DONGJIANG ENVIRONMENTAL COMPANY LIMITED
RULES OF PROCEDURES FOR GENERAL MEETING

CHAPTER 1 GENERAL PROVISIONS OF THE GENERAL MEETING

Article 1 To regulate the acts of Shenzhen Dongjiang Environmental Company Limited (hereinafter referred to as the "Company") and to ensure the general meeting of shareholders of the company can exercise its powers in accordance with the law, the rules has been formulated in accordance with the Company Laws of the People's Republic of China, the Securities Laws of the People's Republic of China, the Standards for Corporate Governance of Listed Companies, the Rules of General Meetings of Listed Companies and other relevant laws and regulations, the regulations of the securities regulatory authorities of the Hong Kong Special Administrative Region and the Articles of Association of Shenzhen Dongjiang Environmental Company Limited (hereinafter referred to as the "articles of association of the Company").

Article 2 The general meeting of shareholders shall be formed by all shareholders of the Company and shall represent the decision-making authority of the Company and the highest power organ to exercise its powers in accordance with the laws.

Article 3 The general meetings of the Shareholders is the authority of the Company to exercise the following functions and powers according to law:

(1) To elect and change directors and decide on matters of remuneration related to directors;

(2) To consider and approve the report of the Board of Directors;

(3) To consider and approve the annual financial budget and final accounts of the Company;

(4) To consider and approve the profit distribution plan and loss recovery plan of the Company;

(5) To consider and approve the increase or reduction of the registered capital of the Company;

(6) To consider and approve matters including merger, spin-off, change in form of company, dissolution and liquidation;

(7) To consider and approve the issue and purchase of the Company's shares;

(8) To consider and approve the issue of the Company's debentures;

(9) To consider and approve equity incentive scheme and employee stock ownership plan;

(10) To consider and approve change of proceeds raised;

(11) To consider and approve the engagement, dismissal or non-reappointment of accounting firm undertaking the Company's audit business;

(12) To consider and approve proposals by shareholders who own more than 1% (including 1%) of outstanding issued shares with voting rights, individually or jointly, of the Company;

(13) To consider and approve the following transactions (the transaction mentioned has the same meaning as defined under the listing rules of the stock exchanges where the company is listed):

(i) Total amount of assets involved in the transaction represents 50% or above of the Company's audited total assets for the latest period; in case total assets involved in the transaction have carry value and appraised value simultaneously, the higher amount will be used in calculation;

(ii) Net assets involved in the transaction (such as equity) represents 50% or above of the Company's audited net assets for the latest period and the absolute amount exceeds RMB50 million; in case net assets involved in the transaction have carry value and appraised value simultaneously, the higher amount will be used in calculation;

(iii) Operating income of subject matter of the transaction (such as equity) for the latest accounting year represents 50% or above of the Company's audited operating income for the latest accounting year and the absolute amount exceeds RMB50 million;

(iv) Net profit of subject matter of the transaction (such as equity) for the latest accounting year represents 50% or above of the Company's audited net profit for the latest accounting year and the absolute amount exceeds RMB5 million;

(v) Consideration of the transaction (including assumed debts and expenses) represents 50% or above of the Company's audited net assets for the latest period and the absolute amount exceeds RMB50 million;

(vi) Profit generated from the transaction represents 50% or above of the Company's audited net profit for the latest accounting year of the Company and the absolute amount exceeds RMB5 million;

(vii) Transactions where the amount of material assets purchased and disposed by the Company within a year represents over 30% of the Company's audited total assets for the latest period.

(14) To consider and approve the following guarantees:

(i) Guarantee where the amount of a single guarantee exceeds 10% of the Company's audited net assets for the latest period of the Company;

(ii) Any subsequent guarantee to be provided when the total amount of external guarantees made by the Company and its subsidiaries exceeding 50% of the Company's audited net assets for the latest period;

(iii) Any subsequent guarantee to be provided when the total amount of external guarantees made by the Company and its subsidiaries exceeding 30% of the Company's audited total assets for the latest period;

(iv) Guarantee to be provided in favour of a party with an asset-liability ratio over 70%;

(v) Cumulative amount of guarantees within the last twelve months exceeding 30% of the Company's audited total assets for the latest period;

(vi) Guarantee provided to shareholders, de facto controllers and related parties thereof;

(vii) Other provisions under the laws, administrative regulations, regulatory provisions in the places where the Company is listed and these articles of association.

The above guarantees are required to be considered at the Board meeting and passed by two-thirds of directors attending the Board meeting before submitting to the shareholders' meeting for consideration. When the guarantee specified in item (v) above is considered at the shareholders' meeting, it shall be passed by two-thirds of voting rights held of shareholders attending the shareholders' meeting.

Guarantees to be provided by the Company to related parties, regardless of the amount, should be considered and passed at the Board meeting before being submitting to the shareholders' meeting for consideration.

