

# **CHINA VANKE CO., LTD.**

## **Procedural Rules for the General Meeting**

### **Chapter 1 General Provisions**

**Article 1** To clearly define the responsibilities and authorities of the general meeting, standardize operating procedures and maximize the function of the general meeting, these Rules are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Rules for Shareholders' General Meetings of Listed Companies, the Articles of Association of China Vanke Co., Ltd. (the "Articles of Association") and relevant regulations.

**Article 2** The Company shall hold the general meeting strictly in accordance with the laws, administrative regulations, these Rules and the Articles of Association so as to ensure shareholders being able to lawfully exercise their rights.

The board of directors shall earnestly perform its duties and organise the general meeting in a careful and timely manner. All the directors of the Company shall perform their due diligence obligations to ensure that the general meeting can be held in due manner and its powers can be exercised in accordance with the laws.

### **Chapter 2 General Provisions of General Meeting**

**Article 3** A general meeting is the organ of power of the Company and shall lawfully exercise its duties and powers as follows:

- (1) elect and replace directors assumed by non-staff representatives members; decide on the remuneration of the directors;
- (2) consider and approve the report of the board of directors;
- (3) consider and approve the Company's profit distribution plan and loss recovery plan;
- (4) make resolution on the increase or decrease of the registered capital of the Company;

- (5) make resolution on the issuance of bonds by the Company;
- (6) make resolution on the merger, spin-off, change in corporate form, dissolution or liquidation of the Company;
- (7) amend the Articles of Association;
- (8) make a resolution on the Company's engagement and dismissal of an accounting firm that is responsible for the Company's audit work;
- (9) consider and approve changes in the use of the funds raised;
- (10) consider the Company's purchase or disposal of major assets or guarantees provided to other parties in excess of 30% of the Company's latest audited total assets within one year;
- (11) consider any guarantee provided after the total amount of external guarantees by the Company and its majority-owned subsidiaries reach or exceed 50% of the latest audited net assets. The guarantees provided by the Company for the mortgage of home purchasers shall not be included within the scope of external guarantees mentioned in these Rules;
- (12) consider any external guarantee provided by the Company, the total amount of which exceeds 30% of the latest audited total assets of the Company;
- (13) consider any guarantees among the Company's external guarantees, provided for a target party whose asset-liability ratio is over 70%;
- (14) consider external guarantees of the Company with a single guaranteed amount in excess of 10% of the Company's latest audited net assets;
- (15) consider any guarantee provided by the Company to its shareholders, de facto controllers and their related parties;
- (16) consider and approve the Company's equity incentive plan and employee shareholding plan;
- (17) consider other matters on which resolutions shall be made by a general meeting as required by the provisions of the laws, regulations, rules of stock exchange and the Articles of Association.

The general meeting may delegate the Board to resolve on the issuance of corporate bonds.

**Article 4** General meetings include annual general meetings and extraordinary general meetings. The annual general meeting shall be convened at least once a year, and held within six months after the end of the previous accounting year. The extraordinary general meeting shall be convened from time to time.

If the Company cannot convene the general meeting within the period prescribed above, it shall report to the China Securities Regulatory Commission Shenzhen Bureau and Shenzhen Stock Exchange, and make an announcement with relevant explanations.

**Article 5** The Company shall convene an extraordinary general meeting within two months of the occurrence of any one of the following events:

- (1) when the total number of directors is less than the minimum number prescribed by the Company Law or less than two-thirds of the number required by the Articles of Association;
- (2) when the amount of unrecovered losses of the Company reaches one-third of the total share capital;
- (3) when a shareholder individually or together with other shareholders holding more than 10 per cent of the total voting shares of the Company request(s) in writing to convene such a meeting;
- (4) when the board of directors deems it necessary;
- (5) when the audit committee proposes to convene such a meeting;
- (6) when it is proposed by more than half of the independent directors, and considered and approved by the board of directors;
- (7) when other situations stipulated by the Articles of Association occur.

