



TSINGTAO BREWERY COMPANY LIMITED
(a Sino-foreign joint stock limited company established in the People's Republic of China)
(Stock Code: 168)

ORDER OF MEETING
FOR
SHAREHOLDERS' GENERAL MEETING
OF
TSINGTAO BREWERY COMPANY LIMITED

(The Order of Meeting is prepared in Chinese, and this English translation is for reference only. In case of any discrepancies between the Order of Meeting and this English translation, the original Chinese version shall prevail.)

Note: First revision amended by the special resolution of the 2005 AGM held on 29 June 2006
Second revision amended by the special resolution of the 2007 AGM held on 10 June 2008
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ORDER OF MEETING FOR SHAREHOLDERS' GENERAL MEETING OF TSINGTAO BREWERY COMPANY LIMITED

CHAPTER 1 GENERAL PROVISIONS

- Article 1 This Order of Meeting has been formulated in accordance with laws, regulations and rules governing overseas and domestically listed companies including the Company Law of the People's Republic of China (the "Company Law"), Guidelines for Articles of Association of Listed Companies, Corporate Governance Standards for Listed Companies and Rules Concerning Shareholders' General Meetings of Listed Companies as well as the Articles of Association of Tsingtao Brewery Company Limited (the "Company's Articles") to protect the lawful interests of Tsingtao Brewery Company Limited (the "Company") and its shareholders, define the functions and scope of authority of the shareholders' general meeting and ensure the discharge of duties and powers by the shareholders' general meeting in a standardized, efficient, consistent and lawful manner.
- Article 2 This Order of Meeting shall be applicable to the Company's shareholders' general meetings and shall be binding on the Company, all shareholders, their proxies, directors, supervisors, the president and other senior management officers and other relevant staff in attendance at shareholders' general meetings.
- Article 3 The board of directors of the Company shall strictly comply with all provisions of the Company Law and other laws and regulations relating to the convening of shareholders' general meetings, and shall organize shareholders' general meetings in a diligent and timely manner. All directors of the Company shall be diligent and do their best in ensuring the normal convening of shareholders' general meetings and the lawful discharge of duties by the shareholders' general meeting.
- Article 4 Shareholders with legal and valid holdings of shares in the Company shall be entitled to attend shareholders' general meetings in person or by proxy, as well as to the right to access information, to speak at the meeting, to enquire and to vote in accordance with the law and this Order of Meeting.
- Shareholders and their proxies attending shareholders' general meetings shall comply with the provisions of relevant laws and regulations, the Company's Articles and this Order of Meeting, procure conscientiously that the meeting be maintained in good order and refrain from compromising the lawful interests of other shareholders.
- Article 5 The board secretary of the Company shall be responsible for all preparations and organization of convening of shareholders' general meetings.

CHAPTER 2 PROPOSITION, SOLICITATION AND REVIEW OF PROPOSED RESOLUTIONS

Article 6 When the Company holds a shareholders' general meeting, the board of directors, supervisory committee and shareholder(s) individually or in aggregate holding three percent or more of the total shares of the Company carrying the right to vote are entitled to submit additional motions. Shareholder(s) individually or in aggregate holding three percent or more of the total shares of the Company carrying the right to vote may submit additional motion(s) in writing to the convener of the shareholders' general meeting ten days prior to the convening of the shareholders' general meeting. The convener shall, within two days upon receipt of the motions issue a supplemental notice for the shareholders' general meeting and announce the contents thereof. The aforesaid convener refers to the person who shall be entitled to convene the shareholders' general meeting in accordance with this article and the Articles of Association.

Save as provided in the preceding paragraph, upon issuance of the notice for the shareholders' general meeting, the convener shall not amend any motions which are set out in the notice.

In the notice for the shareholders' general meeting, resolutions not listed or not in accordance with the provisions of Article 7 of this Order shall not be voted upon, and resolutions shall not be made by the shareholders' general meeting.