When considering the resolution of providing guarantee to shareholders, de facto controllers and related parties thereof, such shareholders or shareholders controlled by such actual controllers shall not vote on such resolution. Such resolution shall be approved by more than half of the voting rights of other shareholders attending the shareholders' meeting.

(15) To consider and approve the following related party transaction:

A connected transaction between the Company and the connected party (excluding receipt of cash assets by the Company as gift and provision of guarantee by the Company) with a transaction amount of RMB30 million and more and representing 5% or above of the absolute value of the latest audited net assets of the Company. The principle of aggregate calculation shall apply to related party transaction of the Company entered into within 12 consecutive months with the same connected party (including other connected party(s) under common control of that connected party or involving controlling shareholding relationship with that connected person or with different related parties but related to the same subject matter;

(16) To consider and approve amendments to the articles of association of the Company;

(17) To consider and approve other matters which should be determined and authorised by the shareholders' meetings according to requirements of law, regulations the listing rules of the stock exchanges where the Company is listed or the Articles of Association of the Company.

The general meeting of shareholders may authorize or appoint the board of directors to deal with matters they are so authorized or appointed.

Notwithstanding anything contained therein, for Article 3 (13), (14) and (15), in the event that any transactions or guarantees and their approval procedures are subject to the requirements of the listing rules of the stock exchanges where the Company is listed, those transactions or guarantees shall comply with such requirements.

Article 4 The powers of the general meeting of shareholders shall be exercised within the scope provided in the Company Law and the articles of association of the Company and shall not involve any disciplinary action against the personal rights of the shareholders.

Matters considered and decided at the general meeting of shareholders shall be determined in accordance with the Company Law and the articles of association of the Company.

Article 5 General meeting of shareholders shall be classified into annual general meeting of shareholders and extraordinary general meeting of shareholders. General meeting of shareholders shall be convened by the board of directors. Annual general meeting of shareholders shall be held once a year and shall be held within six months after the end of the preceding accounting year.

An extraordinary general meeting of shareholders shall be held within two months after the occurrence of any of the following circumstances:

1. The number of the directors is less than the number required by the Company Law or less than two-thirds of the number required by the articles of association of the Company;

2. The unrecovered loss of the Company reaches one-third of the total share capital of the Company;

3. Any shareholder(s) individually or jointly holding over 10% (including 10%) of shares carrying voting right issued by the Company request in writing to convene an extraordinary general meeting of shareholders;

4. The board of directors considers necessary or the Audit and Risk Management Committee proposes to convene;

5. More than half of the independent directors propose to convene; or

6. Any other circumstances as required by the laws, administrative regulations, departmental regulations or the articles of association of the Company.

The shareholding aforementioned at item 3 shall be calculated on the date when the shareholders make such written request.

Article 6 General meeting of shareholders shall be held at the location of production and operation of the Company or any other place decided by the convener of the general meeting of shareholders.

The Company shall set up the venue and convene the meeting by way of on-site meetings. The Company will also provide online voting to facilitate shareholders' participation in the shareholders' meeting. Shareholders attending the general meeting of shareholders via the abovementioned methods are considered to be present at such meeting.

Article 7 When convening a general meeting of shareholders, the Company shall appoint a lawyer to issue legal opinion and publish an announcement in respect of the following issues:

1. Whether the convening of the general meeting of shareholders and its procedures are in accordance with the laws, administrative regulations and the articles of association of the Company;

2. Whether the qualifications of the attendees and the convener are lawful and valid;

3. Whether the voting procedures and results at the meeting are lawful and valid;

4. Legal opinions on any other matters as requested by the Company.

CHAPTER 2 CONVENING OF THE GENERAL MEETING

Article 8 The board of directors shall convene the general meeting of shareholders in accordance with the requirements set out in the articles of association of the Company.

Article 9 With the consent of more than half of all independent directors, the independent directors shall have the rights to propose to the board of directors for convening an extraordinary general meeting of shareholders. The board of directors shall, in accordance with the laws, administrative regulations and the articles of association of the Company, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting of shareholders within 10 days after receiving such proposal.

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

Article 10 The Audit and Risk Management Committee is entitled to propose to the board of directors for convening an extraordinary general meeting of shareholders and such proposal shall be made in writing. The board of directors shall, in accordance with the laws, administrative regulations and the articles of association of the Company, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting of shareholders within 10 days after receiving such proposal.

In the event that the board of directors agrees to convene an extraordinary general meeting of shareholders, it shall serve the notice of such meeting within five days after the relevant board of directors resolution is passed. Consent of the Audit and Risk Management Committee shall be obtained in the event of any changes made to the original proposal in the notice.

In the event that the board of directors does not agree to convene an extraordinary general meeting of shareholders or does not furnish any written reply within ten days after receiving such proposal, the board of directors is deemed to be unable to perform or fail to perform the duty of convening a general meeting of shareholders, in which case the Audit and Risk Management Committee may convene and preside over such meeting by itself.

