

**CHANGSHA BROAD HOMES INDUSTRIAL
GROUP CO., LTD.**

RULES OF PROCEDURE OF GENERAL MEETINGS

CONTENTS

CHAPTER 1.	GENERAL PROVISIONS	3
CHAPTER 2.	GENERAL REQUIREMENTS OF THE GENERAL MEETINGS	4
CHAPTER 3.	CALLING OF GENERAL MEETING	6
CHAPTER 4.	MOTIONS AND NOTICE OF GENERAL MEETING	9
CHAPTER 5.	CONVENING OF GENERAL MEETING	12
CHAPTER 6.	VOTING AND RESOLUTION OF GENERAL MEETING	18
CHAPTER 7.	SUPPLEMENTARY PROVISIONS	23

CHAPTER 1. GENERAL PROVISIONS

- Article 1** For the purpose of protecting the legitimate rights and interests of Changsha Broad Homes Industrial Group Co., Ltd. (the “Company”) and its shareholders, clarifying duties and authority of the general meeting and ensuring the standardised, efficient and stable operation as well as the exercise of functions and powers of the general meeting in compliance with laws, the Company develops these Rules 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the Articles of Association of Changsha Broad Homes Industrial Group Co., Ltd. (the “Articles of Association”) and other laws and laws of places where shares of the Company are listed and taking account into the Company’s actual situation.
- Article 2** These Rules apply to the general meetings of the Company and shall be binding on the Company, all shareholders, proxies, the Company’s directors, general manager, deputy general manager, financial controller, secretary to the board and other relevant personnel attending or present at the general meeting.
- Article 3** The general meeting, which is composed of all shareholders of the Company, exercises various functions and powers prescribed by laws, the Listing Rules and the Articles of Association according to laws, and no unit or individual may illegally interfere with the shareholders’ disposition of their rights.
- Article 4** Shareholders who legally hold shares of the Company are entitled to attend or appoint a proxy to attend the shareholders’ general meetings and have the rights to information, questioning and voting in accordance with the laws and these Rules. Shareholders and shareholders’ proxies attending the general meetings shall strictly observe the provisions of the Company Law and other relevant laws, the Articles of Association and these Rules, maintain the order of the meeting and not infringe upon the legitimate rights and interests of other shareholders.
- Article 5** The board of directors of the Company shall strictly abide by various requirements of the Company Law and other relevant laws, the Listing Rules, the Articles of Association and these Rules on the convening of the general meetings, and organize the general meetings in an earnest and timely manner. All directors of the Company shall be diligent and responsible to ensure the normal convening of the general meeting and exercise their functions and powers in accordance with laws.
- Article 6** The secretary to the board of directors is responsible for the preparation and organization of the general meeting.

CHAPTER 2. GENERAL REQUIREMENTS OF THE GENERAL MEETINGS

Article 7 Matters to be resolved by the general meeting as required by laws and the Articles of Association must be considered by the general meeting in order to protect the right of shareholders of the Company to make decisions on such matters. The general meeting shall exercise its authority within the scope prescribed by relevant laws and the Articles of Association.

Article 8 The general meeting shall be the organ of authority of the Company and shall exercise the following functions and powers in accordance with the laws:

- (I) to elect and replace directors and to decide on matters relating to their remuneration;
- (II) to consider and approve reports of the board of directors;
- (III) to consider and approve the Company's profit distribution plans and plans for making up losses;
- (IV) to pass resolutions concerning the increase or reduction of the Company's registered capital;
- (V) to pass resolutions on the issuance of corporate bonds;
- (VI) to pass resolutions on the merger, division, dissolution, liquidation or change in corporate form of the Company;
- (VII) to amend the Articles of Association;
- (VIII) to pass resolutions on the engagement or dismissal of accounting firms undertaking the Company's audit work and determining their remuneration by the Company;
- (IX) to consider and approve the guarantees as stipulated in Article 51 of the Articles of Association;
- (X) to consider matters relating to the purchase or disposal of material assets by the Company within one year in an amount representing more than 30 percent of the Company's latest audited total assets;

- (XI) to consider and approve the change of use of proceeds;
- (XII) to consider equity incentive plans and employee stock ownership schemes;
- (XIII) to consider other matters that require to be resolved by the general meeting as prescribed by laws, administrative regulations, departmental rules, regulatory documents and relevant regulations of the securities regulatory authority of the place where Company shares are listed and the Articles of Association.

