中国神华
CHINA SHENHUA

# 中国神华能源股份有限公司

CHINA SHENHUA ENERGY COMPANY LIMITED

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

**(Stock Code: 01088)**

# RULES OF PROCEDURE OF GENERAL MEETING

The Rules have been passed at the first extraordinary general meeting for 2004 held on 28 December 2004, and amended by the Board authorised at the 2005 annual general meeting held on 12 May 2006, the first extraordinary general meeting for 2007 held on 24 August 2007, the first extraordinary general meeting for 2011 held on 25 February 2011, the 2018 annual general meeting held on 21 June 2019, the 2019 annual general meeting held on 29 May 2020 and the first extraordinary general meeting for 2025 held on 29 August 2025.

## CHAPTER I GENERAL PRINCIPLES

### Article 1

For the purpose of protecting the legitimate interest of China Shenhua Energy Company Limited (the "Company") and shareholders, clarifying duties and authority of the general meeting and ensuring standardised, efficient and stable operation of the general meeting and performance of responsibilities and duties in compliance with laws, the Company develops the Rules of Procedure of General Meeting (the "Rules of Procedure") in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the PRC (the "Securities Law"), the Guidance for the Articles of Association of Listed Companies, Code of Corporate Governance of Listed Companies, Rules for the Shareholders' Meetings of Listed Companies and other existing laws, administrative regulations, departmental rules, other regulatory documents (the "laws and regulations"), regulatory rules of places where shares of the Company are listed, and the Articles of Association of China Shenhua Energy Company Limited (the "Articles of Association").

### Article 2

The Rules of Procedure apply to the convocation, proposal, notice, convening and other matters of the general meetings of the Company and shall be binding on the Company, shareholders, authorised proxies of the shareholders, directors, senior management members and other relevant personnel present at the meeting.

### Article 3

General meetings consist of annual general meetings and extraordinary general meetings.

### Article 4

The annual general meeting shall be held once a year and within six (6) months after the end of preceding financial year.

The extraordinary general meeting shall be convened on irregular basis. The Company shall convene an extraordinary general meeting within two (2) months from the date of occurrence of any of the following circumstances:

(1) when the number of directors is less than the quorum required by the Company Law or less than two thirds (2/3) of the number prescribed in the Articles of Association;

(2) when the uncovered deficit of the Company amounts to one third (1/3) of the total share capital;

(3) when requested by Shareholder(s), individually or jointly, holding 10% or more of the Company's shares;

(4) when deemed necessary by the Board;

(5) when suggested by the Audit and Risk Management Committee;

(6) other circumstances stipulated by laws and regulations and the Articles of Association.

In case of failure to convene the general meeting within the timeframe stated above, the Company shall report to the local office of China Securities Regulatory Commission (the "CSRC") and the stock exchange where shares of the Company are listed for trading (the "Stock Exchange"), illustrate the reasons and publish relevant announcement.

**Article 5**

The general meetings convened for a year are extraordinary general meetings except AGMs. Extraordinary general meetings should be held in the order specified for the convening years.

**Article 6**

The Company shall strictly comply with the provisions of the Company Law and the provisions of other relevant laws and regulations, regulatory rules of places where shares of the Company are listed, the Articles of Association and the Rules of Procedure of General Meeting on the convening of general meeting, and shall properly organise the general meeting in a conscientious manner and on schedule. All directors of the Company shall diligently perform their duties to ensure proper convening of general meeting and exercise of functions and powers in accordance with laws.

**Article 7**

The secretary to the Board is responsible for preparation of the general meeting in accordance with statutory procedures, including preparation, submission and preservation of meeting documents and materials.

**Article 8**

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

**Article 9**

The general meeting shall exercise functions and powers within the scope as stipulated in the Company Law and the Articles of Association.

**Article 10**

When a general meeting is convened, the Company shall engage a lawyer to provide legal opinions in respect of the following issues and announce accordingly:

(1) whether the procedures for convening the meeting are in compliance with the laws and regulations, the Rules for the Shareholders' Meetings of Listed Companies and the provisions of the Articles of Association;

(2) whether the qualifications of the persons present at the meeting and the qualifications of the convener are legal and valid;

(3) whether the voting procedures and results of the meeting are legal and valid;

(4) legal opinions on other related matters as requested by the Company.