Article 7 The content of resolutions to be passed at the shareholders' general meeting shall be within the scope of authority of the shareholders' general meeting, carry a defined subject and a specific matter for determination, and comply with relevant provisions of the law, administrative regulations and the Company's Articles.

Article 8 Approved by the special meeting of independent directors, independent directors are entitled to propose to the board of directors to convene an extraordinary general meeting. In respect of the proposal of convening an extraordinary general meeting made by independent director(s), the board of directors shall, according to laws, administrative regulations and the Articles of Association, give a reply in writing, as to whether it agrees to convene an extraordinary general meeting within ten days after receiving the proposal.

Where the board of directors agrees to convene an extraordinary general meeting, it shall issue the notice of extraordinary general meeting within five days after the resolution has been made by the board of directors. Where the board of directors refuses to convene an extraordinary general meeting, it shall explain the reason and make an announcement thereof.

Article 9 The supervisory committee is entitled to propose to the board of directors to convene an extraordinary general meeting and the proposal shall be made in writing. The board of directors shall, according to laws, administrative regulations and the Articles of Association, give a reply in writing as to whether it agrees to convene an extraordinary general meeting or not within ten days after receiving the proposal.

Where the board of directors agrees to convene an extraordinary general meeting, it shall issue the notice of general meeting within five days after the resolution has been made by the board of directors. Where the original proposal needs to be varied in the notice, the approval of the supervisory committee is required.

Where the board of directors does not agree to convene an extraordinary general meeting, or did not give any reply with ten days after receiving the proposal, the board of directors is deemed to be unable or to have failed to fulfill its responsibility to convene general meetings, and, the supervisory committee is entitled to convene and preside over the general meeting on its own.

Article 10 A shareholder alone or shareholders together holding more than ten percent of the Company’s shares shall have the right to make a request to the board of directors to call an extraordinary general meeting and the proposal shall be made to the board of directors in writing. The board of directors shall, in accordance with the requirements of the laws, regulations and the Articles of Association, give a written response on whether it agrees to call such a meeting within ten days after receipt of the request.

If the board of directors agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within five days after it has so resolved. The consent of the relevant shareholder(s) shall be obtained if any change is to be made in the notice to the original request.

If the board of directors does not agree to call such meeting, or fails to give a response within ten days after receipt of the request, the shareholder alone or shareholders together holding more than ten percent of the shares of the Company shall have the right to propose to the supervisory committee to call an extraordinary general meeting and the proposal to the supervisory committee shall be made in writing.

If the supervisory committee agrees to call the extraordinary general meeting, it shall issue a notice calling such meeting within five days after receipt of the request. The consent of the relevant shareholder(s) shall be secured if any change is to be made in the notice to the original request.

If the supervisory committee fails to issue a notice calling the general meeting by the prescribed deadline, it shall be deemed to have failed to convene and preside over such meeting, and a shareholder who alone has held or shareholders who together have held more than ten percent of the shares of the Company for at least ninety days in succession may himself/themselves convene and preside over such meeting.

Article 11 If the supervisory committee or shareholders decide to convene the shareholders' general meeting on their own initiative, they shall notify the board of directors in writing and file with the domestic stock exchanges at the place of listing of the Company.

The convening shareholder must hold no less than ten percent of shares in the Company immediately before the resolution of such meeting is announced.

The supervisory committee or convening shareholders shall provide the relevant evidencing materials to the domestic stock exchanges at the place of listing of the Company when issuing the notice of shareholders' general meeting and making announcement of resolutions resolved at the shareholders' general meeting.

Article 12 When the supervisory committee or shareholders itself/themselves convene a general meeting, the board of directors and the Secretary to the board shall give their cooperation. The board of directors shall provide the register of members as of the equity record date. If the board of directors fails to provide the register of members, the convener may apply to the securities registration and settlement institution for access based on the relevant announcement in the notice for convening the shareholders' general meeting. The register of members obtained by the convener shall not be used for purposes other than convening the shareholders' general meeting.