The general meeting may authorize the board of directors to resolve on the issuance of corporate bonds.

Article 9

General meetings include annual general meetings and extraordinary general meetings. The general meeting held once a year shall be the annual general meeting, and any general meeting other than the annual general meeting shall be an extraordinary general meeting. Extraordinary general meetings shall be sorted in order by the year.

Article 10

Annual general meetings shall be convened once a year and within six months after the end of the preceding fiscal year.

Article 11

The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances:

- (I) the number of directors is less than the number provided for in the Company Law or less than two-thirds of the number prescribed in the Articles of Association;
- (II) the losses of the Company that have not been made up reach one-third of its total paid in share capital;
- (III) such is requested in writing by a shareholder individually or shareholders jointly holding at least 10 percent of the Company's shares (the number of shares held by the shareholders shall be counted based on the date of the written request);
- (IV) the board of directors considers it necessary;
- (V) the audit committee proposes that such a meeting shall be held;
- (VI) other circumstances as specified by laws, administrative regulations, departmental rules or the Articles of Association.

CHAPTER 3. CALLING OF GENERAL MEETING

Article 12 The board of directors shall convene the general meeting within the time limit specified in Article 10 and 11 of these Rules.

Article 13 With the consent of more than half of all independent non-executive directors, independent non-executive directors shall have the right to propose to the board of directors to call an extraordinary general meeting. The board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, give a written response on whether or not it agrees to call such an extraordinary general meeting within 10 days after receipt of the proposal from the independent non-executive directors aforesaid.

If the board of directors agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after the resolutions are made; if the board of directors does not agree to call such meeting, it shall give the reasons therefor and make an announcement.

Article 14 The audit committee shall propose to the board of directors in writing to convene an extraordinary general meeting. The board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, give a written response on whether or not it agrees to call such an extraordinary general meeting within 10 days after receipt of the proposal.

If the board of directors agrees to call an extraordinary general meeting, it will issue a notice calling such meeting within 5 days after the resolutions are made, and any changes to the original proposals contained in the notice shall be subject to approval by the audit committee.

If the board of directors does not agree to call an extraordinary general meeting, or fails to respond within ten days of receipt of the proposal, it shall be deemed that the board of directors is unable to perform or fails to perform its duty to convene a general meeting, and the audit committee may convene and preside over the extraordinary general meeting on its own.

Article 15

A shareholder individually or shareholders jointly holding at least 10 percent of the Company's shares shall request the board of directors in writing to convene an extraordinary general meeting. The board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, give a written response on whether or not it agrees to call such an extraordinary general meeting within 10 days after receipt of the request.

If the board of directors agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after the resolutions are made, and any changes to the original requests contained in the notice shall be subject to approval by relevant shareholders.

If the board of directors does not agree to call an extraordinary general meeting, or fails to respond within ten days of receipt of the request, a shareholder individually or shareholders jointly holding at least 10 percent of the Company's shares shall have the right to propose to the audit committee in writing to convene an extraordinary general meeting.

If the audit committee agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after receipt of the request, and any changes to the original requests contained in the notice shall be subject to approval by relevant shareholders.

If the audit committee fails to issue the notice of general meeting within prescribed period, it shall be deemed that the audit committee fails to convene and preside over a general meeting, and a shareholder individually or shareholders jointly holding at least 10 percent of the Company's shares for at least 90 consecutive days may convene and preside over the meeting on its own.

Article 16

If the audit committee or the shareholders decide to convene a general meeting on their own, they shall notify the board of directors in writing and issue a notice of the general meeting. In addition to the provisions of the Articles of Association and Article 18 of these Rules, the content of the notice shall also comply with the following provisions:

- (I) the motions may not add new content, otherwise the proposing shareholder(s) or audit committee shall submit a new request to the board of directors to call a general meeting by the above procedure;
- (II) the venue of the meeting shall be the domicile of the Company. Until the resolution(s) of the general meeting is/are made, the shareholding percentages of the convening shareholders may not be less than 10 percent.

When the audit committee or shareholders themselves convene a general meeting, the board of directors and the secretary to the board of directors shall cooperate. The board of directors shall provide the register of shareholders as of the date of record. If the board of directors fails to provide the register of shareholders, the convener may apply to the securities depository or the agency to obtain the same on the strength of the relevant notice or announcement convening the general meeting. The register of shareholders obtained by the convener may not be used for any purpose other than to convene the general meeting.