## CHAPTER II FUNCTIONS AND POWERS OF THE GENERAL MEETING

**Article 11**

The general meeting is formed by all shareholders. The general meeting shall be the authoritative body of the Company and shall exercise the following functions and powers in accordance with laws:

(1) to determine the business policies and investment plans of the Company;

(2) to elect and replace directors and to determine the remuneration of the directors;

(3) to consider and approve the reports of the Board;

(4) to consider and approve the annual financial reports;

(5) to consider and approve the plan for profit distribution and plan for recovery of losses;

(6) to decide on the increase in or reduction of the registered capital of the Company;

(7) to decide on the merger, division, dissolution, liquidation and transformation of the Company;

(8) to decide on the issue of corporate bonds;

(9) to decide on the appointment and dismissal of the accountants firm undertaking the Company's audit engagements;

(10) to amend the Articles of Association;

(11) to resolve on the Company's external guarantees which shall be approved by a general meeting as required by laws and regulations and the Articles of Association;

(12) to resolve on the Company's transactions of purchase or sale of major assets within one year with the total transaction amounts exceeding 30% of the audited total assets of the Company for the latest period;

(13) to consider and approve the change of the use of funds raised;

(14) to consider share incentives schemes and employee stock ownership plans;

(15) to consider other matters which, in accordance with the laws and regulations, regulatory rules of places where shares of the Company are listed and Articles of Association, should be decided upon at the general meeting.

Except that the general meeting may authorize the Board to make resolutions on the issuance of corporate bonds and as otherwise provided by laws and regulations, provisions of the CSRC or regulatory rules of places where shares of the Company are listed, the above functions and powers of the general meeting shall not be performed by the Board or any other body or individual in the form of authorization.

## CHAPTER III CONVOCATION OF GENERAL MEETINGS

**Article 12**

The Board shall convene general meetings on schedule within the prescribed time frame as stipulated in Article 4 of the Rules of Procedure of General Meeting.

**Article 13**

Independent directors are entitled to propose to the Board to convene an extraordinary general meeting with the approval of more than one half of all independent non-executive directors (the "independent director(s)"). In respect of the proposal of convening an extraordinary general meeting made by independent directors, the Board shall, according to laws and regulations, regulatory rules of places where shares of the Company are listed and the Articles of Association, give a reply in writing, as to whether it agrees to convene an extraordinary general meeting within 10 days after receiving the proposal.

Where the Board agrees to convene an extraordinary general meeting, it should issue the notice of extraordinary general meeting within 5 days after the resolution has been made by the Board. Where the Board refuses to convene an extraordinary general meeting, it should explain the reason and make an announcement thereof.

**Article 14**

The Audit and Risk Management Committee is entitled to propose to the Board in writing to convene an extraordinary general meeting. The Board shall, according to laws and regulations, regulatory rules of places where shares of the Company are listed and the Articles of Association, give a reply in writing as to whether it agrees, to convene an extraordinary general meeting within 10 days after receiving the proposal.

Where the Board agrees to convene an extraordinary general meeting, it should issue the notice of extraordinary general meeting within 5 days after the resolution has been made by the Board. Where the original proposal needs to be varied in the notice, the approval of the Audit and Risk Management Committee is required.

Where the Board refuses to convene an extraordinary general meeting, or did not give any reply within 10 days after receiving the proposal, the Board is deemed to be unable or to have failed to fulfill its responsibility to convene general meetings, and the Audit and Risk Management Committee is entitled to convene and preside over the general meeting on its own.

**Article 15**

Shareholders who individually or jointly holding 10% or more of the shares of the Company shall have the right to request the board of directors to convene an extraordinary general meeting, and shall submit such request in writing to the board of directors. The board of directors shall, in accordance with the provisions of laws and regulations, regulatory rules of places where shares of the Company are listed and the Articles of Association, provide written feedback on whether or not to convene the extraordinary general meeting within ten (10) days after receiving the request.

