting is passed or not and his/her determination shall be final and the same shall be announced at the meeting and entered into the minutes of the meeting.
- In the event that the chairman of the meeting has any doubt as to the result of voting on any resolution, he may count the votes. If the chairman of the meeting does not make a count of such votes but any shareholder or proxy present at the meeting disagrees with the result announced by the chairman of the meeting, such shareholder or proxy shall be entitled to request a count of the votes immediately after the declaration of the result has been made and the chairman of the meeting shall forthwith proceed with the vote counting.
- Article 53 Prior to announcement of the voting results, the Company and the vote counter, scrutineer, substantial shareholder(s), internet service provider and other relevant parties in relation to voting in the on-site shareholders' general meeting, via internet or other ways shall undertake the obligations of the confidentiality for the voting results.

Chapter 7 Post Shareholders' General Meeting Events

- Article 54 Upon the formation of the resolutions of the shareholders' general meeting, the Company shall notify the stock exchange where the Company is listed and issue announcement within the stipulated time period in accordance with applicable rules. The announcement shall

set out the number of shareholders and proxies attending the meeting, total number of shares with voting rights held by them and as a percentage of the total number of shares with voting rights of the Company, the method of poll, the result of poll for each proposed resolution, and details of the resolutions passed.

Article 55 If any proposed resolution is not passed, or any resolution previously passed is amended in the current shareholders' general meeting, notes shall be made in the announcement of the resolutions of the shareholders' general meeting.

Article 56 For the proposed resolution in relation to the election of directors and/or supervisors passed at the shareholders' general meeting, those newly elected directors and/or supervisors shall assume office in accordance with the Articles of Association.

Article 57 For the proposed resolution in relation to the dividend payment, bonus shares, or capitalisation of surplus passed at the shareholders' general meeting, the Company shall implement specific plan within 2 months after the conclusion of the shareholders' general meeting.

Article 58 The Company shall notify the stock exchange where the Company is listed after the decision of the following matters has been made in accordance with the requirements of the securities regulatory authorities and the stock exchange at the place where the Company is listed:

- (1) amendments to the Articles of Association;
- (2) change of directors and/or supervisors;
- (3) change of share and related rights;
- (4) change of accounting firm.

The above-mentioned relevant matters shall be notified at request promptly to related bodies and persons such as Hong Kong Companies Registry, Share Registrar of H shares, the industry and commerce administration authorities or processed according to relevant procedures.

Article 59 If the resolutions passed at the shareholders' general meeting are in violation of any law and regulation, shareholders shall be entitled to request the People's Court to confirm that those resolutions are null and void.

If the procedures for convening a shareholders' general meeting, or the way of voting, violate any law and regulation or the Articles of Association, or a resolution violates the Articles of Association, the shareholders are entitled to, within 60 days from the date when the resolution is made, request the People's Court to revoke it.

Article 60 A shareholder shall be entitled to inspect copies of minutes of meeting(s) free of charge during office hours of the Company. Upon the request of any shareholder for a copy of the relevant minutes of meeting, the Company shall send out the copy of the minutes so requested within seven days upon receipt of the reasonable payment therefor.

Chapter 8 Class Shareholders' Meeting

- Article 61 Shareholders holding different classes of shares shall be classified as class shareholders. Class shareholders shall enjoy the rights and shall undertake the obligations pursuant to the provisions of laws and regulations and the Articles of Association.
- Article 62 If the Company proposes to vary or revoke the rights of the class shareholders, the same can only be implemented after it has been passed by a special resolution at a shareholders' general meeting and also by the class shareholders so affected at the shareholders' meetings respectively convened in accordance with Articles 64 to 68.
- Article 63 The following situations shall be considered as a variation or abrogation of the rights of certain class shareholders:
- (1) to increase or reduce the number of shares of such class of shares or to increase or reduce the number of shares in a class of shares vested with equal or more rights on voting, distribution or other privileges;
 - (2) to exchange all or part of the shares of such class, or to exchange or grant the rights to exchange of all or part of the shares of another class into the shares of such class;
 - (3) to cancel or reduce the rights of that class of shares to receive dividends declared or accumulated;
 - (4) to reduce or cancel the preferential rights to which that class of shares is entitled to in receiving dividends or in the distribution of assets upon the liquidation of the Company;
 - (5) to increase, cancel or reduce the conversion rights, options rights, voting rights, rights of transfer, pre-emptive rights and rights to acquire the securities of the Company of such class of shares;
 - (6) to cancel or reduce the rights of that class of shares in receiving the monies payable by the Company in a particular currency;
 - (7) to establish a new class which enjoys equal or more rights on voting, distribution or other privileges than those enjoyed by that class of shares;
 - (8) to restrict or increase the restriction on the transfer or ownership of that class of shares;
 - (9) to issue subscription rights or conversion rights in respect of that class or another class of shares;
 - (10) to increase the rights and privileges of another class of shares;
 - (11) a reorganisation scheme of the Company which would lead to a disproportionate assumption of obligations by different class shareholders;
 - (12) to amend or abrogate the provisions in this Chapter.
- Article 64 Whether the class shareholders so affected have voting rights at the