The shareholding mentioned in item (3) above is calculated based on the date which the notice of the general meeting being despatched. However, prior to the announcement of the resolutions approved at the general meeting, the number of the Company's shares individually or jointly held by the shareholders mentioned in item (3) above shall not be lower than 10% of the total number of the Company's shares with voting rights; should the shareholding less than 10%, resolutions passed at the extraordinary general meeting shall become invalid.

**Article 6** When the Company holds a general meeting, a lawyer shall be engaged to give legal opinions on the following matters and make an announcement:

- (1) whether or not the procedures for convening and holding the meeting are in compliance with requirements of the laws, administrative regulations, and the Articles of Association;
- (2) whether or not the qualifications of the members present at the meeting, and of the convenor, are lawful and valid;
- (3) whether or not the voting procedures at the meeting and the voting results are lawful and valid;
- (4) legal opinions to be given on other relevant matters at the request of the Company.

**Article 7** The general meeting shall be held at the domicile of the Company or a specific venue set out in the notice of the general meeting. A general meeting shall be conducted in the form of a physical meeting at the designated venue for meeting, and may also be convened by means of electronic communication. In addition, the Company will provide online and other means for the convenience of participation by the shareholders. A shareholder who participates in a general meeting by the aforesaid means shall be deemed as being present.

**Article 8** Secretary to the board of directors shall be responsible for preparing and organizing the general meeting.

**Article 9** Any general meeting of the Company shall comply with the principle of austerity and no additional economic benefits shall be given to the shareholders or shareholder proxies attending the meeting.

### **Chapter 3 Conducting of General Meeting**

**Article 10** The board of directors shall convene the general meeting on time within the specified period.

**Article 11** Subject to the consent of more than half of all the independent directors, an extraordinary general meeting shall be convened with proposal by more than half of the independent directors to the board of directors. The board of directors shall, in accordance with the requirements of the laws, administrative regulations and the Articles of Association, give a written response as to whether or not it agrees to convene an extraordinary general meeting within 10 days upon receipt of such proposal.

If the board of directors agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within five days after resolution of the board of directors is passed; if the board of directors does not agree to convene the extraordinary general meeting, it shall make announcement with relevant explanations.

**Article 12** The audit committee shall have the right to propose to the board of directors to convene an extraordinary general meeting. Such proposal shall be made in writing. The board of directors shall give written response as to whether or not it agrees to convene such an extraordinary general meeting within 10 days upon receipt of the proposal in accordance with the requirements of the laws, administrative regulations, the Articles of Association and these Rules.

If the board of directors agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within five days after the resolution of the board of directors is passed. Any change made to the original proposal in the notice shall be approved by the audit committee.

If the board of directors does not agree to convene the extraordinary general meeting, or fails to make a response within 10 days upon receipt of the proposal, it shall be deemed that the board of directors is unable or fail to fulfil its responsibilities to convene the general meeting. The audit committee can then convene and preside over the general meeting by itself.

**Article 13** Shareholder(s) individually or collectively holding 10% or more of the shares of the Company shall have the right to request the board of directors to convene an extraordinary general meeting. Such request shall be made in writing. The board of directors shall give written response as to whether or not it agrees to convene such an extraordinary general meeting within 10 days upon receipt of the request in accordance with the requirements of the laws, administrative regulations, the Articles of Association and these Rules.

If the board of directors agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within 5 days after the resolution of the board of directors is passed. Any change made to the original proposal in the notice shall be approved by the relevant shareholders.

If the board of directors does not agree to convene the extraordinary general meeting, or fails to make a response within 10 days upon receipt of the request, the shareholder(s) individually or collectively holding 10% or more of the shares of the Company shall have the right to propose to the audit committee to convene the extraordinary general meeting. Such request shall be made in writing.

If the audit committee agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within 5 days upon receipt of the request. Any change made to the original proposal in the notice shall be approved by the relevant shareholders.

If the audit committee fails to issue a notice of the general meeting within a specified period, it shall be deemed that the audit committee shall not convene and preside over the general meeting, the shareholder(s) individually or collectively holding 10% or more of the shares of the Company for more than 90 consecutive days may convene and preside over the meeting by himself/herself/themselves.

**Article 14** If the audit committee or shareholders decide(s) to convene the extraordinary general meeting by itself/themselves, it/they shall issue a written notice to the board of directors and file with the Shenzhen Stock Exchange.