Article 11 The shareholders shall comply with the following procedures where they propose to convene an extraordinary general meeting of shareholders:

1. Any shareholder(s) individually or jointly holding over 10% of the Company's shares may sign one or more written request(s), the form and substance of which being the same, to propose to the board of directors for convening an extraordinary general meeting of shareholders, and shall list out clearly the agenda of the meeting in the request. The shareholding mentioned above shall be calculated on the date when the shareholders make such written request. The board of directors shall, in accordance with the laws, administrative regulations and the articles of association of the Company, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting of shareholders within ten days after receiving such proposal.

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

2. In the event that the board of directors does not agree to convene an extraordinary general meeting of shareholders or does not furnish any written reply within ten days after receiving such proposal, any shareholder(s) individually or jointly holding over 10% of the shares carrying voting rights at the meeting proposed to be held is/are entitled to propose to the Audit and Risk Management Committee for convening an extraordinary general meeting of shareholders and such proposal shall be made in writing.

   In the event that the Audit and Risk Management Committee agrees to convene an extraordinary general meeting of shareholders, it shall serve the notice of such meeting within five days after receiving such proposal. Consent of such shareholders shall be obtained in the event of any changes made to the original proposal in the notice.

In the event that the Audit and Risk Management Committee does not serve any notice of an extraordinary general meeting of shareholders within the prescribed period after receiving such proposal, the Audit and Risk Management Committee is deemed not to convene and preside over such meeting, in which case the shareholder(s) individually or jointly holding over 10% of the shares (carrying voting rights at the meeting proposed to be held) for ninety consecutive days or more may convene and preside over such a meeting by themselves.

Any reasonable cost incurred in connection with the convening and holding of the meeting by the shareholders themselves as a result of the failure on the part of the board of directors and the Audit and Risk Management Committee to hold such meeting as required above shall be borne by the Company, and shall be deducted from the amount due to the directors of the Company who are in default.

Article 12 Where the Audit and Risk Management Committee or the shareholders decide to convene a general meeting by itself/themselves, it/they shall notify the board of directors in writing and file with the securities regulatory authority and stock exchange where the Company is located.

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

The Audit and Risk Management Committee and the convening shareholders shall submit the relevant proof to the securities regulatory authority and stock exchange where the Company is located upon the issuance of the notice of the general meeting of shareholders and the announcement of the resolutions of the general meeting of shareholders.

Article 13 The board of directors and the secretary to the board of directors shall provide assistance regarding a general meeting of shareholders convened by the Audit and Risk Management Committee or the shareholders. The board of directors shall provide the register of shareholders as at the date of the share registration. In the event that the board of directors fails to provide the register of shareholders, the convener may apply to the securities registration and clearing institution to obtain the register of shareholders with the relevant announcement on the convening of the shareholders' general meeting. The register of shareholders obtained by the convener shall not be used for purposes other than convening of the general meeting of the shareholder. Any necessary cost incurred in connection with the convening and holding of the meeting by the Audit and Risk Management Committee itself or the shareholders themselves shall be borne by the Company.

CHAPTER 3 PROPOSAL AND NOTICE OF THE GENERAL MEETING

Article 14 The content of proposals shall fall within the scope of power of the general meeting of shareholders. The subject issues for discussion and the specific matters to be resolved shall be clearly stated therein. The proposals shall comply with the requirements of the laws, administrative regulations and the articles of association of the Company.

Article 15 Where an annual general meeting is to be held, the Company shall notify each shareholder by public announcement at least 20 business days prior to the convening of such meeting; where an extraordinary general meeting is to be held, the Company shall notify each shareholder by public announcement at least 10 business days or 15 days (whichever is longer) prior to the convening of such meeting.

Article 16 The board of directors, the Audit and Risk Management Committee and the shareholder(s) individually or jointly holding over 1% (including 1%) of the shares carrying voting rights of the total issued shares of the Company may submit new proposals in writing to the Company and the Company shall include such proposals within the scope of power of the general meeting of shareholders into the agenda of the meeting.

Shareholder(s) individually or jointly holding over 1% (including 1%) of the shares carrying voting rights of the total issued shares of the Company may submit their provisional proposals in writing to the convener ten days before the convening of the general meeting of shareholders. The convener shall issue a supplementary notice of the general meeting of shareholders within two days after the proposals have been received and announce the content of the provisional proposals. This does not apply to interim proposals that violate the provisions of laws, administrative regulations or the Company's articles of association, or fall outside the scope of the shareholders' general meeting's powers.

After the issue of the notice of the general meeting of shareholders by the convener, no changes shall be made to the proposals stated in the notice of the meeting nor new proposals shall be added, save as those provided in the preceding paragraphs.