Article 13 When the supervisory committee or shareholders itself/themselves convene a general meeting, the necessary expenses shall be borne by the Company.

Article 14 Resolutions involving circumstances described in Article 84 of the Company's Articles shall be deemed as variation or abrogation of the rights of a certain class of shareholders, in which case the board of directors shall submit the same to the class meeting for its review.

CHAPTER 3 NOTICE OF MEETING AND CHANGES THERETO

- Article 15 The notice of a shareholders' general meeting shall be issued by the convener of meeting. The convener of meeting includes the board of directors, the supervisory committee and shareholder(s) either individually or jointly holding ten percent or more of the total number of voting shares of the Company.
- Article 16 When the Company convenes an annual general meeting, the convener of meeting shall give written notice not less than twenty clear business days before the meeting; when the Company convenes an extraordinary general meeting, the convener of the meeting shall give written notice not less than ten clear business days or fifteen days (whichever is longer) to notify all shareholders whose names appear in the register of members of the matters to be considered and the date and venue of the meeting.
- A notice of shareholders' general meeting should be sent to shareholders (whether they have voting rights at the shareholders' general meeting or not) using the notification methods stipulated in the Articles of Association or other methods permitted by the securities regulatory authorities at the place of listing of the Company.
- Business days refer to in this article refers to the days when the market opens at Stock Exchange of Hong Kong for the trading of securities.
- Article 17 The notice of a class meeting shall only be required to be served upon shareholders who are entitled to vote at such class meeting.
- Article 18 In the absence of a proper reason, proposed resolutions listed in a notice of shareholders' general meeting shall not be cancelled after such notice has been given. In the event of a cancellation, the convener shall issue an announcement public notice and state the reason at least two working days before the original date for convening the shareholders' general meeting.
- Article 19 In the absence of a proper reason, a shareholders' general meeting shall not be postponed or cancelled after the convener of meeting has published the notice for convening the shareholders' general meeting. In the event of a postponement or a cancellation, the convener of meeting shall issue a public notice and state the reason at least two working days before the original date for convening the shareholders' general meeting.
- Article 20 A notice of shareholders' general meeting should specify the meeting time, venue, and confirm the equity record date. The interval between the equity record date and the meeting date shall not exceed seven working days. The registration date for shareholding entitlements shall not be varied once it has been confirmed.

CHAPTER 4 REGISTRATION OF MEETINGS

Article 21 A shareholder may attend the shareholders' general meeting in person and exercise his/her voting rights or appoint others to attend and vote at the meeting on his/her behalf within the authorized scope.

Article 22 An individual shareholder attending the meeting in person should present his/her identity card or other valid identification documents or proofs, such as the stock account card etc. as proofs of stock ownership.

A proxy attending a shareholders' general meeting on behalf of a shareholder should present his/her identity proofs and a power of attorney signed by the appointer.

A legal person shareholder should be represented by his/her authorized representative, proxies authorized by the authorized representative, or individuals authorized by the board of directors or other decision-making bodies. If a legal person shareholder appoints his/her authorized representative to attend a shareholders' general meeting, he/she should present his/her identification and valid proof of his/her authorized representative status. A proxy delegated by the authorized representative to attend a shareholders' general meeting should present his/her identification proof and a written authorization issued by the authorized representative. If a legal person shareholder appoints a person from the board of directors or other decision-making bodies, he/she should present his/her identification proof and a written authorization from the legal person shareholder's board of directors or the respective decision-making body.

Article 23 The Company shall be responsible for preparing a register of persons attending the shareholders general meeting at the venue, which shall record matters such as the name of persons participating at the meeting venue (or the names of their entities), their identity card numbers, their residential addresses, the number of voting shares that they hold or represent, and the names of the persons (or the names of the entities) represented. Shareholders or proxies participating at the meeting venue shall sign the register of the meeting.