Prior to the announcement of the resolutions of the general meeting, the shares held by the convening shareholder(s) shall not be less than 10% of the shares of the Company.

The audit committee or convening shareholders shall provide relevant evidence to the Shenzhen Stock Exchange at the time the notice of general meeting is issued and an announcement of the resolutions of the general meeting is made.

**Article 15** As for the general meeting convened by the audit committee or shareholders, the board of directors and the secretary to the board of directors shall coordinate accordingly. The board of directors shall provide the register of members as of the record date.

**Article 16** All necessary expenses incurred by the audit committee or the shareholders to convene a general meeting shall be borne by the Company.

#### **Chapter 4 Proposals and Notices of General Meetings**

**Article 17** The contents of a proposal shall be within the scope of the duties and powers of the general meeting, have definite themes and specific matters for resolutions, as well as in compliance with the relevant requirements of the laws, administrative regulations, the Articles of Association and these Rules.

**Article 18** The board of directors, the audit committee, and shareholder(s) individually or jointly holding more than 1% of the Company's shares shall have the right to submit to the Company proposed motions at a general meeting of the Company.

The shareholder(s) individually or jointly holding more than 1% of the Company's shares may propose extra motions in writing to the convenor of a general meeting 10 days prior to the meeting. The convenor shall issue a supplementary notice of the general meeting and announce the contents of such extra proposed motions within 2 days after receipt thereof and submit the temporary proposal to the shareholders' meeting for review, except for any proposal that violates the provisions of laws, administrative regulations, or the Articles of Association, or any proposal that falls outside the purview of the shareholders' meeting..

Except as provided by the preceding paragraph, the convenor of a general meeting shall not amend the proposed motions set out in the notice of the meeting or add any new proposals subsequent to the issue of the notice of the general meeting.

Proposals which are not specified in the notice of the general meeting or which do not comply with Article 17 hereof shall not be voted on and resolved at the general meeting.

**Article 19** After the board of directors considered and passed the annual report, it shall make a decision on the profit distribution proposal and submit the same as a motion at the annual general meeting.

**Article 20** An announcement of an annual general meeting shall be given by the convenor to all shareholders at least 20 days before the meeting is held and an announcement of an extraordinary general meeting shall be given by the convenor to all shareholders at least 15 days before the meeting is held. Where there is any provision in any laws and regulations, rules of stock exchange and other normative documents, such provision shall prevail.

**Article 21** Notice of general meeting shall include the following contents:

- (1) the date, venue, and duration of the meeting;
- (2) matters and resolutions to be considered at the meeting;
- (3) an express statement that a shareholder is entitled to attend the general meeting, and to appoint proxy(ies) in writing to attend and vote on his/her behalf at the meeting, and that a proxy need not be a shareholder of the Company;
- (4) the record date on which shareholders have the right to attend the general meeting;
- (5) the names and telephone numbers of permanent contact persons for the affairs of the meeting;
- (6) the time and venue of serving a power of attorney of the voting proxy.

Details of all proposals shall be fully and completely disclosed in the notice of general meeting and its supplementary notice.

In the event that the Company provides shareholders with an online voting system for the general meeting, the time and procedures for online voting, as well as matters to be considered shall be clearly stated in the notice of general meeting.

**Article 22** In the event that the election of directors is to be discussed at a general meeting, the notice of general meeting shall fully disclose details of candidates for the directors, and shall at least include the following particulars:



- (1) their educational backgrounds, work experiences, part-time jobs and other personal details;
- (2) whether or not they have any connections with the Company or the Company's controlling shareholders and de facto controllers;
- (3) the number of shares of the Company they hold;
- (4) whether or not they have been penalized by the securities regulatory authorities under the State Council and other relevant departments, and disciplined by the stock exchange.

The candidates for directors shall give their consent to accept the nomination in a written undertaking prior to the announcement of the general meeting notice, and undertake that the disclosed information on the candidates for directors is true, complete, and guarantee that they will perform the duties of directors diligently.