Proposals not stated in the notice of the general meeting of shareholders or proposals which do not meet the requirements in Article 14 of this Rules, shall not be voted or resolved at the general meeting of shareholders.

Article 17 Notice of general meeting of shareholders shall fulfill the following requirements:

1. Be issued in writing;

2. Specify the venue, the date, the time and the duration of the meeting;

3. Set out the matters to be considered at the meeting;

4. Provide shareholders with such information and explanation necessary for them to make prudent decision on the matters to be considered. Such principle includes (but is not limited to) that where the Company proposes merger, repurchase of shares, share capital restructuring, or other restructuring of the Company, the specific terms and contracts (if any) of the proposed transactions shall be provided in detail and the causes and effects of such transactions shall be properly explained;

5. Disclose the nature and extent of material interest of any director, chief executive or other senior management officer in the matters to be considered. In the event that the impact of the matters to be considered on such director, chief executive or other senior management officer as a shareholder is different from that on the other shareholders in the same class, such difference shall be explained;

6. Set out the full text of any special resolutions proposed to be resolved at the meeting;

7. Set out in clear text that shareholder eligible for attending and voting is entitled to appoint one or more proxies to attend and vote on his/her behalf and that such proxy needs not be a shareholder;

8. Specify the time and the place for serving the proxy forms for voting at the meeting;

9. Specify the share registration date of the shareholders who are entitled to attend the general meeting of shareholders;

10. Provide the name and phone number of the contact person of the general meeting of shareholders;

11. The voting time and voting procedures via the internet or other methods.

Article 18 Where the matters regarding election of the directors are proposed to be considered at the general meeting of shareholders, the detailed information of the candidates for directors shall be fully disclosed in the notice of such meeting, which shall at least include:

1. The personal particulars including the educational background, working experience, concurrent professions and so on;

2. Whether any connected relationship with the Company, its controlling Shareholders and its de facto controllers exists;

3. The number of the shares held;

4. Whether he/she has been subject to the punishment of the securities regulatory authority of the PRC and other relevant authorities as well as sanctions by the stock exchange.

Nomination of the director shall be proposed individually except in the case where accumulative voting system is used for the election of two or more the directors.

Article 19 On the premise of complying with the laws, regulations and relevant securities listing rules of the place where the Company is listed, the Company's communications sent to overseas listed foreign shareholders, including the notice of the shareholders' general meeting, shall be delivered to such shareholders by electronic means, announcement or other methods specified in the Company's articles of association. For domestic shareholders, the notice of the shareholders' general meeting shall be delivered by way of announcement.

The aforementioned announcement shall be published in one or more newspapers designated by the securities regulatory authority of the State Council. All holders of the domestic shares shall be deemed to have received the notice of the relevant general meeting of shareholders upon the publication of such announcement.

Article 20 The accidental omission to give notice of the meeting to, or the non-receipt of notice of the meeting by, any person entitled to receive notice shall not invalidate the meeting and the resolutions passed at such meeting.

Article 21 Once the notice of a general meeting of shareholders is issued, such meeting shall not be postponed or cancelled and the proposals stated in the notice of such meeting shall not be withdrawn without proper reasons. In the event of postponement or cancellation, the convener shall make an announcement stating the relevant reasons at least two working days prior to the original date of the general meeting of shareholders.

CHAPTER 4 HOLDING OF THE GENERAL MEETING

Article 22 The board of directors and other conveners of the general meeting of shareholders shall take all necessary measures to ensure the normal order of the general meeting of shareholders. Measures shall be taken to prevent any disturbance, provocation or nuisance to the order of the meeting and any acts infringing the lawful interests of the shareholders, and such matters shall be promptly reported to the relevant authorities.

Article 23 Any shareholder entitled to attend and vote at a general meeting of shareholders shall be entitled to appoint one or more persons (such persons need not be shareholders) as his/her proxies to attend and vote on his/her behalf, and such proxies appointed, in accordance with the appointment of such shareholder, may exercise the following rights:

1. Exercise such shareholder's right to speak at the general meeting of shareholders; and

2. Exercise such shareholder's right to vote by poll.

Should the shareholder concerned be an authorized clearing house under the definition of the Hong Kong laws (hereinafter referred to as the "authorized clearing house") (or its agent), such shareholder may authorize its representative(s) or any one or more persons deemed suitable as his/her proxy at any general meeting of shareholders or any class meeting, and such representative(s) shall have the same legal rights as other members, including the right to speak and vote. however, should there be more than one person(s) being so authorized, the power of attorney must specify the number and the class of shares in respect of which each person is so authorized. Such authorized persons shall be entitled to exercise the same power on behalf of the authorized clearing house (or its agents), as if these persons were individual shareholders of the Company.