Article 17

When the audit committee or shareholders themselves convene a general meeting, the necessary expenses shall be borne by the Company.

CHAPTER 4. MOTIONS AND NOTICE OF GENERAL MEETING

Article 18 The contents of motions shall fall within the authority of the general meeting, contain a clear topic and a specific resolution and comply with relevant provisions of laws, administrative regulations and the Articles of Association.

Article 19 When the Company is to hold a general meeting, the board of directors, the audit committee and a shareholder alone or shareholders together holding 1 percent or more of the Company's shares shall be entitled to propose motions to the Company.

A shareholder alone or shareholders together holding at least 1 percent of the shares of the Company may submit extempore motions in writing to the convener 10 days prior to the date of such meeting. The convener shall issue a supplementary notice of the general meeting and make a public announcement of the contents of such extempore motion within two days after receipt of the motion and shall submit the same to the general meeting for consideration. However, this shall not apply if the extempore motion violates laws, administrative regulations, or the provisions of the Articles of Association, or falls outside the scope of authority of the general meeting.

Except as provided in the preceding paragraph, the convener may not make any changes to the motions set forth in the notice of the general meeting or add any new motions once the notice and announcement of the general meeting have been issued.

The general meeting may not vote and pass resolution on motions that are not set forth in the notice of the general meeting or that are in breach of Article 18 of these Rules.

Article 20 When the Company is to hold an annual general meeting, it shall issue a written notice 20 days prior to the meeting. When the Company is to hold an extraordinary general meeting, it shall issue a written notice 15 days prior to the meeting.

Article 21 Notice of a general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) by hand or prepaid mail at the recipient's address shown in the register of shareholders, or given by way of a public announcement.

For domestic shareholders, notice of the general meeting may also be given by way of announcement. The announcement to the domestic shareholders shall be published in media that meet the conditions prescribed by the CSRC. Once the announcement is made, all holders of domestic investment shares shall be deemed to have received notice of the relevant general meeting.

For holders of H shares, subject to the laws, administrative regulations, the listing rules of the place where the shares of the Company are listed and the Articles of Association, the notice of a general meeting, circular of shareholders and relevant documents may be published on the websites of the Company and the SEHK.

Article 22 A general meeting shall not decide on any matter not stated in the notice of meeting.

Article 23 The notice of a general meeting shall contain the following details:

- (I) be made in writing, by electronic communication, or by any other means prescribed or permitted by relevant laws, regulations, the listing rules, or regulatory authorities of the listing place of the Company;
- (II) the time, place and duration of the meeting;
- (III) the matters and motions submitted to the meeting for consideration;

- (IV) provide to the shareholders the information and explanations necessary to make informed decisions on the matters to be discussed, which include but not limited to, when the Company proposes a merger, buyback of shares, restructuring of share capital or other reorganization, the specific conditions and contract (if any) of the transaction contemplated and earnest explanation of the cause and effect of the transaction;
- (V) contain a disclosure of the nature and extent of the material interests, if any, of any director, supervisor, general manager or other senior management members in any matter to be discussed; and an explanation of the difference, if any, between the way in which the matter to be discussed would affect such director, supervisor, general manager or other senior management members in his/her capacity as a shareholder and the way in which such matter would affect other shareholders of the same class;
- (VI) contain the full text of any special resolution proposed to be approved at the meeting;
- (VII) contain conspicuously a statement that all holders of ordinary shares are entitled to attend and vote, that they may appoint proxies in writing to attend and vote at such meeting on their behalves and that such proxies need not be shareholders of the Company;
- (VIII) state the time and place for serving the instrument of appointment for voting at the meeting;
- (IX) the date of record for the shareholders who are entitled to attend the meeting;
- (X) the name and contact number of the contact person for the meeting;
- (XI) the timing and procedures for voting online or by other means.

Article 24 Once a notice of general meeting has been issued, such meeting may not be postponed or cancelled and the motions listed therein may not be cancelled without a legitimate reason. In the event of a postponement or cancellation, the convener shall make a public announcement and give the reason at least two working days prior to the originally scheduled date for the meeting. Where the listing rules of the place where the Company's shares are listed provide otherwise in respect of the above matters, the provisions thereof shall prevail.

CHAPTER 5. CONVENING OF GENERAL MEETING

Article 25 The Company shall hold general meetings at its domicile or other location as specified in the Articles of Association.