**Article 23** The interval between the record date and the date of the meeting shall not be more than 7 working days. Once the record date is confirmed, no change may be made thereto.

**Article 24** After a notice of general meeting is given, the general meeting shall not be postponed or cancelled, and the proposals set out in the notice of general meeting shall not be cancelled without due reason. In the event that the meeting is postponed or cancelled, the convenor shall make an announcement and explain the reasons at least 2 working days prior to the scheduled meeting date.

## **Chapter 5 Convening of General Meeting**

**Article 25** The board of directors of the Company and other convenors shall take necessary measures to ensure the normal order of a general meeting. They shall take measures to prevent any interference with the general meeting, disturbance and violation of the legitimate rights and interests of shareholders and promptly report the same to the relevant departments for investigation.

**Article 26** All shareholders recorded in the register on the record date shall have the right to attend the general meeting, and have the rights to know, to speak, to question and to vote in accordance with the relevant laws, regulations, the Articles of Association and these Rules. A shareholder may attend the general meeting in person, and may also

appoint other person as his/her proxy(ies) to attend the meeting and vote on his/her behalf.

Shareholders and proxies attending the general meeting in person shall comply with the requirements of relevant laws and regulations, the Articles of Association and these Rules, maintain the order of the meeting, and shall not infringe the legitimate interest of other shareholders.

**Article 27** In the event that an individual shareholder attends a general meeting in person, he shall present his/her own identity card or other valid documents or proof capable of identifying himself/herself. In the event that a proxy is appointed to attend the meeting for someone else, he shall present his/her own valid identity documents and the power of attorney from the shareholder.

For a shareholders who is a legal person or other organization, its statutory representative or a proxy duly authorized by such statutory representative, the board of directors or other decision-making bodies shall attend the meeting. In the event that the statutory representative attends the meeting, he shall present his/her own identity card or valid proof capable of proving that he/she has the status as a statutory representative. In the event that the appointed proxy attends the meeting, he/she shall present his/her own identity card and the written power of attorney issued by the statutory representative of the legal person shareholder according to laws.

**Article 28** The power of attorney issued by a shareholder to appoint another person to attend a general meeting shall contain the following particulars:

- (1) the name of the principal, the class and number of shares of the Company held by him/her;
- (2) the name of the proxy;
- (3) specific instructions for shareholders, including the instructions to vote in favour of or against, or to abstain from voting on each matter set out on the agenda of the general meeting;
- (4) the signing date and validity of the power of attorney;
- (5) the signature (or seal) of the principal. If the principal is a legal person shareholder, the seal of the legal entity shall also be affixed.

**Article 29** In the event that the proxy forms for voting is signed by other persons authorized by the principal, the power of attorney authorizing the signatures or other authorization documents shall be notarized. Notarized power of attorney or other authorization documents together with the proxy forms shall be made available at the Company's domicile or elsewhere specified in the notice of meeting.

**Article 30** An attendance register for the meeting shall be compiled by the Company. The attendance register shall list the name (or name of organization), identity card number, the number of shares with voting rights held by the attendant or held on behalf of others, as well as the name of the principal (or name of organization) and so on.

**Article 31** The convenor and the lawyers engaged by the Company shall jointly verify the legitimacy of the qualifications of shareholders based on the register of members provided by the securities depository and clearing house, and record the names of shareholders and the number of voting shares held by them. Registration for the meeting shall end before the chairman of the meeting announces the number of shareholders and proxies physically present at the meeting, as well as the total number of voting shares held by them.

**Article 32** If the general meeting requires a director or senior manager to attend the meeting, the director or senior manager shall do so and shall answer the shareholders' inquiries.

**Article 33** A general meeting shall be chaired by the chairman. In the event that the chairman is unable or fails to perform his duties, the vice chairman shall chair the meeting. In the event there is no vice chairman, or the vice chairman is unable or fails to perform his duties, a director jointly elected by a simple majority of the directors shall chair the meeting.

A general meeting convened by the audit committee on its own shall be chaired by the convenor of the audit committee. In the event that the convenor of the audit committee is unable or fails to perform his/her duties, a member of audit committee jointly elected by more than half of member of the audit committee of the Company shall chair the meeting.

