JIANGXI COPPER COMPANY LIMITED
RULES FOR BOARD OF DIRECTORS

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Chapter I General Provisions

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

Chapter II Composition and Powers of the Board of Directors

Article 2 The Board of Directors shall consist of eleven directors, including one employee representative director. The Board shall have one chairman, and may have one or two vice chairman, one or more executive directors. Executive directors shall deal with issues authorised by the Board. There shall be over 1/3 independent (non-executive) directors among the directors of the Board, which shall be defined as the directors independent from the shareholders of the Company and not holding any post inside the Company, of which at least one of whom shall be professional accountant who has appropriate professional qualifications, or has appropriate accounting or related financial management expertise as required by the Regulatory Rules of the listing location.

Article 3 The Board shall be accountable to the General Meeting, and exercise the following functions and powers:

(I) To convene the General Meeting and report its work to the General Meeting;

(II) To implement the resolutions of the General Meeting;

(III) To determine the operation plans and investment plans;

(IV) To consider and approve the annual financial budget;

(V) To formulate the profit distribution plan and loss recovery plan;

(VI) To formulate the plans for increase or decrease of registered capital, and plans for issuance of corporate bond or other securities or listing plans thereof;

(VII) To formulate the major merger or sales plan, the plans for acquisition of the stocks of the Company and for merger, division, dissolution and change of corporate form of the Company;

(VIII) To decide on the Company's external investments, acquisitions and disposals of assets, pledges of assets, external guarantees, entrusted financial management, connected transactions and external donations to the extent authorised by the General Meeting;

(IX) To determine the establishment of the internal management organisations of the Company;

(X) To appoint or dismiss the manager and secretary of the Company and decide on their remuneration and rewards and punishments; on the nomination of the manager, to appoint or dismiss the vice manager, CFO and other senior management staff, and to determine their remunerations and awards and penalties;

(XI) To formulate the basic management systems;

(XII) To formulate the amendments to the Articles of Association;

(XIII) To manage the information disclosure of the Company;

(XIV) To file a proposal to the General Meeting for engagement or replacement of the CPA firm for audit of the Company;

(XV) To listen to the report of and inspect the work of the manager (where any director is concurrently holding the post of general manager at the time of evaluation by the Board of the performance of the general manager, such director shall avoid the evaluation);

(XVI) To determine other major affairs and administrative affairs and sign other major agreements in addition to the affairs required by the Company Law, the Regulatory Rules of the listing location and the Articles of Association to be resolved at a General Meeting;

(XVII) Other powers conferred by the General Meeting and the Articles of Association.

The above resolutions adopted by the Board shall be passed by the vote of a simple majority of the directors, except for items (VI), (VII) and (XII) and as provided for in other laws, administrative regulations, and the Regulatory Rules of the listing location, in which case the vote of more than 2/3 of the directors is required. For those within the scope of major issues requiring the involvement of the party committee of the Company in decision-making, the Board shall take advice and suggestions from the party committee of the Company in advance.

Article 4 In case the sum of the projected value of the fixed assets proposed to be disposed of by the Board and the value of the fixed assets already disposed of within four months prior to the date of disposition proposal, exceeds 33% of the value of fixed assets indicated in the balance sheet most recently reviewed by the General Meeting, then pending the approval of the General Meeting, the Board shall not dispose of or agree to dispose of such fixed assets.

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

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

Article 5 The Board may exercise the following powers of decision-making in respect of business operation:

(I) Purchase or sales of assets, external investment (including entrusted financial management, investment in subsidiaries, etc.), provision of financial aid (including interest-bearing or interest-free loans, entrusted loans, etc.), entrusted (or entrusting) management of assets or business, entering into license agreement, transfer (or being transferred) of research & development projects and other transactions, where:

(i) the value of assets involved in a single transaction accounts for over 10% and less than 25% of the most recent audited total assets of the Company;

(ii) the amount of a single transaction accounts for over 10% and less than 25% of the most recent audited net assets of the Company, and the absolute amount is over RMB10,000,000;

(iii) the major operating revenue in respect of the subject of a single transaction in the latest accounting year accounts for over 10% and less than 25% of the audited major operating revenue for the latest accounting year of the Company, and the absolute amount is over RMB10,000,000;

(iv) the relevant net profit in respect of the subject of a single transaction in the latest accounting year accounts for over 10% and less than 25% of the audited net profit of the Company for the latest accounting year, and the absolute amount is over RMB1,000,000;

(v) the profit generated from a single transaction accounts for over 10% of the audited net profit for the latest accounting year, and the absolute amount is over RMB1,000,000.

