SHENZHEN EXPRESSWAY CORPORATION LIMITED

RULES OF PROCEDURES FOR THE SHAREHOLDERS' MEETING

Schedule to the Articles of Association

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

Chapter 1 General Provisions

Article 1 In order to ensure full exercise of the powers of the shareholders' meetings and regulate the procedures for the shareholders' meetings and its decision-making procedures and methods, the Company formulates these rules in accordance with the provisions of the relevant law and regulations such as Company Law, Securities Law and Rules for the Shareholders' Meetings of Listed Companies published by the CSRC and these Articles of Association.

Article 2 Matters such as the convening, proposal, notice and holding of the shareholders' meeting shall be governed by these Rules.

Article 3 The Company shall convene the shareholders' meeting in strict accordance with relevant requirements of the laws, administrative regulations**,** these Articles of Association and these rules so as to ensure that shareholders can exercise their rights in accordance with the laws.

The board of directors of the Company shall earnestly perform its duties and organise the shareholders' meeting in a serious and timely manner. All directors of the Company shall exercise their diligence to ensure that the shareholders' meeting are held properly and its powers are exercised in accordance with the laws.

Article 4 The shareholders' meeting shall exercise its powers within the scope specified in the Company Law and these Articles of Association.

Article 5 Shareholders' meetings shall be classified as annual general meetings and extraordinary general meetings. The annual general meetings shall be convened once a year and shall be held within six months after the end of the preceding accounting year. Extraordinary general meetings which are convened irregularly shall be convened within two months from the date upon the occurrence of the circumstance for which a shareholders' meeting shall be convened as specified in the Article 113 of the Company Law and these Articles of Association.

If the Company cannot convene a shareholders' meeting within the period above, it shall report to the Shenzhen Bureau of CSRC ("CSRCSB") and the stock exchanges of the places where the Company's shares are listed to explain the reasons and make an announcement in respect thereof.

Article 6 If the Company holds a shareholders' meeting, it shall engage a lawyer to issue legal advice on the following matters and make an announcement in respect thereof:

1. whether the convening of the shareholders' meeting and its procedures are in compliance with the requirements of the laws, administrative regulations, these Articles of Association and these Rules;
2. whether the qualifications of the attendees and convener are legal and valid;
3. whether the procedures and results of voting of the meeting are legal and valid;
4. legal advices on other relevant matters at the request of the Company.

Chapter 2 Convening of the Shareholders' Meeting

Article 7 The board of directors shall convene the shareholders' meeting within the period specified by Article 5 of these Rules on a timely basis.

Article 8 Upon consent of a majority of all independent directors, independent directors are entitled to propose to the board of directors of the Company to convene an extraordinary general meeting. The board of directors of the Company shall, in accordance with the laws, administrative regulations and these Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within ten days after receiving such proposal from the independent directors.

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

Article 9 The audit committee is entitled to propose the convening of an extraordinary general meeting to the board of directors and such proposal shall be made in writing. The board of directors shall, in accordance with the laws, administrative regulations and these Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of an extraordinary general meeting within ten days after receiving such proposal.

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

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

Article 10 Shareholders holding, individually or jointly, 10% or more of the Company's shares (excluding treasury shares, if any) who request to convene an extraordinary general meeting shall make such request to the board of directors in writing.

The board of directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, give a written feedback on approval or disapproval of the convening of an extraordinary general meeting within 10 days after receiving the request.

If the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice of such meeting within five days after the resolution is made by the board of directors. Changes in the original proposal in the notice shall be subject to the approval of relevant shareholders.

If the board of directors does not agree to convene an extraordinary general meeting, or fails to give a reply within ten days after receiving the request, shareholders individually or jointly holding 10% or more of the shares (excluding treasury shares, if any) of the Company shall propose to the audit committee to convene an extraordinary general meeting, and shall make such request to the audit committee in writing.

If the audit committee agrees to convene an extraordinary general meeting, it shall issue a notice of such meeting within five days after receiving the request. Changes in the original proposal in the notice shall be subject to the approval of relevant shareholders.