A general meeting convened by shareholders on their own shall be chaired by a convenor or representative elected by him.

During a general meeting, in the event that the chairman of the meeting violates the procedural rules so that the general meeting cannot proceed, a person may be elected as the chairman of the meeting thereat to proceed with the meeting with the consent of shareholders with a simple majority of the voting rights present at the meeting.

**Article 34** At an annual general meeting, the board of directors shall report to the meeting on their work over the past year. Each independent director shall also present reports on their work at the meeting.

**Article 35** The Company shall submit relevant information to the stock exchange and perform the information disclosure obligation in accordance with the laws and regulations, rules of stock exchange, other normative documents and the Articles of Association regarding an opinion other than a standard audit opinion issued by the certified public accountant in relation to the financial report of the Company.

**Article 36** The chairman of the meeting shall announce, before voting takes place, the number of shareholders and proxies physically present at the meeting as well as the total number of voting shares held by them. The number of shareholders and proxies physically present at the meeting as well as the total number of voting shares held by them shall be based on the registration of the meeting.

## **Chapter 6 Voting and Resolutions of General Meeting**

**Article 37** When voting at a general meeting, a shareholder (including his/her proxy(ies)) shall exercise his/her voting rights in respect of the number of voting shares it represents. Each share shall have one vote.

The shares of the Company held by itself have no voting rights and shall not be counted into the total number of shares carrying voting rights at the general meeting. Where material issues affecting the interests of small and medium investors are being considered at the general meeting, the votes by small and medium investors shall be counted separately. The separate counting results shall be publicly disclosed in a timely manner.

The board of directors, independent directors, and shareholders of the Company holding more than 1% of voting shares, or investor protection institutions established according to laws, administrative regulations or provisions of the securities regulatory authorities of the State Council may, as the soliciting parties, personally or authorize securities company or securities service agency to publicly request the Company's shareholders to authorize them to attend the general meeting and exercise the shareholders' rights such as right of making motions and voting rights on behalf of such shareholders.

When soliciting shareholders' rights in accordance with the requirements of the preceding paragraph, the soliciting parties shall disclose the solicitation documents and the Company shall cooperate in this regard.

Provision of consideration or de facto consideration is prohibited in soliciting shareholders' voting rights.

The soliciting parties shall bear compensation liabilities according to relevant laws for damages caused by violation of laws, administrative regulations or relevant provisions of the securities regulatory authorities of the State Council in the process of publicly soliciting shareholders' rights which resulted in losses suffered by the Company or its shareholders.

**Article 38** Resolutions of the general meeting shall be divided into ordinary resolutions and special resolutions.

To pass an ordinary resolution at a general meeting, votes representing a simple majority of the voting rights of the shareholders (including proxies) present at the meeting shall be cast in favour of such resolution.

To pass a special resolution at a general meeting, votes representing more than two-thirds of the voting rights of the shareholders (including proxies) present at the meeting shall be cast in favour of such resolution.

**Article 39** The following matters shall be passed by way of ordinary resolution at a general meeting:

- (1) the work report of the board of directors;

- (2) the board of directors' proposed profit distribution plan and loss recovery plan;
- (3) appointment or removal of members of the board of directors, and their remuneration and manner of payment thereof;
- (4) matters other than those that are required to be passed by special resolution in accordance with the laws, provisions of administrative regulations, or provisions of the Articles of Association.

**Article 40** The following matters shall be passed by way of special resolution at a general meeting:

- (1) the Company's increase or decrease of registered capital and issuance of any class of shares, warrants and other similar securities;
- (2) the Company's purchase or sale of major assets or guarantee amount provided to other parties in excess of 30% of the Company's latest audited total assets within one year;
- (3) spin-off, division, merger, dissolution and liquidation of the Company;
- (4) amendments to the Articles of Association;
- (5) equity incentive plans;
- (6) other matters which are required to be passed by special resolution under the Articles of Association, and which are supposed to have a significant impact on the Company if they are passed by ordinary resolution at the general meeting.

**Article 41** The Company safeguards the rights of shareholders to elect directors. Cumulative voting system is adopted for the election of directors at the general meeting.