Unless otherwise provided by laws and regulations, departmental rules, and the Regulatory Rules of the listing location, and the Articles of Association, the aforesaid matters shall be subject to the approval of more than half of all the members of the Board.

Where the above transactions involve listing of securities or any matter that is subject to the registration or filing with the securities regulatory authority under the State Council, the same shall be approved by the General Meeting.

(II) In case a connected transaction is involved, the regulations issued by the securities regulatory authority under the State Council and the Regulatory Rules of the listing location shall apply.

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

Domestic or overseas Regulatory Rules of the listing location that the Company is subject to which is more stringent than this Article shall apply according to the principle of strict interpretation.

Article 6 Supervision and Inspection Powers

(I) To supervise the implementation of the development strategies of the Company, and inspect the completion status of each plan;

(II) To supervise and inspect the implementation of annual financial budget and final accounts;

(III) To carry out evaluation of the operation performance of the Company on an annual basis, to timely detect the problems in operation and propose improvement advices, and to supervise the senior management staff for implementation;

(IV) To evaluate plans and effects of enhancing operation in due time, to investigate the major problems arising from the operation;

(V) To ensure timely provision of information regarding the Company, and evaluate such information, to ensure the accuracy, completeness and reasonableness of such information.

Chapter III Chairman and Powers thereof

Article 7 The Board shall, at its sole and exclusive discretion, appoint and dismiss the chairman, and no other organisations or individuals may interfere in the appointment and dismissal by the Board of the chairman. The chairman and vice chairman (nominated by the chairman) shall be nominated by one or more directors, and elected and dismissed by a vote of a simple majority of all directors. The tenure of office of the chairman and vice chairman shall be three years, and may be reappointed.

Article 8 The chairman is the legal representative of the Company, and exercises the following powers:

(I) To preside over a General Meeting, and to convene and preside over the Board meeting;

(II) To supervise and inspect the operation of the resolutions of the Board;

(III) To sign the securities issued by the Company;

(IV) Other powers conferred by the Board.

The Board shall not delegate the statutory powers to be exercised by the Board to the chairman, managers of the Company or others.

Article 9 The vice chairman of the Company shall assist the chairman. And in case the chairman is unable or rejects to act, the vice chairman shall act as the chairman, provided however that, if there are two vice chairman, the vice chairman elected by more than half of the directors shall act as the chairman; where the vice chairman is unable or fails to act as such, more than half of the directors shall elect a director to act as the chairman.

Chapter IV Directors and their Obligations and Duties

Article 10 The directors shall be elected or replaced by the General Meeting, each tenure of office shall be 3 years. The director may be reappointed after expiration of the tenure of office. However, the consecutive tenure of office of independent directors shall not exceed 6 years.

The employees representative director shall be elected by the Company's employees through the employees representatives meeting, employees meeting or democratic election in other forms.

The tenure of office of a director shall be calculated as from the date when such director takes office, until the expiry of the term of the incumbent Board. When the directors' tenure of office expires and a re-election is not timely held, the incumbent directors shall continue to perform their obligations according to the laws, administrative regulations, departmental rules and the Articles of Association before the incoming directors take office.

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

Non-independent directors may concurrently hold the posts of senior management of the Company, provided that the total number of directors who are also in the posts of senior management and directors who are employee representatives shall not exceed half of the total number of directors of the Company.

There is no shareholding requirement for directors.

Article 11 Anyone covered in applicable provisions in the Company Law and the Articles of Association and those who are denied access by the China Securities Regulatory Commission and any stock exchange whose denial to access is not removed, shall not act as directors of the Company.

Article 12 Directors shall comply with laws and regulations and the Articles of Association and shall have loyalty obligations to the Company. They shall take measures to avoid conflicts between their own interests and those of the Company, and shall not leverage their powers and positions to seek improper benefits. Directors shall have loyalty obligations to the Company as follows:

(I) Not to encroach upon the property of the Company or embezzle the fund of the Company;

(II) Not to deposit in any account in his/her own name or other's name the fund of the Company;

(III) Not to take bribes or solicit other illegal gains by taking advantage of his/her power and position;

(IV) Not to, without reporting to the Board or the General Meeting and being approved by a resolution of the Board or the General Meeting in accordance with the provisions of the Articles of Association, directly or indirectly sign any contracts or deal with the Company;