Article 24 The convener and the lawyer engaged by the Company will jointly verify the legitimacy of shareholders' qualifications based on the register of members provided by the securities registration and settlement institution, and register the names (or titles) of shareholders and the number of voting shares they hold will be recorded. The registration process should cease before the meeting's moderator announces the number of shareholders and proxies present at the meeting and the total number of voting shares held.

Article 25 A shareholder shall appoint his/her proxy in writing. Such proxy form shall state the following:

- (1) The name(s) of the proxy/proxies;
- (2) The number of shares held by the appointor as represented by the proxy;
- (3) Whether voting rights are attached;
- (4) Instructions to vote in favour of or against each of the resolutions set out in the agenda;
- (5) The date and period of validity of the proxy form;
- (6) The signature (or seal) of the appointor; or the corporate seal if the appointor is a legal person shareholder.

The proxy form shall contain a statement that in default of instructions the proxy may vote as he thinks fit.

Article 26 Where such proxy form is signed by a person under a power of attorney on behalf of the appointor, such power of attorney or other authorization documents shall be certified by a notary public. The notarized authorization letter or other authorization documents, along with the proxy voting authorization, must be kept at the residence of the Company or at such other place specified in the notice of meeting.

Article 27 Shareholders or their proxies who wish to speak at the shareholders' general meeting shall register with the Company prior to the commencement of the meeting. The maximum number of speakers so registered shall generally be ten. In the event that there are more than ten registrants, the speakers shall be the top ten shareholders in terms of shareholding. The speakers shall speak in a descending order by reference to their shareholding.

CHAPTER 5 THE CONVENING OF MEETINGS

Article 28 The board of directors should convene the shareholders' general meeting within the time limit specified in Article 56 of the Articles of Association and be presided over by the chairman of the board. If the chairman cannot perform or fails to perform the duties, the vice chairman shall preside (if the Company has two or more vice chairmen, a vice chairman is jointly chosen by a majority of the directors). Should the vice chairman be unable to act, a director chosen by a majority of the directors shall preside.

If the board of directors cannot fulfill or fails to fulfill the responsibility of convening the shareholders' general meeting, the supervisory committee should promptly convene and preside over it. In the event that the supervisory committee fails to convene and preside over the general meeting, shareholders holding individually or collectively ten percent or more of the Company's shares for a continuous period of ninety days or more have the right to convene and preside over it on their own initiative.

The shareholders' general meeting convened by the supervisory committee shall be presided over by the chairman of the supervisory committee. If the chairman cannot fulfill or fails to fulfill the responsibility, a supervisor chosen by a majority of the supervisors shall preside.

If shareholders convene the general meeting themselves, a representative elected by the convener shall preside.

When the shareholders' general meeting is convened, if the meeting's moderator violates these rules during the shareholders' general meeting, and the majority of voting shareholders present agree, they may elect a person to be the meeting's moderator and continue with the shareholders' general meeting.

Article 29 When the shareholders' general meeting is convened, all directors, supervisors, and the board secretary of the Company should be present, while managers and other senior management should be in attendance.

Article 30 When the employment resolutions of directors or non-employee supervisor candidates are reviewed at the shareholders' general meeting, they should attend the meeting in person and provide explanations regarding their performance capability, professional capability, work experience, situations regarding law or rule violation, conflicts of interest with the Company, relationships with the Company's controlling shareholders, actual controllers, other directors, supervisors, and senior management.

Article 31 After declaring the meeting open, the meeting's moderator shall forthwith announce the number of shareholders present and that the number of shares represented by the presence fulfills the statutory requirements. Then he shall announce the agenda set out in the notice and enquire if there is any objection among the attendees to the sequence of voting in respect of the resolutions.