A meeting venue will be established for general meetings and meetings shall be held on site. The Company will also enable shareholders to have access to the general meeting by secure, economical and convenient online and other means as permitted by the listing rules of the place where the shares of the Company are listed. The shareholders that have participated in the general meeting through access of any aforesaid means shall be deemed as present at the meeting.

Shareholders may attend general meetings in person or, appoint a proxy to attend and vote within the authorization scope at the meeting on their behalves, both of which have the same legal effect.

Article 26 The board of directors and other convenors shall take necessary measures to ensure the orderly operation of the general meeting. Measures will be taken to stop any interference with the general meeting, provocation and infringement of legitimate rights and interests of shareholders, and the same will be promptly reported to relevant authorities for investigation and handling.

Article 27 All holders of ordinary shares registered on the record date or their proxies shall have the right to attend a general meeting and speak and exercise their voting rights in accordance with relevant laws and regulations, and the Company and the convener shall not decline for any reason.

Article 28

If a shareholder appoints another person to attend the meeting, such appointment shall be in written form. The proxy shall submit an instrument of appointment to the Company and exercise the voting right within the scope of authorization. Such instrument of appointment shall specify the following particulars:

- (I) the names of the principal and class and number of shares of the Company held;
- (II) the name of the proxy;
- (III) specific instructions from shareholders, including instructions to vote in favor of, against, or abstain on each item of business on the agenda of the general meeting;
- (IV) the date of issuance and term of validity of the instrument of appointment;
- (V) the signature (or seal) of the principal. If the principal is a legal person shareholder, sealed by the stamp of the legal person.

Article 29

An individual shareholder who attends a meeting in person shall produce his/her own identity card or other valid document or proof evidencing his/her identity. A proxy that attends the meeting on behalf of others shall produce his/her own valid proof of identity and the instrument of appointment from the shareholder.

Shareholders that are legal persons shall be represented at a meeting by their legal representative or a proxy appointed by their legal representative. If the legal representative attends the meeting, he/she shall produce his/her own identity card and valid proof of his/her legal representative status. If a proxy attends the meeting, such proxy shall produce his/her own valid identity card and the lawful written instrument of appointment issued by the legal representative of the legal person shareholder.

Article 30

The instrument appointing a voting proxy shall be deposited at the domicile of the Company or at such other place as specified in the notice of the meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours prior to the specified time of the vote.

If the instrument is signed by another person authorized by the principal, the power of attorney or other authorizing document shall be notarized. The notarized power of attorney or other authorizing document shall be deposited together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.

If the principal is a legal person, its legal representative or the person resolved and authorized by the board of directors or other decision-making body shall attend the general meeting of the Company on its behalf.

If the shareholder in question is a recognized clearing house (or its proxy), it may appoint one or more person(s) as it thinks fit to act as its representative(s) at any general meeting or any class shareholders' meetings. However, if more than one proxy obtains the authorization, the instrument of appointment shall specify the number and class of shares that each proxy represents. Such duly authorized person may represent the clearing house (or its proxy) to exercise the same power as if he/she is an individual shareholder of the Company.

Article 31

The Company shall be responsible for preparing the meeting register of the attending persons. The meeting register shall contain the names (or names of the legal persons), ID card numbers, the number of shares held or represented with voting rights, the names of the principals (or names of the legal persons) and other matters.

Article 32

The convener and the legal counsel engaged by the Company will jointly verify the legality of the shareholders' qualifications based on the register of shareholders provided by the securities registration and settlement agency, and register the names of the shareholders and the number of shares held by them. The meeting registration shall be completed before the meeting host announces the number of shareholders and proxies present at the meeting and the total number of shares held with voting rights.

Article 33

If the general meeting requires directors or senior management to be present at the meeting, such directors or senior management shall be present at the meeting and respond to inquiries from shareholders.

Article 34

A general meeting shall be presided over by the chairman of the board of directors. If the chairman of the board of directors fails or is unable to perform his/her duties, the meeting shall be presided over by the vice chairman of the board of directors (if the Company has two vice chairmen of the board of directors, by the vice chairman of the board of directors jointly elected by more than one-half of the directors); if the vice chairman of the board of directors fails or is unable to perform his/her duties, the meeting shall be presided over by the director jointly elected by more than one-half of the directors.

At a general meeting convened by the audit committee, the convener of the audit committee shall preside. If the convener of the audit committee fails or is unable to perform his/her duties, the meeting shall be presided over by the a member of the audit committee jointly elected by more than one-half of the members of the audit committee.