The system of cumulative voting means that for election of directors at a general meeting of a listed company, the number of voting rights allocated to each share is equal to the number of directors to be elected and such voting rights held by the shareholders may be pooled or spread.

Details of the operation of the cumulative voting system are as follows:

- (1) the total number of valid vote cast by every shareholder attending the meeting in election of directors shall be equal to the number of voting shares held by him/her multiply by the number of directors to be elected;
- (2) every shareholder may cast all his/her votes on a single candidate for director or supervisor or spread his/her votes on different candidates for director;
- (3) votes for one candidate of director could be more or less than the number of voting shares held by the shareholder, which do not need to be integral multiples of the number of his/her shares. However, the accumulative number of the votes for all candidates for directors shall not exceed the total number of the valid voting rights held;
- (4) the voting on independent directors and non-independent directors should be separated. In relation to the election of independent directors, the number of votes that each shareholder is entitled to shall be equal to the number of shares that he/she held times the number of independent directors to be elected. Those votes can only cast on the candidates for independent directors. In relation to the election of non-independent directors, the number of votes that each shareholder is entitled to shall be equal to the number of shares that he/she held multiplied by the number of non-independent directors to be elected. Those votes can only cast on the candidates for non-independent directors;
- (5) after completion of voting, all the candidates for directors shall be elected in descending order according to the number of votes they received, given over half of number of shares with voting rights obtained, upon the capped number of directors to be elected.

**Article 42** The list of candidates for non-staff representative directors shall be submitted to the general meeting for voting in the form of proposal.

The list of candidates for non-independent directors (staff representative director excluded) shall be nominated by the previous board of directors or shareholder(s) who individually or jointly hold(s) more than 1% of the Company's total outstanding issued shares with voting rights.

The election of independent directors shall be carried out in accordance with the relevant regulations.

**Article 43** Other than the cumulative voting system, the general meeting shall vote on each of the proposals as a separate proposal, and in the event that there are a number of proposals under one issue, voting will be proceeded according to the order of time which these proposals are put forward. Other than special reasons such as force majeure which results in the interruption of the meeting or makes it impossible to decide on a resolution, the general meeting shall not put aside or not vote on the proposals.

**Article 44** When a proposal is being considered at a general meeting, no modifications can be made to the proposal, otherwise the modifications shall be deemed as a new proposal and shall not be voted at the general meeting.

**Article 45** Voting at a general meeting is conducted by way of registered poll. The same voting right may only be exercised at an on-site meeting, during online voting or through other voting methods. In the event that the same voting right is repeated, the first voting result shall prevail.

**Article 46** Before voting takes place on a proposal at a general meeting, two shareholder representatives shall be elected to participate in vote counting and scrutinizing. In the event that a shareholder has a connected interest in a matter to be considered, the relevant shareholder and his/her proxy(ies) shall not participate in the vote counting and scrutinizing.



When voting takes place on a proposal at a general meeting, lawyers and representatives of shareholders shall be jointly responsible for vote counting and scrutinizing, and shall announce the voting results on the spot. The voting results of resolutions shall be recorded in the minutes.

The starting time for voting online or by other means shall not be earlier than 3:00 pm on the day immediately preceding the date on which the general meeting is to be held or later than 9:30 am on the day the general meeting is held and shall not close earlier than 3:00 pm on the day the general meeting is concluded.

**Article 47** Shareholders of the Company or their proxies who cast their votes through online voting or other voting methods shall have the right to inspect their own voting results through a corresponding voting system. An on-site general meeting shall not end earlier than the one held on the Internet or by other methods. The chairman of the meeting shall announce details and results of the voting on each proposal, and announce whether a proposal is passed according to the voting results.

Before the formal announcement of voting results, vote counters, vote scrutineers, shareholders, network service providers and other related parties involved in the on-site general meeting, online voting and other voting methods shall be under a confidentiality obligation relating to the details of the voting.

**Article 48** Shareholders present at a general meeting shall express one of the following opinions on a proposal submitted for voting: being in favour of, being against or abstaining from voting, except for the declaration by securities registration and clearing institution as the nominal holder of stock connect mechanism between the mainland China and Hong Kong stock markets, based on the actual holders' intentions or circumstances as stipulated in other laws and regulations, rules of stock exchange or normative documents.