If the audit committee fails to issue a notice of the shareholders' meeting within the prescribed period, the audit committee shall be deemed to fail to convene and preside over the shareholders' meeting, and shareholders who individually or jointly hold 10% or more of the Company's shares (excluding treasury shares, if any) for more than ninety consecutive days may convene and preside over the meeting themselves.

Article 11 Where the audit committee or shareholders decide(s) to convene the extraordinary general meeting by itself/themselves, it/they shall notify the board of directors of the Company in writing, and shall file with stock exchanges.

The audit committee and the convening shareholder shall submit relevant supporting materials to stock exchanges upon the issuance of the notice of shareholders' meeting and the announcement of the resolutions of the shareholders' meeting.

The shareholding of the convening shareholders shall not be less than ten per cent before making announcement of the resolutions of the shareholders' meeting.

Article 12 For a shareholders' meeting convened by the audit committee or by shareholders itself/themselves, the board of directors and the secretary to the board shall be co-operative.

The board of directors of the Company shall provide the register of shareholders as of the date of registration. In the event that the board of directors fails to provide the register of shareholders, the convener may apply to the securities registration and clearing institution for obtaining the register of shareholders with the relevant announcement on the convening of the shareholders' meeting. The register of shareholders obtained by the convener shall not be used for purposes other than convening of the shareholders' meeting.

Article 13 Necessary expenses arising from convening of a shareholders' meeting by the audit committee or shareholders shall be borne by the Company.

Chapter 3 Proposal and Notice of the Shareholders' Meeting

Article 14 The content of proposals of the shareholders' meeting shall fall within the functions and powers of the shareholders' meeting, have clear topic for discussion and specific matters to be resolved and comply with relevant provisions of the laws, administrative regulations and these Articles of Association.

Article 15 When the Company convenes a shareholders' meeting, the board of directors, the audit committee, and shareholders individually or jointly holding 1% or more of the Company's shares, have the right to submit proposals to the Company.

Shareholder(s) individually or jointly holding 1% or more of the Company's shares may submit ad hoc proposals in writing to the convener ten days prior to the convening of a shareholders' meeting. The convener shall issue a supplementary notice of the shareholders' meeting within two days after receiving the proposal, announce the content of the ad hoc proposal, and submit it to the shareholders' meeting for deliberation, except when the ad hoc proposal violates laws, administrative regulations, or the Articles of Association, or does not fall within the scope of the power of shareholders' meeting. The Company shall not impose a higher shareholding ratio requirement on shareholders proposing ad hoc proposals.

Except as provided in the preceding paragraph, after the convener issues a public notice of the shareholders' meeting, the convener shall not change the proposals listed or add any new proposals in the notice of the shareholders' meeting.

Proposals that are not listed in the notice of the shareholders' meeting or are inconsistent with the Article 14 of these Rules shall not be voted upon or resolved by the shareholders' meeting.

Article 16 An annual general meeting shall be convened by way of announcement 21 days prior to the meeting, while an extraordinary general meeting shall be convened by way of announcement 15 days prior to the meeting.

Article 17 A notice of a shareholders' meeting shall include the following content::

1. it shall specify the place, the time and the duration of the meeting;
2. it shall submit the business and proposals to be discussed at the meeting;
3. it shall expressly specify in writing that all ordinary shareholders are entitled to attend and vote at the meeting shall have the right to appoint proxy(ies) to attend the meeting in his/her stead and to vote thereat and the proxy or proxies need not be a shareholder;
4. it shall specify the date of registration of the voting rights for shareholders who are entitled to attend in the shareholders' meeting.
5. it shall specify name and telephone number of the contact person of the shareholders' meeting.
6. time and procedure of voting (including on-site and/or online, etc.).

The notice and supplementary notice of the shareholders' meeting shall fully and completely disclose the specific contents of all proposals, as well as all information or explanations necessary for shareholders to make reasonable judgments on the matters to be discussed.