Where the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the meeting within five (5) days after the board of directors passes the resolution, and changes to the original request in the notice shall be subject to the consent of relevant shareholders.

Where the board of directors does not agree to convene an extraordinary general meeting, or fails to give feedback within ten (10) days after receiving the request, shareholders who individually or jointly holding 10% or more of the Company's shares shall have the right to propose to the Audit and Risk Management Committee to hold an extraordinary general meeting, and shall make a written request to the Audit and Risk Management Committee.

Where the Audit and Risk Management Committee agrees to convene an extraordinary general meeting, it shall issue a notice of convening the meeting within five (5) days of receiving the request, and any changes to the original request in the notice shall be subject to the consent of relevant shareholders.

Where the Audit and Risk Management Committee fails to issue a notice of the meeting within the prescribed time limit, it shall be deemed that the Audit and Risk Management Committee has not convened and presided over the meeting, and shareholders who individually or jointly holding 10% or more of the Company's shares for not less than ninety (90) days continuously may convene and preside over the meeting on their own initiatives.

**Article 16**

Where the Audit and Risk Management Committee or shareholders decide to convene the general meeting on their own, they should inform the Board in writing, and report to the Stock Exchange.

The Audit and Risk Management Committee or the convening shareholders shall provide the relevant evidence to the Stock Exchange at the same time as sending the notice of general meeting and announcing the passed resolutions at the general meeting.

Prior to the announcement of the resolution of the general meeting, the shareholding of the convening shareholders shall not be less than 10%.

**Article 17**

As for the general meeting convened by the Audit and Risk Management Committee or shareholders, the Board and the secretary to the Board will coordinate accordingly.

The board of directors will provide the register of members as at the registered date for entitlements of shares.

**Article 18**

In the extraordinary general meeting presided by the proposing shareholder, the proposing shareholder shall employ a lawyer to issue certified legal opinions as provided by the foregoing provisions in accordance with the laws, and the procedures for convening the meeting shall meet the requirements of the relevant regulation and these Rules of Procedure.

**Article 19**

The reasonable costs and expenses incurred in convening the general meeting by the Audit and Risk Management Committee and the shareholder shall be borne by the Company.

## CHAPTER IV PROPOSALS AND NOTICES OF GENERAL MEETINGS

**Article 20**

The contents of proposals shall be within the authority of the general meeting with clear subjects and concrete resolutions and comply with the relevant provisions of the laws and regulations, regulatory rules of places where shares of the Company are listed and the Articles of Association.

**Article 21**

The board of directors, the Audit and Risk Management Committee and the shareholders individually or jointly holding 1% or more of the shares may propose proposals to the Company in a general meeting.

The shareholders individually or jointly holding 1% or more of the total voting shares of the Company shall submit the provisional proposal in writing to the convener ten (10) days prior to the general meeting. The convener shall send supplemental notice to shareholders within two (2) days after receiving the proposal, publish the content of the provisional proposal by way of announcement and submit the provisional proposal for consideration at the general meeting. However, this does not apply if the provisional proposals are in violation of provisions of laws and regulations or the Articles of Association, or out of the term of reference of general meetings. The Company shall not increase the shareholding ratio of shareholders who propose provisional proposals.

Except for the circumstances stipulated in the foregoing provision, the convener shall not amend any proposal which has been included in the notice of general meeting or propose any new proposal after such notice has been issued.

Any proposal which is not included in the notice of general meeting or does not comply with the Rules of Procedure of General Meeting herein shall not be voted on or resolved at the general meeting.

**Article 22**

The convener will notify all shareholders by way of announcement twenty (20) days prior to the convening of the annual general meeting, and each shareholder will be notified by way of announcement fifteen (15) days prior to the convening of the extraordinary general meeting.

If the laws and regulations or regulatory rules of places where shares of the Company are listed and the CSRC provide otherwise, such provisions shall prevail.