Uncompleted paper ballots, wrongly completed paper ballots, paper ballots with illegible characters and uncast paper ballots shall be deemed as voters abstaining from their voting rights. The voting results of the shares they hold shall be counted as "abstained".

**Article 49** In the event that the chairman of a meeting has any doubt towards the results of a resolution submitted for voting, he may arrange the counting of the votes cast; in the event that the chairman of the meeting has not counted the votes but shareholders or their proxies present at the meeting disagree with the results announced by the chairman, they shall have the right to request vote counting immediately after the voting results are announced. The chairman shall immediately arrange the counting of votes.

**Article 50** When related transactions are considered at a general meeting, related shareholders shall not participate in voting. The total number of shares with voting rights represented by them shall not be counted in the total number of valid votes. The voting of non-related shareholders shall be disclosed fully in the announcement on the resolutions of a general meeting.

**Article 51** Minutes shall be prepared for a general meeting by the secretary to the board of directors. The minutes of a meeting shall record the following particulars:

- (1) the time, venue, agenda and name of the convenor of the meeting;
- (2) the name of the chairman of the meeting and the name of the directors, senior management attending or sitting in the meeting;
- (3) the number of holders (including proxies) of domestic shares and holders (including proxies) of foreign shares attending the general meeting, the number of voting shares held and their respective percentages of the Company's total number of shares;
- (4) the review process of and main points of remarks on each proposal;
- (5) the results of voting by holders of domestic shares and holders of foreign shares on each resolution;
- (6) questions, comments or suggestions by shareholders, and the replies thereto or explanations thereof;
- (7) the name of lawyers, vote counters and scrutineers of votes;
- (8) other particulars that shall be recorded into the meeting minutes as prescribed in the Articles of Association.

**Article 52** The convenor shall ensure that the particulars of the meeting minutes are true, accurate and complete. Directors, secretary to the board of directors, convenor or his/her representative, chairman of the meeting and the person who took the minutes shall sign the minutes of the meeting. The minutes of the meeting shall be kept together with the signature book of shareholders present at the meeting and powers of attorney of proxies present, and shall be kept for a period of 10 years.

**Article 53** The convenor shall ensure that the general meeting shall be held consecutively until a final resolution is formed. In the event that the general meeting is suspended or no resolutions can be made thereat due to special reasons, the convenor shall report to the agency of the securities regulatory authorities under the State Council as well as the stock exchange, and take necessary measures to resume the meeting as soon as possible or directly terminate the meeting, and make an announcement promptly.

## **Chapter 7 Announcement on the Resolutions of the General Meeting**

**Article 54** An announcement on the resolutions of a general meeting shall be made promptly. The announcement should list the number of shareholders or their proxies present at the meeting, the total number of voting shares of such shareholders or proxies, the ratio of such voting shares to total voting shares of the Company, the means by which votes were cast, the voting result for each proposal, and the particulars of each resolution passed. Statistics on the attendance and the voting of domestic shareholders and foreign shareholders shall be compiled separately, and announced accordingly.

**Article 55** In the event that a proposal is not passed at a general meeting, or a resolution passed at a previous general meeting is modified at this general meeting, a special note shall be made in the announcement on the resolutions of the general meeting.

**Article 56** If the proposal on election of director is passed at the general meeting, the new director shall assume office in accordance with the Articles of Association.

**Article 57** Where a proposal on cash dividends, bonus shares or capital reserve capitalization has been approved at the general meeting, the Company shall implement the specific scheme within two months after conclusion of the general meeting.

## **Chapter 8   Supplementary Provisions**

**Article 58**   All references to “over”, “within”, “at least” in these Rules shall be inclusive of the stated figure; all references to “exceed”, “over”, “other than”, “lower”, “more than” shall be exclusive of the stated figure.

**Article 59**   These Rules shall be formulated by the Board, and shall come into effect after approval by the general meeting. The same applies to any modifications.

**Article 60**   These Rules shall be construed by the board of directors of the Company.