shareholders' general meeting or not, they shall have the right to vote at the class shareholders' meeting on the matters provided for in paragraphs (2) to (8) and (11) to (12) of Article 63 of these rules provided that interested shareholders shall not have the right to vote at the class shareholders' meeting.

The definition of an interested shareholder referred to in the preceding paragraph shall be as follows:

- (1) in the event that the Company makes a repurchase offer to all shareholders in a proportionate manner in accordance with the provisions of the Articles of Association or repurchases its shares on a stock exchange through public dealing on a stock exchange, "interested shareholder" shall mean the controlling shareholder as defined in the Articles of Association;
- (2) in the event that the Company repurchases its shares through agreement other than through a stock exchange in accordance with the provisions of the Articles of Association, "interested shareholder" shall mean the shareholder related to such agreement;
- (3) in a reorganisation scheme of the Company, "interested shareholder" shall mean a shareholder who undertakes obligations to a lesser extent than other shareholders of the same class, or a shareholder who holds interests different from those held by other shareholders of the same class.

Article 65 A resolution of the class shareholders' meeting shall be passed in accordance with Article 64 by more than two-thirds of the shareholders present in the meeting who have rights to vote.

Article 66 If the Company convenes a class shareholders' meeting, it shall issue a written notice 45 days prior to the meeting to all shareholders of such class who are on the register of shareholders, specifying the business to be transacted and the date and place of the meeting. The shareholders who intend to attend the meeting shall serve on the Company written replies of their intention to attend 20 days prior to the meeting.

If the number of shares vested with voting rights at such meeting held by those shareholders who intend to attend such meeting shall reach more than one-half of the total number of shares vested with the voting rights at such meeting, the Company may convene such class shareholders' meeting; if this cannot be attained, the Company shall further notify the shareholders by way of announcement within 5 days thereof specifying the business to be transacted and the date and place of the meeting. After giving notice by such announcement, the Company may convene the class shareholders' meeting.

Article 67 Notices of the class shareholders' meeting need only be served on the shareholders who are entitled to vote at such meeting.

The procedures of the class shareholders' meeting shall follow as much as possible the procedures of a shareholders' general meeting and the provisions in the Articles of Association relevant to the procedures of a shareholders' general meeting shall apply to the class shareholders' meeting.

Article 68 Apart from the shareholders of other classes of shares, the holders

of domestic shares and holders of overseas listed foreign shares are deemed to be different classes of shareholders.

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

- (1) where the Company issues, upon approval by a special resolution at a shareholders' general meeting, domestic shares and overseas listed foreign shares either separately or concurrently at twelve month intervals, and the number of domestic shares and overseas listed foreign shares proposed to be issued does not exceed 20 per cent of the issued domestic shares and overseas listed foreign shares respectively;
- (2) where the Company's plan to issue domestic shares and overseas listed foreign shares at the time of incorporation is implemented within fifteen months from the date of approval by the Securities Commission of the State Council.

Chapter 9 Supplementary Provisions

- | | |
|------------|--|
| Article 69 | In the event that the text of an announcement or notice is too long, the Company may disclose summary of relevant information on the press designated by the China Securities Regulatory Commission, but at the same time, full text shall be announced on the website designated by the China Securities Regulatory Commission. |
| Article 70 | "Above", "within" referred in these rules include the figure itself; "over", "less than", and "more than" do not include the figure itself. |
| Article 71 | "Independent directors" referred to in these rules shall have the same meaning as "independent non-executive directors" and "accounting firm" has the same meaning as "auditors". |
| Article 72 | When there are matters not mentioned in these rules or when these rules contravene the law, administrative regulations, securities regulatory rules at the place where the Company is listed, and the Articles of Association promulgated from time to time, provisions of the relevant law, rules and regulations shall be implemented. |
| Article 73 | These rules form an attachment to the Articles of Association, which shall be formulated, revised and interpreted by the board of directors of the Company and shall come into effect and changed upon the approval of the shareholders' general meeting. |