**Article 23**

The notice of a general meeting shall include the following:

(1) the time, venue and term of the meeting;

(2) matters and proposals submitted to the meeting for consideration;

(3) contain a clear statement that all shareholders are entitled to attend the general meetings and a shareholder entitled to attend and vote at such meeting is entitled to appoint one or more proxies to attend and vote at such meeting on his/her behalf and that such proxy need not be a shareholder;

(4) the registered date for entitlements of shares which entitle the shareholders to attend the general meetings;

(5) the name and telephone number of the contact person responsible for general affairs of the meetings;

(6) voting time of and procedures via online or other methods.

The notice of general meeting and supplementary notice shall fully and completely disclose specific contents of all proposals, and all necessary information or explanation for shareholders to make rational judgments on matters to be discussed.

The period between the share registration date and the meeting date shall not be more than seven (7) working days. The share registration date cannot be changed once it is confirmed.

**Article 24**

An extraordinary general meeting shall not decide on those matters not stated in the notice of meeting.

**Article 25**

If the director election matters are discussed at the general meeting, the notice of general meeting will fully disclose the detailed information of the candidate director, at least including:

(1) such personal data as education background, work experience and concurrent positions;

(2) whether he/she has related relationship with the Company or the controlling shareholder of the Company and the actual controller of the Company;

(3) the number of shares the Company the candidate holds;

(4) whether the candidate has been punished by the CSRC, other relevant authorities and the Stock Exchange.

Except for the directors elected via cumulative voting, each director candidate shall be proposed via a single proposal.

**Article 26**

The accidental omission to give a notice of meeting to or the non-receipt of notice of meeting by any person who is entitled to receive notice shall not invalidate the meeting and the resolutions passed at such general meeting.

**Article 27**

After the notice of general meeting has been issued, unless there is a justified reason, the same meeting shall not be postponed or cancelled, and resolutions proposed in the notice of general meeting shall not be cancelled either. In the event of postponement or cancellation, the convener shall issue an announcement at least two (2) working days prior to the date on which the meeting is originally scheduled and provide the reasons.

If the regulatory rules of places where shares of the Company are listed provide otherwise on the abovementioned matters, such rules shall prevail.

## CHAPTER V HOLDING OF THE GENERAL MEETING

**Article 28**

The places for holding of general meetings by the Company include: domicile of the Company or other places for holding general meetings as stipulated in the Articles of Association.

A venue shall be arranged for the general meeting, and the meeting shall be held on-site, and may also be convened by means of electronic communication at the same time. The general meeting shall provide facilities to shareholders by adopting safe, economic and expedient networks or other methods in accordance with laws and regulations, regulatory rules of places where shares of the Company are listed, or the provisions of the Articles of Association.

**Article 29**

The Company shall specify the time and procedures of voting online or by any other means in the notice of general meeting.

The voting online or by any other means shall be started not earlier than 3:00 p.m. on the day before the date of on-site general meeting is held and not later than 9:30 a.m. on the date of on-site general meeting, and shall be concluded not earlier than 3:00 p.m. on the date of conclusion of on-site general meeting.

**Article 30**

The board of directors and other conveners shall take necessary measures to ensure the normal order of the general meeting. Measures shall be taken to stop acts that interfere with the general meeting, provoke troubles and infringe the legitimate rights and interests of shareholders, and report to relevant authorities for investigation and penalty in a timely manner.

**Article 31**

All shareholders listed in the register of members as at the share record date or their authorized proxies are qualified for attending the general meeting and exercise their voting rights according to relevant laws and regulations and the Articles of Association.

A shareholder may attend and exercise his/her voting right at a general meeting in person, or appoint a proxy to attend the meeting on his/her behalf and exercise his/her voting right within the scope of authorization.

For shareholders attending the general meeting, each share held by him/her shall have one (1) vote.

**Article 32**

Individual shareholders attending the meeting in person present their personal identity cards or other valid certificates or documents. Proxies attending the meeting shall present their valid personal identity cards and the proxy forms from the shareholders.

Where a shareholder is a legal entity, its legal representative or proxies authorized by the legal representative shall attend the meeting. Legal representatives attending the meeting shall present their personal identity cards and valid documents that can prove their identities as legal representatives. Proxies authorized to attend the meeting shall present their personal identity cards and the proxy forms in writing provided by the legal representative of the legal entity shareholder in accordance with the law.