(V) Not to use his/her position to appropriate the business opportunities for himself/herself or other persons which should otherwise belong to the Company, unless such opportunities have been reported to the Board or the General Meeting and approved by a resolution of the General Meeting or the Company is not able to take advantage of the business opportunity in accordance with the laws, administrative regulations or the Articles of Association;

(VI) Not to, without reporting to the Board or the General Meeting and being approved by a resolution of the General Meeting, operate businesses similar to those of the Company for himself/herself or other persons;

(VII) Not to take the commission arising from other's transactions with the Company;

(VIII) Not to disclose secrets of the Company without permission;

(IX) Not to use its related-party relations to damage the interests of the Company;

(X) Other loyalty obligations as provide in applicable laws, administrative regulations, department regulations and the Articles of Association.

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

The provisions in the subparagraph 4 of clause I of this Article shall be applicable to the close family members of the directors, the enterprises directly or indirectly controlled by the directors or their close family members, and the connected persons who have other connected relationships with the directors when they enter into contracts or conduct transactions with the Company.

Article 13 Directors shall comply with the laws, regulations and the Articles of Association, and shall have obligations of due diligence to the Company, and exercise the reasonable care that a manager generally should have to serve the best interests of the Company in performing their duties. Directors shall have the following obligations of due diligence to the Company:

(I) To exercise the powers conferred by the Company in a discrete, careful and diligent manner, in order to ensure that the commercial activities of the Company comply with requirements in national laws, regulations and economic policies, and that the commercial activities not extend beyond the business scope set forth in the business license;

(II) To treat all shareholders equally;

(III) To timely be informed of the business operation and management of the Company;

(IV) To report to the Company the written confirmation opinions on a regular basis, and to ensure that the information disclosed by the Company be true, accurate and complete;

(V) To provide the Independent Audit Committee (the Audit Committee) (hereinafter referred to as the "Audit Committee") truthfully with relevant information and materials, and not to interfere with the powers exercised by the Audit Committee;

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

Article 14 Directors shall be responsible for the resolutions of the Board. The directors involved in voting for the resolutions of the Board that violate laws, regulations or the Articles of Association, a resolution of the General Meeting which results in major losses to the Company shall be liable to the Company for compensation.

Chapter V Organisations under the Board of Directors

Article 15 The Board may establish several special committees of the Board according to Regulatory Rules as issued from time to time and the business demands of the Company, and carry out research with professional issues, and propose opinions and advices for the reference by the Board in decision-making. All the members of special committees of the Board shall be directors.

Article 16 In the Audit Committee, nomination committee and remuneration committee of the Board, independent directors shall be the majority, and shall be responsible for convening meetings; all members of the Audit Committee shall be independent non-executive directors, of which at least one independent director shall be professional accountant with the appropriate professional qualifications or has appropriate accounting or related financial management expertise as required by the Regulatory Rules. The professional accountant(s) among independent directors shall act as the chairman (convenor). Where relevant competent departments of the State Council provide otherwise with respect to the convener of the special committees, such provisions shall prevail.

Article 17 The major duties and powers of the special committees of the Board are specified in the terms of reference for the special committees approved by the Board.

Chapter VI Daily Work of the Board of Directors

Article 18 The office of secretary of the Board is the permanent organisation of the Board.

Article 19 In order to ensure the efficient and proper decision-making by the Board and to safeguard the right to know of the directors, the departments or offices of the Company shall timely file the documents and materials related to the matters subject to review and approval of the Board, to the office of the Board, which shall submit the same to all directors of the Company.

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

Article 20 The Board will, in the name of the Board, issue official documents with respect to the matters reviewed and approved by the Board. The documents of the Board shall, after drafted and counter-signed by the relevant department or office, be issued by the chairman or, in case the chairman fails to timely issue the same due to any special reason, by the vice chairman or director authorised by the Board or appointed by the chairman.

Chapter VII Procedures for Holding Board Meetings

Article 21 The Board meeting shall be convened for at least four times annually.

Article 22 The Board shall hold a Board meeting prior to publishing quarterly, semi-yearly and yearly report respectively.

Article 23 In case of any of the following, the Board shall convene and hold a special meeting:

(I) When the chairman deems necessary;

(II) As proposed by shareholder representing more than 1/10 of voting rights;

(III) As proposed by more than 1/3 of directors jointly;

(IV) Upon recommendation of the Audit Committee;

(V) Upon recommendation of the general manager;

(VI) As proposed by more than a half of the independent directors jointly.