Article 24 A shareholder shall appoint his/her proxy in writing, and the proxy form shall be signed by him/her or his/her attorney duly authorized in writing. In case of the principal being a legal person, the proxy form shall bear the seal of the legal person and shall be signed by its director, or officer or proxy formally authorized.

Article 25 Individual shareholders attending the meeting in person shall produce their identity cards or other valid documents or certificates which can prove their identities and their proof of title of their shareholding, while proxies shall produce their valid identity cards, the power of attorney by the shareholder and the proof of title of the shareholding.

A legal person shareholder shall be represented by its legal representative or a proxy appointed by the legal representative to attend the meeting. Legal representatives of a legal person shareholder attending the meeting shall present their identity cards and valid proofs of their capacity as the legal representative and the proof of title of their shareholding. In the case where a proxy is appointed, the proxy shall present his/her own identity card and the power of attorney in writing issued by the legal representative of the legal person shareholder and the proof of title of the shareholding.

Article 26 The power of attorney issued by a shareholder authorizing another person to attend the general meeting of shareholders shall state the following information:

1. The name or title of the shareholder, the class and quantity of shares held in the company;

2. The name or title of the proxy;

3. The number of shares represented by the proxy;

4. Whether the proxy has voting power;

5. The respective instructions on voting for, against or abstain on each matter to be considered on the agenda of the general meeting of shareholders;

6. The issuance date and the validity period of the power of attorney;

7. The signature (or the seal) of the principal. In the event that the shareholder is a domestic legal person, the seal of legal person entity shall be affixed.

Article 27 Any form issued to shareholders by the board of directors or the convener for appointing a proxy to attend and vote at a meeting of the Company shall enable the shareholders, according to his/her intention, to instruct the proxy to vote in favour of or against each resolution to be considered at the meeting. Such a form shall contain a statement that, if the shareholder does not give any instructions, the proxy may vote as he/she thinks fit.

Article 28 Proxy forms shall be deposited at the address of the Company or other places specified in the notice of the meeting twenty-four hours before the relevant meeting for voting according to the proxy form, or twenty-four hours before the designated time of voting. Where the proxy form is signed by a person authorized by the principal, the power of attorney or other authorization instruments shall be notarized. The notarized power of attorney or other authorization instruments, together with the proxy form, shall be deposited at the address of the Company or such other places as specified in the notice of the meeting.

Where the principal is a legal person, its legal representative or other persons as authorized by its board of directors or other governing body to act as its proxy may attend the general meeting of shareholders. For the purpose of this rules, the proxy attending such meeting or any acts performed by the proxy shall be deemed to be the principal attending such meeting in person or (depending on the circumstances) the principal performing such acts.

Article 29 The Company is responsible for producing a register of the attendees of the meeting. The register shall clearly bear the names (or the organization names) of the attendees, their identity card numbers, home addresses, the number of shares carrying voting rights held or represented, the names (or organization names) of the proxies and so on.

Article 30 A vote given in accordance with the terms of the proxy form shall be valid notwithstanding the death or loss of capacity of the principal, revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given prior to the voting, provided that the Company has not been notified in writing of the above matters before the meeting.

Article 31 The convener and the lawyer engaged by the Company shall together verify the validity of the qualification of the shareholders in accordance with the register of shareholders provided by the shares registration and clearing institution, and register the name (or designations) of the shareholders and the number of shares carrying voting rights held by them. The registration for the meeting shall end before the chairman of the meeting declares the number of the shareholders and the proxies present at the meeting as well as the total number of shares carrying voting rights held by them.

Article 32 The general meeting of shareholders shall be convened by the board of directors according to the laws. The general meeting of shareholders shall be presided over by the chairman of the board of directors as the chairman of the meeting. In the event that the chairman of the board of directors is unable or fails to perform his/her duties, the vice-chairman of the board of directors shall preside over the meeting as the chairman of the meeting (should there be two vice-chairmen of the board of directors, the one elected by more than half of the directors shall preside over the meeting as the chairman of the meeting). In the event that both the chairman and the vice-chairman of the board of directors are unable or fail to perform their duties, the director elected by more than half of the directors shall preside over the meeting as the chairman of the meeting.

General meeting of shareholders convened by the Audit and Risk Management Committee shall be presided over and chaired by the convener of the Audit and Risk Management Committee. In the event that the convener of the Audit and Risk Management Committee is unable or fails to perform his/her duties, the member elected by more than half of the members of the Audit and Risk Management Committee shall act as the chairman of the meeting.

General meeting of shareholders convened by the shareholders shall be presided over by a representative nominated by the convener as the chairman of the meeting.

During a general meeting of shareholders, if the chairman of the meeting violates the rules of procedures of meeting and the general meeting of shareholders cannot proceed as the result thereof, a person may be elected at the general meeting of shareholders to act as the chairman of the meeting to proceed with the meeting, subject to the approval of more than half of shareholders carrying voting rights present at the meeting.