If a general meeting is convened by a shareholder himself/herself or shareholders themselves, the meeting shall be presided over by the convener(s) or the representative selected by the convener(s).

When a general meeting is held, if the chairman of the meeting violates the rules of procedure, making continuance of the general meeting impossible, with the consent of shareholders holding more than one-half of the voting rights present at the meeting, the general meeting may elect a person to serve as the chairman of the meeting and the meeting shall continue.

Article 35

The chairman of the meeting may require the proposer to make description for the motion:

- (I) If the proposer is the board of directors, the chairman of the board or other persons authorized by the chairman of the board shall make description for the motion;
- (II) If the proposer is the audit committee or a shareholder alone or shareholders together holding at least 1 percent of the shares of the Company, the proposer or his/her legal representative or the proxy legally and validly appointed by the shareholder shall make description for the motion.

- Article 36** Motions listed in the conference agenda shall be deliberated before voting. The general meeting shall give proper discussion time for each motion. The chairman of the meeting shall ask whether the shareholders present at the meeting have completed deliberation, and if the shareholders do not dissent, the deliberation will be deemed to have been completed.
- Article 37** The board of directors shall report on their work during the past year to the general meeting at annual general meetings. Each independent non-executive director shall also give a report on the performance of his/her duties.
- Article 38** The directors and senior management members shall provide explanations in response to the queries and suggestions made by shareholders at a general meeting.
- Article 39** Shareholders requesting to speak at the general meeting shall speak in the order in which the request is made (for those requests made at the same time, in the order of number of shares held by the shareholders or shares represented by the proxies) with the permission by the chairman of the meeting. Shareholders must not interrupt the reporter's reporting or other shareholders' speaking when requiring speaking.
- The shareholder shall first report his/her name or the represented shareholders and his/her shares. The speaking duration and times of the shareholders shall be determined by the chairman of the meeting based on actual situation.
- Article 40** Minutes shall be kept of general meetings and the secretary to the board of directors shall be responsible therefor. The minutes shall contain the following:
- (I) the time, venue, agenda and name of convener of the meeting;
 - (II) the names of the chairman of the meeting and the directors and senior management members attending or present at the meeting;

- (III) the number of shareholders and proxies attending the meeting, the total number of shares entitled to vote and their percentage to the total number of shares of the Company;
- (IV) the process of consideration, main points of speech and voting results of each proposal;
- (V) shareholders' enquiries or suggestions and the corresponding replies or explanations;
- (VI) the names of the vote counters and scrutineers;
- (VII) such other matters as required by the Articles of Association to be included in the minutes.

Article 41

The convener shall ensure that the meeting minutes are true, accurate and complete. The directors and secretary to the board of directors who attended or were present at the meeting, the convener or his/her representative and the chairman of the meeting shall sign the minutes. The meeting minutes shall be kept together with the sign-in register of the shareholders present in person, the instruments of appointment of proxies and valid information on votes cast online or by other means for a period of not less than 10 years.

Article 42

The convener shall ensure that the general meeting continues until the final resolution has been adopted. If a general meeting is suspended or if it is unable to reach a resolution due to force majeure or other such special reason, necessary measures shall be taken to resume the general meeting as soon as possible or the general meeting shall be directly adjourned and the same announced in a timely manner.

CHAPTER 6. VOTING AND RESOLUTION OF GENERAL MEETING

Article 43 Resolutions of the general meeting are divided into ordinary resolutions and special resolutions. Ordinary resolutions of the general meeting shall be adopted by shareholders in attendance (including proxies) holding more than half of the voting rights. Special resolutions of the general meeting shall be adopted by shareholders in attendance (including proxies) holding at least two-thirds of the voting rights.

Article 44 Decisions of the general meeting on any of the following matters shall be adopted by ordinary resolution:

- (I) work reports of the board of directors;
- (II) the profit distribution plans and plans for making up losses drafted by the board of directors;
- (III) the appointment, dismissal and remuneration of the members of the board of directors and the method of payment of the remuneration;
- (IV) matters other than those required by laws, administrative regulations, the Listing Rules or the Articles of Association to be passed by special resolutions.