The chairman shall convene and preside over the Board meeting within ten days after receiving the relevant proposal.

Article 24 A written proposal signed (sealed) by the persons proposing to convene the special meeting of the Board proposed to be convened as provided in the preceding Article shall be sent to the chairman directly or sent to the chairman via the office of the Board, which proposal shall set forth the following matters:

(I) The name of the proposers;

(II) The cause for proposal or the underlying objective event for the proposal;

(III) The time and duration, place and manner of meeting proposed to be held;

(IV) Express and specific proposals;

(V) The contact information of the proposers and date of proposal etc.

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

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

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

Article 25 Without prejudice to the rights of expression of the directors, the Board meeting may be conducted and resolutions be adopted by means of communication, which shall be signed by the directors present, the resolution will be effective once the number of directors signing the resolution satisfied the minimum amount required by applicable laws and regulations, and all present directors shall be deemed to have attended the meeting in person.

Article 26 The directors shall attend the Board meetings in person. Where any director is unable to attend the meeting, he/she may entrust another director as his/her proxy. The power of attorney shall set forth the name of the proxy, matters of proxy, scope of authorisation and period of authorisation, which shall be signed or sealed by the principal. Independent directors shall not appoint non-independent directors to vote on their behalf.

The directors present at the meeting on behalf of other directors shall exercise their rights as directors within the scope of the authorisation. If a director fails to attend any Board meeting, and does not appoint any representatives to attend the meeting on his/her behalf, he/she shall be deemed to have waived his/her right to vote at that meeting.

Article 27 In case any director fails to attend the meeting for two consecutive times, nor does he/she appoint other directors to attend the meeting, he/she shall be deemed to have been unable to act as a director, the Board shall propose the General Meeting to replace him/her.

Article 28 In case any independent director fails to attend the Board meeting for two consecutive times or does not appoint another independent director to attend the meeting on his/her behalf, the Board shall propose to the General Meeting to remove him/her within thirty days from the date of such occurrence.

Article 29 The secretary to the Board shall attend the Board meetings, and prepare minutes and sign on them.

Article 30 Senior management of the Company shall sit on the Board meetings.

Article 31 The persons sitting on the Board meeting are obligated to comment, provide advice or make explanations with respect to the matters directly related to the meeting, but shall not have voting rights.

Chapter VIII Procedures of the Board Meetings

Article 32 Filing of Proposals

The proposals of resolutions of Board meeting may be made in the following six ways:

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

(II) As proposed by the director(s);

(III) As proposed by the special committee of the Board;

(IV) As proposed by the Audit Committee;

(V) As proposed by the general manager;

(VI) As proposed by the shareholders holding more than 10% of the stocks.

Article 33 Collection of Proposals

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

Article 34 Convening of the Meeting

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

Article 35 Notice of Meeting

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

The notice of meeting shall contain the following:

(1) Date and place of meeting;

(2) duration of meeting;

(3) cause and agenda;

(4) the date on which the notice is sent.

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

The notice of Board meeting may be delivered by email, telex, telegram, facsimile, special courier or registered post, by personal service or methods permitted by the stock exchanges where the shares of the Company are listed.

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

Article 36 Change to the Notice of Meeting

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

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

Article 37 Preparation of Proposals

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

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

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

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

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

Article 38 Holding of Meeting

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

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

Article 39 Generally the Board meeting shall be held onsite. Where necessary, without prejudice to the rights of expression of the directors, and upon the approval of the convener/president, and proposer, the meeting may also be held through video conference and telephone, facsimile or email etc., or held concurrently by onsite meeting and other means.

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

Article 40 Review of Proposals

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

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

For matters which, according to the regulations, need to be considered and approved at a special meeting of independent directors before they can be submitted to the Board for consideration, the chairman of the meeting shall, prior to discussion of the relevant proposal, declare or appoint an independent director to read the resolution/audit opinion of the special meeting of independent directors in front of the directors present at the meeting.

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

Article 41 Making Comments

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

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

Article 42 Voting in the Meeting

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

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

The voting may be made by a show of hand or a ballot. Each director shall be entitled to a vote.

Article 43 Formation of Resolution

Unless otherwise provided in these rules and procedures, for a resolution to be passed and approved as resolution adopted by the Board, more than 1/2 or 2/3 of all directors of the Company must vote in favour of such resolutions, except where the applicable laws, regulations or the Articles of Association require the vote of more directors for adoption of any resolution by the Board, in which case such provisions shall apply.