- Article 32 The meeting's moderator shall, after due enquiry relating to the meeting agenda, read out the proposed resolutions or appoint others to read out the same. Where necessary, explanations of the resolutions shall be made in accordance with the following:
- (1) For resolutions proposed by the board of directors, explanations shall be made by the chairman of the board of directors or other persons appointed by the chairman of the board of directors;
 - (2) For resolutions proposed by the supervisory committee or shareholder(s) either individually or jointly holding three percent or more of the total number of voting shares of the Company, explanations shall be made by the proponent or his authorized representative or legally and validly appointed proxy.
- Article 33 In an annual general meeting, the board of directors and the supervisory committee shall report their work in the preceding year to the general meeting, and independent directors shall also submit an annual report of work done to the annual shareholders' meeting, explaining their performance in fulfilling their duties.
- Article 34 The Company's board of directors shall elucidate to a shareholders' general meeting non-standard auditing opinions from the registered accountants in respect of the Company's financial statements.
- Article 35 Resolutions included in the agenda shall be reviewed before being put to a vote, and the shareholders' general meeting shall be given a reasonable length of time for the discussion of each proposed resolution. The meeting's moderator shall verbally enquire the attending shareholders whether the review is over and the review shall be deemed to be completed in the absence of dissent from attending shareholders.
- Article 36 Unless with the approval of the meeting's moderator, no shareholder shall speak at the meeting for more than two times, the first one of which shall last no longer than five minutes and the second no longer than three minutes.
- A shareholder shall not make his request to speak by interrupting any reports made to the meeting or speeches by other shareholders.
- Article 37 Save as in relation to commercial secrets of the Company that cannot be disclosed at the shareholders' general meeting, the directors, the supervisors and the president and other senior management officers shall give explanation and elucidation in respect of queries and recommendations from shareholders in a shareholders' general meeting.

CHAPTER 6 VOTING AND RESOLUTIONS

- Article 38 The meeting's moderator shall announce the number of shareholders and proxies attending the venue of the meeting and the total number of voting shares that they hold before a vote. The number of shareholders and proxies attending the venue of the meeting and the total number of voting shares that they hold shall be determined by the register of the meeting.
- Article 39 The shareholders' general meeting shall vote in respect of specific proposed resolutions.
- Article 40 Except for the cumulative voting system stipulated in Article 45 of this Order, the shareholders' general meeting shall vote in respect of all proposed resolutions one by one. Except when the shareholders' general meeting is stopped or cannot vote because of special reasons such as force majeure, the shareholders' general meeting shall not shelf or refrain from voting on a proposed resolution. If at the annual general meeting different resolutions have been proposed in respect of the same matter, voting in respect of the different resolutions shall be conducted in order of the timing of proposal, so that a resolution can be made in respect of the matter.
- Article 41 A shareholders' general meeting shall not amend a proposed resolution when reviewing it, otherwise, the variation shall be treated as a new proposed resolution and shall not be voted on in that shareholders' general meeting.
- Article 42 Voting rights may be exercised in any one of the following ways: voting at the venue, voting through the internet and voting by other means. For repeated votes, the result of the first vote shall be taken.
- Article 43 Shareholders (including proxies) exercise their voting rights represented by the amount of voting shares they hold in the shareholders' general meeting. Except for provisions concerning the cumulative voting system in the election of directors and supervisors in these rules, each share shall carry the right to one vote. Shareholders' general meetings adopt a voting method that records the names of voters.
- Article 44 When electing directors or supervisors not represented by employee representatives at a shareholders' general meeting, the list of candidates for directors and supervisors shall be presented to the shareholders' general meeting for voting by proposed resolutions.
- When electing two or more directors (including independent directors) or supervisors at a shareholders' general meeting, a cumulative voting system shall be adopted, and the circumstances of the vote of small and medium shareholders in the election of independent directors shall be counted separately and disclosed.

The cumulative voting system referred to in the preceding articles means that in the election of directors or supervisors in the shareholders' general meeting, each share has the same number of votes as the number of directors or supervisors to be elected, and shareholders can consolidate their voting rights.