Article 18 For matters involving election of directors and/or to be discussed at the shareholders' meeting, the particulars of candidates for directors to be fully disclosed in the notice or circular of the meeting shall at least include:

1. personal particulars including educational background, working experience, and any part-time job;

2. whether they are connected/related with the Company or its controlling shareholder(s) or de facto controller(s);
3. their shareholdings in the Company;
4. whether or not they have been subject to any punishment by the securities regulatory authorities of the place where the Company's shares are listed and other related authorities as well as penalty of stock exchanges.

Except for the election of directors by a cumulative voting system, each candidate for director shall be submitted by a single proposal.

Article 19 The notice of the shareholders' meeting shall specify the time and place of the meeting and determine the record date. The interval between the record date and the meeting date shall not exceed seven working days. Once the record date is confirmed, it shall not be changed.

Article 20 After issuing the notice of shareholders' meeting, without any proper reason, the shareholders' meeting shall not be postponed or cancelled and the proposals set out in the notice of shareholders' meeting shall not be cancelled. In the event that the shareholders' meeting is to be postponed or cancelled, the convener shall make an announcement at least two working days prior to the date on which the shareholders' meeting is originally scheduled and give the reasons therefor.

Chapter 4 Shareholders' Proxies

Article 21 Any shareholder may attend a shareholders' meeting and vote thereat in person, and also may appoint others as his/her proxies to attend the same and vote thereat within the scope of authorization on his/her behalf.

Article 22 The power of attorney issued by the shareholder to appoint a proxy to attend the shareholders' meeting shall include the following contents:

1. the name of the appointor, as well as the class and number of shares of the Company held;
2. name of proxy;
3. specific instructions from the shareholder, including instructions to vote for, against or abstain from voting on each item on the agenda of the shareholders' meeting;
4. the date of issuance and effective period of the power of attorney;
5. signature (or seal) of the appointor. If the appointor is a legal person, the same shall be affixed with the seal of such legal person.

Article 23 If the power of attorney instrument appointing a proxy has been signed by a person authorised by the appointor, the power of attorney or other instruments of authorisation shall be notarised. The power of attorney or other instruments of authorisation so notarised together with the proxy form shall be deposited at the registered address of the Company or such other place as the notice of meeting may specify.

Article 24 In the event that a shareholder is a clearing house recognised by the relevant ordinances enacted in Hong Kong from time to time, such shareholder may appoint a proxy (or proxies) it considers appropriate to attend any shareholders' meeting and creditors' meeting. The proxy form will be signed by authorized person of the clearing house. The proxy form to appoint such proxy (or proxies) shall set out the number and class of shares

such proxy (or proxies) is (are) authorised for. The person(s) so authorised is (are) entitled to attend the meeting and exercise the right on behalf of the clearing house (or its nominee), including the right to speak and vote, as if such person(s) is(are) individual shareholder of the Company.

Chapter 5 Holding of the Shareholders' Meeting

Article 25 The venue for the shareholders' meeting of the Company shall be the Company's office address or other place determined by the convener. Shareholders' meetings shall be provided with meeting venue and be convened by ways of on-site meetings. The Company may facilitate the participation of the shareholders in the shareholders' meeting through all practicable manners and means including providing voting platform through internet and permitting shareholders to attend the meeting virtually by means of technology, provided that the legality and effectiveness of the shareholders' meeting are ensured.

In addition to setting up a meeting venue for an on-site meeting, the shareholders' meeting may also allow participation via electronic means of communication simultaneously. The time and location chosen for the on-site meeting shall be convenient for shareholders to attend. After the notice of the shareholders' meeting has been issued, the venue for the on-site meeting shall not be changed without proper justification. If a change is indeed necessary, the convener shall make an announcement at least two working days prior to the scheduled date of the on-site meeting, stating the reasons thereof.

Article 26 The Company shall clearly set out voting time and procedures via internet or other ways in the notice of the shareholders' meeting.