Where the shareholder is a recognised clearing house under relevant laws and ordinances of the places where shares of the Company are listed (or its nominees), it may authorise such person or persons as it thinks fit to act as its nominees or its representative at any general meeting or any meeting of any class of shareholders provided that, if one or more person is so authorised, the authorisation must specify the number and class of shares in respect of which each such person is so authorised. The authorization must be signed by authorized person of recognised clearing house. The person so authorized will be entitled to attend the meeting (without providing share certificates, notarized authorization and/or additional proof proving that official authorization has been obtained), make a speech at the meeting and exercise the same power on behalf of the recognised clearing house (or its nominees) if it were an individual shareholder of the Company.

**Article 33**

The proxy form for appointing proxy to attend a general meeting by shareholders shall be made in written form. The proxy form shall contain the following particulars:

(1) name of the principal, and the class and number of shares of the Company held;

(2) name of the proxy;

(3) specific instruction from shareholder, including the instruction of voting for, against or abstain for each resolution proposed under the agenda of the general meeting;

(4) date of signing the proxy form and the effective period for such appointment;

(5) signature (or seal) of the appointing shareholder. Where the principal is a legal person shareholder, the proxy form shall bear its seal.

**Article 34**

The proxy form shall be maintained at the residence of the Company or at such other places as specified for that purpose in the notice regarding the convening in no less than twenty-four (24) hours prior to the time of the meeting at which the proxy is appointed, or at least twenty-four (24) hours prior to the specified voting time.

In the event that the instrument authorizing a voting proxy is signed by another person authorized by the appointer, the authorization or other authorization instrument shall be notarized. Such notarized authorization or other instrument, and the instrument authorizing a voting proxy shall be maintained at the residence of the Company or at such other locations as specified for that purpose in the notice regarding the convening of the meeting.

**Article 35**

A register for attendees at the meeting shall be prepared by the Company, which shall state information such as the names (or names of the entities), identification document number, the number of voting shares held or represented, names of the principal (or names of the entities).

**Article 36**

The convener and the lawyers shall jointly verify the legitimacy of the eligibility of the shareholders based on the register of shareholders provided by the securities registration and clearing institution, and shall register the names of the shareholders as well as the number of shares with voting rights that are held by them. The registration for the meeting shall be completed before the chairman of the meeting announces the number of shareholders and proxies attending the on-site meeting and the total number of shares with voting rights that they represent.

**Article 37**

A shareholder or a proxy who requests to speak at the general meeting shall register with the Company prior to the meeting. The number of speakers shall be limited to ten. If there are more than ten speakers, the first ten shareholders who have the largest shareholding shall have the right to speak in an order according to the size of their shareholding.

**Article 38**

If a general meeting requires directors and senior management to attend the meeting, directors and senior management shall attend such meeting and receive inquiries from shareholders.

**Article 39**

A general meeting shall be chaired by the chairman. If the chairman is unable to perform or fails to perform his/her duties and responsibilities, such meeting shall be chaired by the vice chairman of the board of directors. If the vice chairman is unable to perform or fails to perform his/her duties and responsibilities, such meeting shall be chaired by a director jointly elected by more than one-half of directors.

For a general meeting convened by the Audit and Risk Management Committee, the convener of the Audit and Risk Management Committee shall chair the meeting. If the convener of the Audit and Risk Management Committee is unable to or fails to perform his/her duties, more than one half of the Audit and Risk Management Committee recommended by a majority of members of the Audit and Risk Management Committee shall chair the general meeting.

For a general meeting convened by the shareholders, the convener or a representative elected by him/her shall chair the meeting.

During the course of a general meeting, if the chairman of the meeting violating the Rules of Procedure of General Meeting, a person elected by more than one half of the shareholders with voting rights present at the general meeting shall act as chairman and continue the general meeting. If the chairman of the meeting cannot be elected by shareholders for any grounds, the attending shareholder holding the most voting shares (including proxy) shall preside over the meeting.