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

Article 44 Avoidance of Voting

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

(I) Where the director is required to avoid voting by the Regulatory Rules of the listing location;

(II) The Director thinks that he/she shall avoid voting;

(III) Any circumstances in which the director is required by the Articles of Association to avoid voting due to relations between the director and the company or individual related to the proposals.

Article 45 If a director is related to a company or an individual involved in a resolution to be adopted at a Board meeting, such director shall promptly report it in writing to the Board. The related director shall not exercise his/her voting rights or on behalf of any other directors in respect of such resolution. Even if the director claims to vote, his/her vote shall not be counted, except otherwise provided by law, administrative regulations, relevant regulatory provisions and rules. Where any director is required to avoid voting, the Board meeting (not written resolution) may be held provided that more than half of the non-related directors are present, and resolutions may be adopted by the vote of more than half of the non-related directors. Where any provision of the laws, administrative regulations or the Articles of Association stipulates that resolutions must be approved by greater number of directors, the relevant provision shall apply. Where the number of non-related directors present thereat is less than three, no voting may be made on the proposals, and relevant matter shall be submitted to the General Meeting for review.

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

Article 46 Resolutions of Meetings

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

Article 47 Implementation of Resolutions

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

Chapter IX Information Disclosure of Board Resolutions

Article 48 Where the Board resolutions involve the matters required to be voted at General Meetings or to be announced in accordance with the Regulatory Rules, the resolutions shall be disclosed timely. Disclosure shall also be made when the Shanghai Stock Exchange or Hong Kong Stock Exchange deems necessary.

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

Article 49 Board resolutions shall be disclosed concurrently at the listing location both at home and aboard.

Article 50 In case of any issue subject to consideration and approval by the special meeting of independent directors before it can be submitted to the Board for consideration, the Company shall announce the resolution/audit opinion of the special meeting of independent directors.

Article 51 The announcement of Board meeting shall be published in Chinese in at least an information disclosure newspaper designated by the securities regulatory authority under the State Council.

Article 52 The Board resolutions and documents required to be disclosed shall be filed with the securities regulatory authority under the State Council or a branch thereof, as required.

Chapter X Minutes of Board Meeting

Article 53 The Board shall prepare a minute in respect of the issues discussed at the meeting. The secretary of the Board shall be responsible for preparation of minutes of the meeting.

Article 54 The minute of meeting shall include the following:

(I) The number of session of the meeting, and the time, place and manner of the meeting;

(II) The situation of announcement of meeting notice;

(III) Convener and presider of meeting;

(IV) Presence of director in person or by proxy;

(V) The rules and procedures and holding of the meeting;

(VI) The proposals discussed at the meeting, the key points and comments made by each director on relevant matters, the intended votes on the proposals (including any concerns raised or dissenting views expressed by the directors);

(VII) Manner and result of voting on each proposal, including detailed number of votes of consent, opposition, and abstaining;

(VIII) Others matters the directors present thereat deems to be necessary.

Article 55 Signatures of Directors

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

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

Article 56 Within 3 working days after completion of each Board meeting, a draft of minute shall be prepared and submitted to directors present thereat. Any director who wishes to make amendments or supplements to the minutes shall send the proposed amendments or supplements to the administrative office of Board within 5 working days after receipt of the minute.

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

Article 57 The administrative office of Board shall keep the Board meeting archive, including meeting notices, meeting materials, attendance register of meeting, the powers of attorney authorising a proxy to attend the meeting, recording materials of meeting, if any, votes (other than votes by show of hand), minutes, resolutions and announcements signed and confirmed by the directors present at the meeting.

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

Chapter XI Supplementary Articles

Article 58 These rules and procedures are an appendix to the Articles of Association. These rules and procedures shall be binding upon the Company, shareholders, directors and senior management of the Company; in case of any conflict between the uncovered issued herein and the applicable laws, regulations, Regulatory Rules of the listing location, the Articles of Association, the latter shall prevail.

Article 59 These rules and procedures are formulated by the Board of the Company which shall, after approved by the General Meeting, be effective.

Article 60 The expressions of "more than" or "less than" referred to in these rules and procedures are inclusive, "exceeding" (or "exceeds") is not inclusive.

Article 61 These rules and procedures shall be interpreted by the Board of Directors of the Company, and amended by the General Meeting.

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