Article 33 At the annual general meeting of shareholders, the board of directors shall report to the general meeting of shareholders on their work over the previous year. Each and every independent Director shall also submit his/her duty report.

Article 34 The directors and senior management officer shall provide explanations and illustrations for the enquiries and recommendations made by the shareholders at the general meeting of shareholders.

Article 35 The chairman of the general meeting of shareholders shall announce the number of shares carrying voting rights held by the shareholders and their proxies present at the on-site meeting before voting. The number of shares carrying voting rights held by the shareholders and their proxies present at the on-site meeting shall be based on the register of the attendees of the meeting.

Article 36 Minutes of the general meeting of shareholders shall be prepared by the secretary to the board of directors and the following shall be recorded therein:

1. The time, the venue, the agenda and the name or the designation of the convener of the meeting;

2. The names of the chairman of the general meeting of shareholders, and names of the directors, managers and other senior management officers who are present at or attend the meeting;

3. The total number of the shares carrying voting rights held by the holders of domestic shares (including their proxies) and the holders of overseas listed foreign shares (including their proxies), and the percentage of the shares carrying voting rights held by them to the total number of the shares of the Company;

4. The process of consideration, the summary of speeches and the voting results cast by the holders of domestic shares and the holders of overseas listed foreign shares for each proposal;

5. The enquiries or recommendations raised by the shareholders and the corresponding explanations or clarification;

6. The names of the lawyer, the vote counters and the scrutineers;

7. Any other matters that shall be recorded in the minutes as required by the articles of association of the Company.

Article 37 The directors, the secretary to the board of directors, the convener or his/her representative, the chairman and the responsible person for taking the minutes of the meeting shall sign on the minutes, and shall ensure that the contents of the minutes are true, accurate and complete. The minutes shall be kept, together with other valid information such as the book of signatures of the shareholders present at the meeting and the power of attorney for the proxies, and the valid information regarding the voting via the internet or other means, for no less than 10 years.

Article 38 The convener shall ensure the general meeting of shareholders is held without adjournment until the final resolution is reached. Where special reasons such as force majeure and so on cause a suspension of the meeting or non-adoption of resolution, necessary measures shall be taken to resume the meeting, or to end the meeting directly and the same shall be stated in an announcement in a timely manner. Meanwhile, the convener shall report the same to the securities regulatory authority and the stock exchange where the Company is located.

CHAPTER 5 VOTING AND RESOLUTION AT THE GENERAL MEETING

Article 39 The shareholders (including their proxies) may exercise their voting right according to the number of shares carrying voting right they represent. Each share enjoys one count of voting right. However, corporate shares held by the Company enjoy no voting right, and such shares shall not be counted towards the total number of shares carrying voting rights held by the shareholders present at the general meeting of shareholders.

When the shareholders' meeting is considering significant events that will impact the interests of small and medium investors, the votes of small and medium investors shall be counted individually. The results of the individually counted votes shall be disclosed forthwith.

The Board of Directors, independent directors and shareholders who meet the relevant requirements, or qualified shareholders or the investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC can openly gather voting rights from shareholders. Voting rights shall be gathered with sufficient disclosure of information, such as preference of vote, to shareholders from whom voting rights are gathered. Compensation or compensation in disguise for the voting rights gathered is prohibited. In addition to the statutory conditions, the Company shall not set a minimum shareholding limit for gathering voting rights.

Article 40 Resolutions reached at the general meeting of shareholders shall be classified as ordinary resolutions and special resolutions.

An ordinary resolution adopted by the general meeting of shareholders shall be approved by over half of the voting right held by the shareholders present at the general meeting of shareholders (including their proxies).

A special resolution adopted by the general meeting of shareholders shall be approved by over two-thirds of the voting rights held by the shareholders present at the general meeting of shareholders (including their proxies).

Article 41 The following items shall be approved at the general meeting of shareholders by way of ordinary resolution:

(1) To consider and approve the report of the Directors;

(2) To consider and approve the annual financial budget and final accounts of the Company;

(3) To consider and approve the profit distribution plan and loss recovery plan proposed by the board of directors;

(4) To elect and remove directors and decide on remuneration and payment methods related to directors;

(5) To consider and approve change in investment of capital raised;

(6) To consider and approve the engagement, dismissal or non-reappointment of accounting firm;

(7) Any other items, excluding those required to be approved by special resolutions as stipulated by the laws, administrative regulations, the articles of association or regulatory provisions of the stock exchange in the places where the Company is listed.