**Article 40**

At the annual general meeting, the board of directors shall report to the general meeting their works done in the past year. Each independent director shall also present a work report.

**Article 41**

Directors and senior management shall provide explanations and clarifications in relation to the inquiries from the shareholders at the general meeting.

**Article 42**

The chairman of the meeting shall, prior to voting, declare the number of attending shareholders and proxies as well as the total number of their voting shares, and the number of attending shareholders and proxies and the total number of their voting shares as recorded in the meeting's registration shall be adopted.

## CHAPTER VI VOTING AND RESOLUTIONS OF GENERAL MEETING

**Article 43**

Resolutions passed at a general meeting are divided into ordinary resolutions and special resolutions.

Ordinary resolutions shall be passed by votes exceeding one-half of voting rights represented by shareholders (including shareholders appointing proxies to attend general meeting on their behalf) attending the general meeting.

Special resolutions of a general meeting shall be passed by not less than two-thirds of the voting rights held by the shareholders (including shareholders appointing proxies to attend general meeting on their behalf) present at the meeting.

**Article 44**

Where a shareholder has a related party relationship in matters to be considered at the general meeting, he/she shall abstain from voting, and the voting shares held by him/her shall not be counted into the total number of voting shares held by shareholders attending the meeting.

In the event that material matters affecting the interest of minority shareholders are considered at the general meeting, the voting by such minority shareholders shall be counted separately, and such results shall be publicly disclosed in a timely manner.

The shares held by the Company carry no voting rights and shall not be counted into the total number of voting shares held by shareholders attending the meeting.

If a shareholder's purchase of shares with voting rights of the Company violates the provisions of Article 63(1) and (2) of the Securities Law, the voting rights of such shares in excess of the prescribed proportion shall not be exercised and shall not be counted into the total number of voting shares held by shareholders attending the meeting within thirty-six (36) months after the purchase.

The board of directors, independent directors, shareholders holding 1% or more of the shares with voting rights or investor protection agencies established in accordance with laws and regulations and the regulations of the CSRC may publicly solicit voting rights from other shareholders. Sufficient disclosure on information such as specific voting preferences shall be made to the shareholders from whom voting rights are being solicited. Consideration or other forms of de facto consideration for the solicitation of voting rights from shareholders shall be prohibited. Except for statutory conditions, the Company shall not impose a minimum shareholding limit on the solicitation of voting rights.

Pursuant to the applicable laws and regulations and the regulatory rules of places where shares of the Company are listed, when any shareholder is obliged to abstain from voting on a proposal or when any shareholder is restricted to either vote in favor of or against a proposal, any vote of such shareholder or its proxy which violates the relevant requirement or restriction shall not be counted in the voting result.

**Article 45**

When a voting is made on the election of directors at the general meeting, the cumulative voting system shall be adopted in accordance with the provisions of the Articles of Association.

**Article 46**

The following matters shall be approved by ordinary resolutions at a general meeting:

(1) the Company's operational policies and its investment plans;

(2) working reports of the Board;

(3) the Company's annual financial report;

(4) profit distribution plans and loss recovery plans formulated by the Board;

(5) the appointment or removal of the directors of the board of directors and their remuneration and the method of payment thereof;

(6) other matters, except for those required by law and regulations, the regulatory rules of places where shares of the Company are listed or the Articles of Association to be passed by special resolutions.

**Article 47**

The following matters shall be approved by special resolutions at general meetings:

(1) increase or reduction in registered capital of the Company;

(2) demerger, spin-off, merger, dissolution and liquidation of the Company;

(3) amendments to the Articles of Association;

(4) the Company's transactions of purchase or sale of major assets or guarantees within one year with the amount exceeding 30% of the audited total assets of the Company for the latest period;

(5) share option scheme;

(6) any other issue specified by laws and regulations and the Articles of Association and resolved by an ordinary resolution at a general meeting that may have material impact on the Company and accordingly shall be approved by a special resolution.

**Article 48**

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

**Article 49**

The proposals cannot be amended when being considered by the general meeting. If a proposal is amended, it shall be deemed a new proposal and shall not be voted on at this general meeting.