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

Article 27 The board of directors and other convener shall take such necessary measures to ensure the normal order of the shareholders' meeting. For any disturbance to the order of the meeting and acts infringing the lawful interests of the shareholders, measures shall be taken to prevent them, and they shall be reported to the relevant authorities for investigation.

Article 28 All shareholders or their proxies whose names appeared in the register of shareholders the Company at the date of registration are entitled to attend the shareholders' meeting and exercise voting rights in accordance with the law administrative regulations, the securities regulatory rules of the places where the Company's shares are listed, these Articles of Association and these rules. The Company and the convener shall not refuse for any reason. When a shareholder attends the shareholders' meeting, each share held shall have one voting right, except for shareholders who are clearly not entitled to voting rights in accordance with the relevant laws and regulations. The shares of the Company held by the Company itself shall have no voting rights.

Article 29 Shareholders attending the meeting in person shall submit the identity cards, the valid documents or certificates which can show their identities or stock account cards; shareholders who entrust others to attend the meeting shall also submit their valid identification documents and the power of attorney.

The corporate shareholders shall attend the meeting by the legal representative or other proxies entrusted by the legal representative. In case that the legal representative attends the meeting, he/she shall submit the identity cards and the valid certificate which can prove the qualification of the legal representative; in case that the proxies attend the meeting, he/she shall submit the identity cards, the written power of attorney made in accordance with laws and issued by the legal representative of the corporate shareholders(except for a clearing house (or its nominee) recognised under the relevant ordinances of Hong Kong).

Article 30 Register of attendees shall be prepared by the Company. The register contains matters such as names of attendees (or names of units), identity card number, residential address, number of shares held or represented, and names of persons represented (or names of units represented).

Article 31 The convener and lawyer shall together verify the validity of qualification of shareholders in accordance with the register of shareholders provided by the securities registration and clearing institution, and register the name of shareholders and the number of shares with voting rights held by them. Before the chairman of the meeting declares the number of shareholders and proxies present at the meeting as well as the total number of shares with voting rights held by them, registration for the meeting shall be ended.

Article 32 When the Company convenes the shareholders' meeting, the secretary to the board of directors shall attend the meeting, and the directors and senior management shall also observe the meeting. If the shareholders' meeting requires directors and senior management to observe the meeting, the directors and senior management shall observe the meeting and accept inquiries from shareholders.

Article 33 The shareholders' meeting shall be presided by the chairman of board of directors. In the event that the chairman of the board of directors is unable or fails to perform his/her duties, a director elected by more than half of the directors shall preside the meeting.

A shareholders' meeting convened by the audit committee shall be chaired by the chairman of the audit committee. When the chairman of the audit committee is unable or fails to perform her/his duties, one member of the audit committee, jointly elected by more than half of the audit committee members, shall preside.

The shareholders' meeting convened by shareholder(s) itself/themselves shall be presided by the convener or a representative elected by the convener.

During the shareholders' meeting, if the meeting chairman violates any of rules of procedures and the shareholders' meeting cannot proceed as the result thereof, a person may be elected at the shareholders' meeting to act as the meeting chairman, subject to the approval of the shareholders having more than half of the voting rights who attend the meeting.

Article 34 At the annual general meeting, the board of directors shall report to the shareholders' meeting for their work over the previous year, and each independent directors shall also submit his/her work report.

Article 35 Except national secrets, commercial secrets which cannot be made public in the shareholders' meeting, directors, senior management shall respond and explain to the enquiries made by shareholders at the shareholders' meeting.

Article 36 The chairman of the meeting shall declare the total number of shareholders and proxies present at the on-site meeting and the total number of shares with voting rights held by such shareholders and proxies before voting and the total number of shareholders and proxies present at the on-site meeting and the total number of shares with voting rights held by such shareholders and proxies shall be based on the register of the meeting.

Chapter 6 Voting and Resolutions of the Shareholders' Meeting

Article 37 Resolutions of shareholders' meetings are classified into ordinary resolutions and special resolutions.

To adopt an ordinary resolution, a majority of the voting rights (excluding the Company's treasury shares, if any) represented by the shareholders present at the meeting must be exercised in favour of the resolution in order for it to be passed.