Article 42 The following items shall be approved at the general meeting of shareholders by way of special resolution:

(1) To consider and approve the increase or decrease of the registered capital of the Company;

(2) To consider and approve matters including merger, spin-off, change in form of company, dissolution and liquidation;

(3) To consider and approve the issue and purchase of the Company's shares;

(4) To consider and approve the issue of the Company debentures;

(5) To consider and approve equity incentive scheme;

(6) To consider and approve adjustment or change in profit distribution policy;

(7) To consider and approve transactions where the amount of major assets purchased or sold by the Company within one year exceeds 30% of the Company's audited total assets of the latest period;

(8) To consider and approve any guarantee with guarantee amount exceeds 30% of the Company's latest audited total assets for 12 consecutive months;

(9) To consider and approve amendments to the articles of association of the Company;

(10) Other matters as stipulated by the regulatory provisions of the stock exchange in the places where the Company is listed and other regulatory documents.

Article 43 The Company shall not, without approval by special resolution at the general meeting of shareholders, enter into contract with any person other than the directors, chief executive and other senior management officer of the Company where the Company agrees to hand over the management of all or major businesses of the Company to such person, except under special circumstances such as where the Company is in a crisis.

Article 44 For related party transaction to be considered at a general meeting of shareholders, the connected shareholders shall not participate in the voting on such related party transaction, and the number of shares carrying voting rights they represent shall not be counted into the valid quorum for voting. The announcement of the resolutions passed at the general meeting of shareholders shall fully disclose the voting of the non-connected shareholders. Should there be any special circumstances where the connected shareholders are unable to abstain from voting, the Company may conduct the voting according to normal procedures after obtaining consent from the authorities, and detailed clarifications shall be made in the announcement of the resolutions of the general meeting of shareholders. The relevant announcement shall be published on the newspapers and magazines that meet the relevant requirements.

In the event that the Company Law or other laws, administrative regulations, or the listing rules of the stock exchange on which the Company's shares are listed stipulate that the shareholder shall abstain from voting, or be restricted to only voting for or only voting against on certain individual resolution, any violation of such regulations or restrictions would render the vote cast by such shareholder (or its proxy) invalid.

Article 45 The list of candidates for the positions of the directors shall be submitted as proposal for voting at the general meeting of shareholders.

The cumulative voting system shall be adopted if the proportion of shares owned by a single shareholder and its concerted actors is more than 30%, or if the shareholders' meeting elects more than two independent directors.

Article 46 Except for the adoption of the accumulative voting system, each and every proposal shall be voted item by item at the general meeting of shareholders. Should there be different proposals concerning the same issue, they shall be voted in chronological order according to their respective dates of submission. Unless a general meeting of shareholders is suspended or no resolution can be adopted due to force majeure or other special reasons, no proposal shall be set aside or rejected for voting at the general meeting of shareholders.

Article 47 No amendment shall be made on the proposals during their consideration at the general meeting of shareholders. Any such amendments shall render it a new proposal of which the voting shall not be proceeded at the current general meeting of shareholders.

Article 48 Any voting at the general meeting of shareholders shall be conducted by means of poll. The poll results shall be announced by the Company in accordance with requirements of the relevant laws, regulations and the Listing Rules for stock listed stock exchange.

Article 49 Where a poll is demanded with regards to the election of the chairman of the meeting, or on the termination of the meeting, the voting shall be conducted forthwith. Where a poll is demanded with regards to any other matters, the voting shall be taken at such time as the chairman of the meeting directs before the end of the current meeting, and the meeting may proceed with considering other matters. The voting results shall be deemed to be resolutions passed at such meeting.

Article 50 The same voting right can only be exercised by way of any one of the voting methods, either on-site voting, via the Internet or other means of voting. Should there be repeated voting by the same voting right, the result of the first voting shall prevail.

Article 51 At a voting by poll, the shareholders (including their proxies) entitled to two or more votes may not necessarily cast all their votes into either for or against.

Article 52 Before a voting on the proposals is conducted at the general meeting of shareholders, two representatives of the shareholders shall be elected to take part in the counting and scrutinizing of the ballots. Any shareholder interested in the matter to be considered and his/her proxy shall not take part in the vote counting and scrutinizing.

When voting on the proposals is conducted at the general meeting of shareholders, the lawyers and representatives of the shareholders shall be jointly responsible for the vote counting and scrutinizing.

Shareholders or their proxies who vote via internet or by other means shall be entitled to check and inspect their voting results through the corresponding voting system.

Article 53 The Company shall, in accordance with the applicable laws and the relevant provisions of the stock exchange on which the shares of the Company are listed, announce the resolutions of the shareholders' meeting and record the voting results in the minutes of the meeting. The voting results on the resolution shall be recorded in the minutes of the meeting.

Article 54 In the event that the general meeting of shareholders is held by means of the internet, the beginning time for voting via the internet for the general meeting of shareholders shall not be earlier than 3:00 p.m. on the day prior to the on-site general meeting of shareholders, and shall not be later than 9:30 a.m. on the day when the on-site general meeting of shareholders is convened and its closing time shall not be earlier than 3:00 p.m. on the day when the on-site general meeting of shareholders is closed.