**Article 50**

The same voting right may only be exercised once at a general meeting, either by on-site voting, online voting or other voting methods. In the event of repeated voting with the same voting rights, the result of the first voting shall prevail.

**Article 51**

Shareholders attending the general meeting shall express one of the following opinions on the proposals put forward for voting: for, against or abstain. Except where the securities registration and clearing institution, as the nominal holder of the shares under the Stock Connect mechanism between the mainland and Hong Kong stock markets, makes the declaration according to the intention of the actual holders.

For ballots that are left blank, incorrectly filled out, illegible or not cast, the shareholder shall be deemed to have waived his/her voting rights, and the voting results of the shares held by him/her shall be counted as "abstain".

For matters otherwise stipulated by regulatory rules of places where shares of the Company are listed, such rules shall prevail.

**Article 52**

The counting of votes on each matter under consideration at any general meeting shall be supervised and undertaken by two representatives of shareholders before voting begins. Shareholders and their proxies shall not participate in the counting of votes and supervision of the counting if the shareholders have related party interests in the transaction under consideration.

During voting at the general meeting, the appointed lawyers and shareholder representatives shall jointly count and supervise the counting of votes, and the voting results shall be announced at the meeting. The voting results of the resolutions shall be recorded in the minutes.

Shareholders of the Company or their proxies who vote through online or other means have the right to check their voting results through the corresponding voting system.

**Article 53**

The on-site general meeting shall not be concluded earlier than the online meeting or meeting held by other means. The chairman of the meeting shall announce the voting results of each proposal, and whether a proposal is passed according to the voting results.

Prior to the formal announcement of voting results, the parties involved in the voting at the spot, online or otherwise, including the Company, counting agents, scrutinizers, shareholders, and network service providers, shall have a duty of confidentiality for the voting results.

**Article 54**

If the chairman of the meeting has any doubt as to the result of a resolution which has been put to vote at a general meeting, he/she may have the votes re-counted. If the chairman of the meeting has not counted the votes, any shareholder who is present in person or by proxy and who objects to the result announced by the chairman of the meeting may, immediately after the declaration of the result, demand that the votes be counted and the chairman of the meeting shall have the votes re-counted immediately.

**Article 55**

The shareholders are entitled to inspect and make duplicate copies of the minutes of the general meetings after paying a reasonable fee in accordance with the Articles of Association.

**Article 56**

The convener shall ensure that the general meeting is conducted continuously until final resolutions are made. In the event that the general meeting is adjourned or resolutions failed to be reached due to an event of force majeure or other special reasons, necessary measures shall be taken to resume the meeting as soon as possible or terminate that meeting, and an announcement shall be timely made accordingly. At the same time, the convener shall report to the CSRC branch at the location of the Company and the stock exchange.

**Article 57**

A resolution at the general meeting shall be deemed as invalid if the content therein is in breach of laws and regulations.

The controlling shareholder and the actual controller shall not restrict or prevent minority shareholders from exercising their voting rights, shall not infringe legitimate interest of the Company and minority shareholders.

Shareholders are entitled to ask the people's court to cancel the relevant resolution within sixty (60) days after the resolution is made if the convening procedure and voting method of the general meeting violate the laws and regulations or the Articles of Association, or the resolution content breaches the Articles of Association, unless there is only a minor defect in the convening procedure or voting method of the general meeting, which has no substantive impact on the resolution.

Where the board of directors, shareholders and other parties dispute the matters such as the legality of the qualification of the convener, the convening procedures and the legality of the proposals, and the validity of a resolution passed at the general meeting, they shall institute legal proceedings to the people's court in a timely manner. Before the people's court makes a judgement or ruling to rescind the resolution, the relevant parties shall execute the resolution of the general meeting. The Company, the directors and senior officers shall duly perform their duties to ensure the normal operation of the Company.