To adopt a special resolution, more than two-thirds of the voting rights(excluding the Company's treasury shares, if any) represented by the shareholders present at the meeting must be exercised in favour of the resolution in order for it to be passed.

The term "shareholder" as used in this Article includes a shareholder who appoints a proxy to attend a shareholders' meeting.

Article 38 The following matters shall be resolved by an ordinary resolution at a shareholders' meeting:

1. work reports of the board of directors;
2. plans formulated by the board of directors for distribution of profits and for making up losses;
3. appointment or removal of members of the board of directors, their remuneration and method of payment;
4. matters other than those required by the laws, administrative regulations, securities supervisory rules of the place where the Company's shares are listed or these Articles of Association to be resolved by way of special resolution(s).

Article 39 The following matters shall be resolved by a special resolution at the shareholders' meeting:

1. increase or reduction of the registered capital of the Company;
2. division, spin-off, merger, dissolution and liquidation of the Company;
3. amendments to these Articles of Association;
4. purchase or disposal of material assets or provision of any guarantee to others, within one year, the amount of which exceeds thirty per cent of the latest audited total assets of the Company;
5. share option incentive scheme;

6. any other matters required by the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or these Articles of Association and resolved by way of an ordinary resolution at the shareholders' meeting as being of a nature which may have a material impact on the Company and shall be adopted by special resolutions.

Article 40 A shareholder shall abstain from voting for the matters to be considered at the shareholders' meeting with which he/she is connected/related and the number of voting shares represented by them shall be excluded from the total number of shares with voting rights at the shareholders' meeting. The announcement of the resolutions of the shareholders' meeting shall fully disclose the voting of the non-connected shareholders.

When the shareholders' meeting considers material matters affecting the interests of small and medium-sized investors, the votes of small and medium-sized investors shall be counted separately. The result of separate vote counting shall be disclosed publicly in a timely manner.

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

If a shareholder purchases the Company's voting shares in violation of the provisions of the first and second paragraphs of Article 63 of the Securities Law, such shares exceeding the prescribed proportion shall not be entitled to exercise voting rights within thirty-six months after the purchase, and shall not be counted in the total number of voting shares present at the shareholders' meeting.

The board of directors, independent directors, shareholders holding 1% or more of the voting shares or investment protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit voting rights from shareholders. In soliciting voting rights of shareholders, information such as specific voting intention shall be sufficiently disclosed to the shareholders from whom voting rights are being solicited, and laws, administrative regulations, and the securities regulatory rules of the place where the Company's shares are listed shall be complied with. It is prohibited to solicit shareholders' voting rights in a paid or disguised paid manner. Except for statutory conditions, the Company shall not impose a minimum shareholding ratio restriction on the solicitation of voting rights.

The term "shareholder" as used in the first paragraph of this Article includes shareholders who appoint proxies to attend shareholders' meetings.

Article 41 In accordance with the provisions or restrictions of the laws, administrative regulations and the securities regulatory rules of the places where the Company's shares are listed, where any shareholder is required to abstain from voting on any particular resolution, or can only vote for or only against any particular resolution, any votes cast by or on behalf of such shareholder in the event of voting in contravention of such requirement or restriction shall not be counted.

Article 42 Cumulative voting system shall be adopted for voting in respect of the election of directors at a shareholders' meeting in accordance with the provisions of these Articles of Association or the resolution of shareholders' meeting. When the shareholders' meeting elects two or more independent directors, a cumulative voting system shall be implemented. When a single shareholder and its persons acting in concert hold 30% or more of the shares with equity interests, the shareholders' meeting shall adopt cumulative voting for the election of directors.

When the shareholders' meeting elects directors, independent directors and non-independent directors shall be divided into different proposal groups for separate voting. The voting results of minority shareholders shall be counted separately and disclosed.