Article 45 Details of the implementation of the cumulative voting system are as follows:

- (1) When the number of directors or supervisors to be elected is two or more, a cumulative voting method shall be used;
- (2) When implementing the cumulative voting method, each share held by a shareholder shall have the same number of votes as the number of directors or supervisors to be elected under each resolution group;
- (3) The notice of a shareholders' general meeting shall inform shareholders of the adoption of the cumulative voting system for the election of directors or supervisors, and the convenor of meeting must prepare suitable ballots for the cumulative voting method, as well as provide written elucidation and explanation on the cumulative voting method, ballot fill out method, and counting of vote;
- (4) In the election of directors by the shareholders' general meeting through cumulative voting, the votes of independent directors and non-independent directors shall be voted separately;
- (5) In the election of directors or supervisors at the shareholders' general meeting, shareholders can exercise their voting rights in a dispersed manner, giving each director or supervisor the same number of votes as their shareholding, or in a consolidated manner, giving a director or supervisor the same number of votes as the total votes of all shares they hold for the number of directors or supervisors to be elected; or give several directors or supervisors some of their votes with the same number of votes among the directors or supervisors to be elected separately;
- (6) Shareholders must limit their votes to the number of votes for each resolution group. Once shareholders have exercised their total voting rights for a particular or several directors or supervisors equal to the number of directors or supervisors to be elected under that resolution group, they no longer have voting rights for other candidates under that resolution group;

- (7) If the total number of votes exercised by a shareholder for a particular or several director or supervisor candidates exceeds the total voting rights of all shares they hold under that resolution group, or if they vote beyond the required number in a competitive election, the shareholder's vote is invalid, considered as abstaining from voting. If the total votes exercised by a shareholder for a particular or several directors or supervisors are less than the total voting rights of all shares they hold under that resolution group, the shareholder's vote is valid, and the surplus is considered as abstaining from voting;
- (8) Directors or supervisors who receive affirmative votes exceeding one-half of the total voting rights represented at the shareholders' general meeting (based on the non-accumulated number of shares) are elected. If the number of elected director or supervisor at the shareholders' general meeting exceeds the number to be elected, the candidate with the most affirmative votes is elected as director or supervisor (however, if the number of affirmative votes of candidates with fewer affirmative votes are tied, and electing them would exceed the number of candidates to be elected, those candidates are considered not elected). If the number of elected directors or supervisors at the shareholders' general meeting is insufficient, a new round of voting shall be conducted for the remaining positions until all directors or supervisors to be elected are selected;
- (9) In a new round of voting for directors or supervisors as the aforesaid paragraph (8), the cumulative voting tally shall be recalculated based on the number of directors or supervisors to be elected in each round.

Regarding the securities regulations at the place of listing of the Company, if the regulations on the cumulative voting system are inconsistent with the provisions in these rules, the board of directors can decide to adopt an appropriate cumulative voting system without violating laws, administrative regulations, departmental rules, relevant normative documents, or the securities regulations at the place of listing of the Company.

The term "directors" in this article includes independent directors and non-independent directors.

Article 46 Resolutions of the shareholders' general meeting shall be passed in the form of ordinary resolution or special resolution.

- (1) An ordinary resolution of the shareholders' general meeting shall be passed by an affirmative vote of not less than half of the Company's total voting shares held by the shareholders who are present at the meeting (including proxies).
- (2) A special resolution of the shareholders' general meeting shall be passed by an affirmative vote of not less than two-thirds of the Company's total voting shares held by the shareholders who are present at the meeting (including proxies).

Article 47 Connected shareholders shall not participate in any voting in respect of connected transactions under review at the shareholders' general meeting, and the voting shares represented by such connected shareholders shall not be counted in the total number of valid voting shares. The announcement of resolutions passed at the shareholders' general meeting shall adequately disclose the voting of non-connected shareholders with a statement that the connected shareholders have abstained from voting.

If any shareholder is required under the listing rules of the stock exchange on which the company is listed to abstain from voting on a specific resolution or is restricted to voting only in favor or against, any vote cast by such shareholder (or proxy) in contravention of the aforesaid requirement or limitation shall not be counted in the voting results.

The shares held by the Company are without voting rights, and such shares shall not be considered in the total number of voting shares present at the shareholders' general meeting.