Where the people's court makes a judgement or ruling on a relevant matter, the Company shall fulfill its obligation to disclose the information in accordance with laws and regulations, and the provisions of the CSRC and the stock exchange, fully explain the impact, and actively cooperate with the enforcement of the judgement or ruling after it has come into effect. Where corrections to prior events are involved, they will be handled in a timely manner and the corresponding information disclosure obligation will be fulfilled.

**Article 58**

Special procedures for voting by a class of shareholders shall be implemented in accordance with the Articles of Association.

## CHAPTER VII SUBSEQUENT MATTERS AND ANNOUNCEMENTS

**Article 59**

The Secretary to the Board shall be responsible for submitting the minutes, resolutions and all other relevant materials to the supervisory organ and make proper announcements in designated media in accordance with the pertinent laws and regulations and the provisions of the CSRC and the stock exchange.

**Article 60**

Where a proposal on election of directors is passed at the general meeting, the directors newly appointed shall take office in accordance with the Articles of Association.

Where the date on which an employee representative director of the new board of directors is democratically elected is earlier than the date on which the new board of directors is established, the employee representative director shall take office from the date on which the new board of directors is established; otherwise, the employee representative director shall take office from the date on which he/she is democratically elected.

**Article 61**

Where a proposal on cash dividends, bonus shares or capital reserve capitalisation has been approved at the general meeting, the Company shall implement the specific scheme within two (2) months after conclusion of the general meeting.

**Article 62**

The announcement on resolutions of a general meeting shall be published in a timely manner, and such announcement shall include the number of shareholders and proxies attending the general meeting, the proportion of the number of voting shares represented by them to the total number of voting shares of the Company, the way by which the voting is conducted, the result on the poll for each resolution and details of each resolution passed. The attendance and voting results of holders of domestic shares and holders of overseas listed shares shall also be announced separately.

**Article 63**

Any proposal not passed, or any changes made to the resolutions of former general meeting should be highlighted in the announcement of the resolutions of the general meeting.

**Article 64**

Minutes of the general meeting shall be prepared by the secretary to the Board. Minutes shall include:

(1) the date and venue of the meeting, the agenda and the name of the convener;

(2) the name of the chairman of the meeting and the names of attending directors and senior officers;

(3) the number of attending shareholders (including proxies), the total number of voting shares represented by the shareholders (including proxies), and their percentage in the total share of the Company;

(4) the summary of each course of consideration, attendee's opinion on proposals and the voting result of each matter voted on (including the voting result of shareholders on each resolution);

(5) the inquiries and suggestions of shareholders and the corresponding answers and explanations;

(6) the name of lawyers, staff responsible for counting the votes and scrutineers;

(7) other matters that shall be recorded in the minutes in accordance with the Articles of Association.

Directors attending or present at the meeting, the secretary of the Board, the convener or his/her proxy and presider of the meeting shall sign on the minutes of the general meeting, and shall ensure the minutes real, accurate and complete. The minutes of the general meeting shall be kept with the register of attendees, power of attorneys, and effective materials of voting statistics on net or in other forms for at least ten (10) years.

**Article 65**

The secretary to the Board shall be responsible for keeping such written information as the register of the attendees, power of attorneys, voting statistical sheet, minutes of meeting and resolution announcements.

## CHAPTER VIII SUPPLEMENTARY PROVISIONS

**Article 66**

The announcement, notice or supplementary notice of general meeting mentioned in the Rules refer to relevant information disclosure announced in designated media of CSRC and the website of the stock exchange.

**Article 67**

In the Rules, references to "not less than", "within", "below" are all inclusive, while references to "more than", "beyond", "lower than" and "over" are all exclusive.

**Article 68**

The Rules of Procedure and its amendments shall come into effect from the date of passing of the resolutions at the general meeting. When making amendments to the Rules of Procedure, the Board shall propose amendments and shall be proposed in the general meeting for approval.

**Article 69**

The Rules of Procedure shall be interpreted by the Board.

**Article 70**

Should there be any matter not covered herein or in the event that these Rules of Procedure contravene the laws and regulations, the regulatory rules of places where shares of the Company are listed promulgated from time to time and the Articles of Association, the laws and regulations, the regulatory rules of places where shares of the Company are listed and the Articles of Association shall prevail.