The voting and vote counting methods under the cumulative voting system are as follows:

The total cumulative voting rights (the "Total Voting Rights") owned by each shareholder is equal to the product of the number of shares held by the shareholder and the number of directors to be elected in the proposal group. The shareholder has the right to cast all or part of the total voting rights owned by him to any one or more director candidates, and the number of votes cast by the shareholder to any one director candidate need not be an integer multiple of the number of shares held by the shareholder. The sum of the voting rights used by the shareholder in the proposal group shall not exceed the total voting rights owned by him in the proposal group, and the number of candidates voted for shall not exceed the number of directors to be elected in the proposal group. Votes that do not meet the above requirements shall be invalid.

Director candidates shall be elected in descending order of the number of votes received, and each elected person must receive more than half of the total number of voting shares held by the shareholders attending the shareholders' meeting (based on the non-cumulative voting rights).

Article 43 Except the cumulative voting system, all the motions shall be voted at the shareholders' meeting one by one. In case of different motions on the same matter, the motions shall be voted according to the chronological order of the motions proposed. Unless a shareholders' meeting is suspended or fails to resolve a motion due to force majeure or other special reasons, no motion shall be set aside or rejected for voting at the shareholders' meeting.

Article 44 One voting right can only be exercised in one of the three ways, on-site, via internet or other voting methods. In case that the same voting right is exercised repeatedly, the result of the first voting shall prevail.

Article 45 The voting rights of the shareholders' meeting shall be exercised with the shareholders' name.

Article 46 When considering a motion at the shareholders' meeting, no change shall be made thereto; in the event of change, it shall be treated as a new motion which shall not be voted at that shareholders' meeting.

Article 47 Shareholders attending the shareholders' meeting shall express one of the following opinions on the proposals submitted for voting: consent, objection or abstention. Except for circumstances where the securities registration and clearing institution, acting as the nominal holder of shares under the Mainland and Hong Kong Stock Connect schemes, declares its vote in accordance with the instructions of the actual beneficial owner.

A voting ticket that is incomplete, wrongly completed, illegible, or not yet cast, will be treated as the voter giving up his/her voting rights, and the votes represented by such shares will be treated as "abstention".

The voting on the proposal for the election of directors by the cumulative voting system shall be handled in accordance with the provisions of Article 42 of these rules of procedure.

Article 48 Before voting on any motion at a shareholders' meeting, two representatives of the shareholders shall be elected to participate in vote counting and scrutinising. Any shareholder who is connected in the matter under consideration and proxies of such shareholder shall not participate in vote counting or scrutinising.

When the shareholders are voting on the motions, lawyers, shareholders' representatives shall be jointly responsible for vote counting and scrutinizing, and the voting results shall be announced on the spot.

Shareholders or their proxies that vote via internet or other ways shall have the right to check their voting results through the relevant voting system.

Article 49 The voting at the on-site shareholders' meeting shall not end earlier than the voting through network or other means. The meeting chairman shall announce the voting results of each motion, and whether the motion is passed pursuant to voting results.

In the event that the meeting chairman has any doubt as to the result of voting on any resolution, he/she may count the votes. If the meeting chairman does not make a count of such votes but any shareholder or proxy present at the meeting disagrees with the result announced by the meeting chairman, such shareholder or proxy shall be entitled to request a count of the votes immediately after the declaration of the result has been made and the meeting chairman shall forthwith organize the vote counting.

Prior to announcement of the voting results, the Company, the vote counter, scrutineer, shareholder(s), internet service provider and other relevant parties in relation to voting in the on-site shareholders' meeting, via internet or other ways shall undertake the obligations of the confidentiality for the voting results.

Chapter 7 Post Shareholders' Meeting Events

Article 50 The resolutions of the Shareholders' meeting shall be announced in a timely manner. The announcement shall set out the number of shareholders and proxies attending the meeting, total number of shares with voting rights held by them and as a percentage of the total number of shares with voting rights of the Company, the method of poll, the result of poll for each proposed resolution, and details of the resolutions passed.

The Company shall separately count and announce the attendance and voting of A-shares shareholders and H-shares shareholders at the meeting.