Shareholders who acquire voting shares of the Company in violation of Article 63, paragraphs 1 and 2 of the Securities Law of the People's Republic of China shall not exercise voting rights for the portion exceeding the prescribed proportion for thirty-six months after acquisition and shall not be included in the total number of voting shares present at the shareholders' general meeting.

The board of directors, independent directors, shareholders holding more than one percent of voting shares, or investor protection institutions established in accordance with laws, administrative regulations, or regulations of the China Securities Regulatory Commission may solicit voting rights from Company shareholders at the shareholders' general meeting. The solicitation of voting rights shall be conducted free of charge and shall fully disclose specific voting intentions and other information to the solicited parties. Except for statutory conditions, the Company shall not impose a minimum shareholding limit for soliciting voting rights.

Article 48 Shareholders attending the shareholders' general meeting shall express one of the following opinions regarding the proposals submitted for voting: agree, against, or abstain. This excludes the securities registration and settlement institution as the nominal holder of mainland China and Hong Kong stock market trading through the stock connect mechanism, except for those acting based on the intentions of the actual holders. A shareholder or his proxy shall fill out his ballot diligently as required and put the ballot into the ballot box. Ballots that are unfilled or erroneously filled or illegibly filled or not cast shall be deemed as abstention by the shareholder, whereby the voting result of the shares represented by such shareholder shall be recorded as "abstention".

Article 49 If the meeting's moderator has any doubts about the resolution results submitted for voting, he/she may organize the counting of the votes cast. If the meeting's moderator has not conducted the counting, shareholders or proxies present at the meeting who object to the result meeting's moderator announced, have the right to request a vote count immediately after the announcement of the voting results. The meeting's moderator shall promptly organize the vote count upon request.

Article 50 Two shareholders shall be nominated by attending shareholders to participate in the counting of votes and the supervision of the voting. If the matter under review is connected with a shareholder, the relevant shareholder and proxy shall not participate in the counting of votes and the supervision of the voting.

When a shareholders' general meeting votes on a proposed resolution, a lawyer, shareholders' representatives and supervisors' representatives shall jointly be responsible for counting the votes and supervising the voting, and shall announce the result of the vote at the scene. The result of the vote shall be recorded in the meeting's minutes.

The Company's shareholders or their proxies who voted through the internet or by other means (if any) shall be entitled to verify the result of their own vote through a corresponding voting system.

Article 51 The ending time at the venue of a shareholders' general meeting shall not be earlier than that through the internet or by other means. The meeting's moderator shall announce the circumstances and result of the vote in respect of each proposed resolution and declare whether the proposed resolution has passed based on the voting results.

Before the formal announcement of the voting results, all parties involved in the on-site meeting, online, and other voting methods, including the Company, persons who count the votes and supervise the voting, major shareholders, network service providers, etc., shall maintain confidentiality regarding the voting status.

Article 52 There shall be minutes for a shareholders' general meeting. The board secretary shall be responsible for the minutes, which shall record the following contents:

- (1) The time and venue for convening the meeting, the agenda and the convenor's name;
- (2) The names of the convenor of the meeting, the directors, the supervisors, the board secretary and other senior management officers present or in attendance;
- (3) The number of shareholders and proxies attending the meeting, the total voting shares held and the proportion of the Company's total number of shares that they account for;

- (4) The reviewing process of, the gist of speeches in relation to, and the voting result of, each proposed resolution;
- (5) Queries, opinions and recommendations from shareholders and the corresponding replies or elucidation;
- (6) The names of the lawyer and persons who count the votes and supervise the voting;
- (7) Other contents required by the Company's Articles to be recorded in the minutes.

Article 53 Directors, supervisors, board secretary, the convenor or his/her representative and the meeting's moderator who attended the meeting shall sign the minutes and ensure that the contents of the minutes are true, accurate and complete. The minutes shall be retained together with the register of the meeting for shareholders attending at the venue, proxy forms for attending proxies, and information on the validity of votes through the internet and by other means, for not less than ten years.