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

Before the formal announcement of the voting results, all relevant parties including the companies, the voting counter and scrutinizer, shareholders and internet service providers, which are involved in the voting process whether on-site, via the Internet or through other means of voting, shall have the obligation to keep the details of the voting confidential.

Article 55 Shareholders present at the general meeting of shareholders shall express one of the following opinions on the proposal submitted for voting: “for”, “against” or “abstention”.

The securities registration and clearing institution shall act as the nominal holder of Shenzhen-Hong Kong Stock-Connect shares, except where it makes declarations in accordance with the intent expressed by the actual holder.

Any ballot that is not completed, wrongly completed, is illegible, or not voted shall be deemed to be a waiver of the voting right of the voter, and the voting result of the number of shares held by the voter shall be counted as “abstention”.

Article 56 If the chairman of the meeting has any doubt as to the result of a resolution put to vote at the meeting, he/she may have the votes counted. If the chairman of the meeting fails to have the votes counted, any shareholder who is present in person or by proxy and who objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the announcement of the result, and the chairman of the meeting shall have the votes counted immediately.

Article 57 In the event that the votes are counted at the general meeting of shareholders, the counting results shall be recorded into the minutes of the meeting.

The minutes, together with the book of signatures of the shareholders present, the power of attorney for the proxies, and the valid materials on the voting results via online and other methods, shall be kept as the Company’s archives at the Company’s registered address for a retention period of not less than 10 years.

Article 58 Copies of the meeting minutes of any general meeting of shareholders shall, during office hours of the Company, be open for inspection by any Shareholder without charge. Should any Shareholder request a copy of such minutes, the Company shall send a copy to such Shareholder within seven days after receiving a reasonable charge.

Article 59 Resolutions of a general meeting of shareholders shall be announced in a timely manner, and the announcement shall include the following details:

1. The time, the venue, the mode, the convener and the chairman of the meeting, together with the information on whether such meeting is in compliance with the laws, administrative regulations, departmental regulations and the articles of association of the Company;

2. The number of the shareholders and their proxies who attended the meeting, the total number of shares carrying voting rights held by them and its percentage to the total number of shares carrying voting rights issued by the Company;

3. The means of voting, the voting results for each proposal, the details of each resolution passed and details of voting by the shareholders; in the event that the proposals are made by the shareholders, the names or designation of the shareholders, percentage of shares held and the content of the proposals; in the event that the proposals involve related party transaction, the details of the abstention of voting by the connected shareholder; and

4. The legal opinion in writing presented by the appointed lawyers.

Article 60 If the proposal is not passed, or the current shareholders' meeting changes the resolution of the previous general meeting of shareholders, a special notice shall be made in the announcement of the resolution of the general meeting of shareholders.

Article 61 Where the proposal on the election of the directors is passed at the general meeting of shareholders, those newly elected directors shall assume office on the day of the passing of the proposal.

Article 62 Where the proposal on the profit allocation scheme is resolved at the general meeting of shareholders, such dividend (or share) allocation shall be completed within two months after the conclusion of the general meeting of shareholders.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 63 If any disputes arise over the legality and validity of the convening, holding, the voting procedure or the resolution of a general meeting of shareholders and cannot be resolved through negotiation, the relevant parties may commence litigation at the People's Court.

Article 64 The Articles shall become effective from the date of approval at the shareholders' meeting. The rules of procedure from the date of entry into force of the Shareholders' Meeting Amendments to this rules shall be proposed by the board of directors and submitted for consideration and approval at the general meeting of shareholders.

Article 65 The board of directors shall be responsible for interpreting this rules.

Article 66 Unless otherwise specified, terms used in this rules shall have the same meanings as those defined in the articles of association of the Company respectively.

Article 67 In case of violation of any clauses of this rules with the Company Law, other relevant laws and regulations in the PRC, relevant regulations of the securities regulatory authority of the place where the Company is listed or the Listing Rules or the articles of association of the Company, or in case of discrepancy between any clauses in this rules and the provisions of such laws, regulations, rules or the articles of association of the Company, such clauses shall become invalid. However, the invalidity of such clauses would not affect the validity of other remaining clauses in this rules.

Article 68 The Company shall amend this rules under the circumstances as follows:

1. Matters stipulated in this rules are in conflict with the amended or newly formulated and promulgated Company Law or related laws, administrative regulations or other regulatory documents;

2. Matters stipulated in this rules are in conflict with the amended articles of association of the Company;

3. The board of directors decides to amend this rules.

Article 69 The "business day" referred to in these rules of procedure refers to the date on which the Hong Kong Stock Exchange commences securities trading.

Article 70 Matters not included in this rules are subject to the regulation of the articles of association of the Company and the relevant laws, administrative regulations and regulatory documents.

(This document is originally prepared in Chinese. In case of any inconsistency between the Chinese version and the English version, the Chinese version shall prevail.)

** For identification purpose only*