Article 51 If any proposed resolution is not passed, or any resolution previously passed is amended in the current shareholders' meeting, notes shall be made in the announcement of the resolutions of the shareholders' meeting.

Article 52 The shareholders' meeting shall have minutes which are recorded by the secretary to board of directors and include the following contents:

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

Directors, the secretary to the board of directors, the convener or his/her representative and the meeting chairman who attend or observe the meeting shall sign on the minutes of the meeting and make sure that the contents of minutes of the meeting are true, accurate and complete. The minutes of the meeting should be maintained with the register for signing of attending shareholders and the proxy form of their proxies and valid information on voting via internet and other manners, and shall be kept for the duration of the Company's existence.

Article 53 The convener shall ensure the shareholders' meeting is held without adjournment until the final resolution is reached. Where special reasons such as force majeure have led to the suspension of the meeting or no resolution can be adopted, necessary measures should be taken to resume the meeting, or to end the meeting directly with a timely announcement. Meanwhile, the convener shall report to the CSRCSB and the stock exchange of the places where the Company is listed.

Article 54 For the proposed resolution in relation to the election of directors passed at the shareholders' meeting, those newly elected directors shall assume office in accordance with these Articles of Association.

Article 55 For the proposed resolution in relation to the dividend payment, bonus shares, or conversion of capital reserve fund to increase share capital passed at the shareholders' meeting, the Company shall implement specific plan within two months after the conclusion of the shareholders' meeting.

Article 56 Any resolution of the Company's shareholders' meeting that contravenes laws or administrative regulations shall be null and void.

The controlling shareholders and de facto controllers of the Company shall not restrict or obstruct minority investors from exercising their voting rights in accordance with the law, nor shall they impair the lawful rights and interests of the Company or its minority investors.

If the procedures for convening a shareholders' meeting or the way of voting violate any law, administrative regulation or these Articles of Association, or the content of a resolution violates these Articles of Association, the shareholders are entitled to, within sixty days from the date when the resolution. However, this excludes cases where the convening procedures or voting methods for shareholders' meetings only have minor defects and do not have a substantial impact on the resolution.

In the event of any dispute among the board of directors, shareholders, or other relevant parties concerning the eligibility of the convener, the convening procedures, the legality of proposal content, or the validity of any resolution of a shareholders' meeting, such parties shall file a lawsuit with the People's Court in a timely manner. Before the People's Court makes a judgement or ruling to revoke the resolution, the relevant parties shall implement the resolution of the shareholders' meeting. The Company, directors and senior management shall conscientiously perform their duties, implement the resolutions of the shareholders' meeting in a timely manner, and ensure the normal operation of the Company.

If the People's Court makes a judgement or ruling on relevant matters, the Company shall perform its information disclosure obligations in accordance with laws, administration regulations, the CSRC, and the provisions of the stock exchange of the place where the Company's shares are listed, fully explain the impact, and actively cooperate with the execution after the judgement or ruling takes effect. Where correction of prior matters is involved, the Company shall handle it promptly and fulfill the corresponding information disclosure obligations.

Chapter 8 Supplementary Provisions

Article 57 The word “above” and “within”, in these Rules includes the figure itself, “exceed”, “more than” or “less than” or “more than” does not include the figure itself.

Article 58 The announcements, notices or supplementary notices referred to in these Rules shall be published on media designated by the CSRC and on the website designated by the stock exchanges of the places where the Company's shares are listed.

Article 59 Unless the context requires otherwise, the definitions of the words used in these rules are as same as those used in these Articles of Association.

Article 60 Where there are matters not mentioned in these rules or where these rules are inconsistent with the regulations promulgated or amended from time to time, provisions of the relevant law, rules and regulations and Articles of Associations shall be implemented.

Article 61 These Rules are the schedule to these Articles of Association, which shall be drafted, revised and interpreted by the board of directors of the Company. The amendment to these Rules shall be carried out in accordance with the procedures stipulated in the Articles of Association and shall be effective upon the approval of the shareholders' meeting.