Article 54 When convening a shareholders' general meeting, the board of directors of the Company shall, in accordance with the law, engage a PRC lawyer to attend the shareholders' general meeting and to furnish opinion on the following issues, which opinion shall be announced together with the resolutions of the shareholders' general meeting:

- (1) Whether the convening and the procedures for holding the shareholders' general meeting comply with provisions of the law, administrative regulations and the Company's Articles;
- (2) Whether the qualifications of persons attending the meeting and the convenor have been legal and valid;
- (3) Whether the voting procedures and the voting results of the meeting have been legal and valid;
- (4) Legal opinion on other relevant issues furnished according to the Company's request.

CHAPTER 7 ADJOURNMENT

Article 55 The Company's board of directors and other conveners shall take necessary measures to ensure normal order of the shareholders' general meeting. Measures will be taken to stop and promptly report disruptive behavior, provocations, disturbances, and violations of shareholders' lawful interests at the shareholders' general meeting for relevant authorities to investigate and address.

Article 56 In the event that disputes arise in the process of the meeting among attending shareholders regarding the identity of shareholders and the results of votes, etc. that cannot be resolved instantly and the order of the meeting is affected as a result so that it becomes impossible for the meeting to continue, the meeting's moderator shall declare the meeting adjourned.

The meeting's moderator shall give notice to the shareholders as soon as practicable for the resumption of the meeting after the aforesaid situation is resolved.

Article 57 The board of directors of the Company and other convenor shall ensure that the shareholders' general meeting be held without interruption until final resolutions have been reached. In the event that the shareholders' general meeting is stopped or cannot vote because of special reasons such as force majeure, necessary measures shall be adopted to resume the shareholders' general meeting as soon as practicable, or to directly end that shareholders' general meeting and make an announcement in due course. At the same time, the convenor shall report to the local agency of the China Securities Regulatory Commission where the Company is situated and the stock exchange(s).

CHAPTER 8 POST-MEETING EVENTS AND ANNOUNCEMENTS

Article 58 The board secretary shall be responsible for filing related materials including summary of minutes and resolutions to relevant regulatory authorities in accordance with relevant laws and regulations and the requirements of securities regulatory authorities under the State Council and securities regulations at the place of listing of the Company and making announcements in required media. Resolutions of the shareholders' general meeting shall be promptly announced. The announcement should state the number of shareholders and proxies attending the meeting, the total voting shares held, the proportion of voting shares held in the total voting shares of the company, the voting methods, detailed voting results for each proposed resolution, and the detailed content of each resolution passed. If a proposed resolution is not passed or if there is a change in the previous resolutions of the shareholders' general meeting, this should be specifically mentioned in the announcement of the resolutions of the shareholders' general meeting.

Article 59 Written documents such as the register of persons attending the meeting, proxy forms, voting statistics, minutes of meeting, legal opinion witnessed by lawyers and resolution announcements, etc. shall be kept by the board secretary.

Article 60 When a shareholders' general meeting has passed resolutions for electing directors and supervisors, the newly elected directors and supervisors shall assume the offices forthwith after the end of the shareholders' general meeting or according to the time stated in the resolutions of the shareholders' general meeting.

CHAPTER 9 SUPPLEMENTAL PROVISIONS

- Article 61 This Order of Meeting shall become effective upon approval at the shareholders' general meeting by way of special resolution.
- Article 62 Any amendments to this Order of Meeting shall be proposed by the board of directors for approval by the shareholders' general meeting by way of special resolution.
- Article 63 The authority for the interpretation of this Order of Meeting shall be vested with the board of directors.
- Article 64 In respect of matters not provided in this Order of Meeting or in case of conflict with the newly promulgated and implemented laws, administrative regulations, rules or the relevant provisions of the securities regulations at the place of listing of the Company, the newly enacted and implemented laws, administrative regulations, rules, and securities regulatory rules at the place of listing of the Company shall prevail.