Article 45 Decisions of the general meeting on any of the following matters shall be adopted by special resolution:

- (I) the increase or reduction of the registered capital by the Company;
- (II) the division, spin-off, merger, dissolution or liquidation of the Company;
- (III) the amendment of the articles of association of the Company;
- (IV) the amount of purchase or sale of (a) material asset(s) or provision of guarantees to others by the Company within one year exceeding 30 percent of the audited total assets of the Company as at the most recent period;
- (V) equity incentive plans;
- (VI) other matters which the laws, administrative regulations, the listing rules of the stock exchange on which the shares of the Company are listed, the Articles of Association or these Rules require to be adopted by special resolution or which the general meeting considers will have a material impact on the Company and therefore require, by an ordinary resolution, to be adopted by special resolution.

- Article 46** Except under unusual circumstances such as a crisis, the Company may not conclude any contract with any person other than a director or senior management members of the Company whereby such person is put in charge of the management of the whole or a substantial part of the Company's business without the prior approval of the general meeting by way of a special resolution.
- Article 47** When a shareholder (or a proxy) exercises his/her voting rights based on the number of voting shares which he/she represents, each share shall entitle him/her to one vote.
- No voting rights shall attach to the Company shares held by the Company, and such shares shall not be counted among the total number of voting shares present at a general meeting. If a shareholder buys voting shares of the Company in violation of the provisions of Article 63(1) and (2) of the Securities Law, such shares in excess of the prescribed proportion shall not be entitled to exercise voting rights for a period of thirty-six months after the purchase, and shall not be counted as part of the total number of voting shares present at the general meeting.
- Where any shareholder is, under applicable laws and regulations and the listing rules of the stock exchange where the Company's shares are listed, required to abstain from voting on any particular matter being considered or restricted to voting only for or only against any particular matter being considered, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.
- Article 48** The chairman of the meeting shall announce the number of shareholders and proxies present at the meeting and the total number of voting shares that they hold before a voting is held. The meeting registration shall prevail in respect of the number of shareholders and proxies present at the meeting and the total number of voting shares held by them.
- Article 49** When the general meeting considers matters relating to a connected transaction, the connected shareholders shall not participate in the vote, and the number of voting shares represented by them shall not be counted toward the total number of valid voting shares. The announcement of the resolutions of the general meeting shall fully disclose the way the unconnected shareholders voted.

Article 50

The list of candidates for the position of director shall be put in the form of a motion before the general meeting for resolution.

When the general meeting votes on the election of directors, it may, pursuant to the Articles of Association or a resolution of the general meeting, do so by cumulative voting. When electing two or more independent non-executive directors at a general meeting, cumulative voting shall be adopted.

Article 51

For the purposes of the preceding article, the term “cumulative voting” means that, when the general meeting votes to elect directors, each share carries a number of voting rights equivalent to the number of directors to be elected, and a shareholder may cluster his/her voting rights. The board of directors shall announce the biographies and basic information of candidates for directors to shareholders. With the exception of the cumulative voting system, the general meeting shall hold a vote on each motion. If there are different motions concerning a certain matter, the votes thereon shall be taken in the order the motions were proposed. The general meeting will not set aside or not vote on a motion, unless the general meeting is suspended or is unable reach a resolution due to force majeure or other such special reason.

The implementation rules for cumulative voting are as follows:

- (I) where cumulative voting is used to elect directors, candidates for independent non-executive directors and non-independent non-executive directors shall be divided into different proposal groups for voting at the general meeting;
- (II) shareholders attending the general meeting shall have the same number of votes as the number of directors to be elected under each proposal group for each share held in the proposal subject to cumulative voting;
- (III) the number of votes held by shareholders can be cumulatively cast for one candidate or several candidates. Shareholders shall vote within the number of votes for each proposal group. In the event that the number of votes cast by the shareholder exceeds the number of the votes he/she holds, or the shareholder casts votes in a number exceeding the number of candidates in the competitive election, the vote on such resolution shall be deemed invalid;
- (IV) upon completion of voting, the votes shall be counted cumulatively in respect of each resolution.

- Article 52** When considering a motion, the general meeting may not revise it, and should it do so, such amendment shall be deemed as a new motion and may not be voted on at the current general meeting.
- Article 53** Only one voting method among on-site and other methods can be selected for the same voting right. If there are repeated votes on the same voting right, the result of the first vote shall prevail.
- Article 54** Except for proposals relating to procedural or administrative matters at general meetings as stipulated in the Listing Rules, which may be made by the chairman of the meeting in good faith and voted on by a show of hands, votes at general meeting shall be cast by disclosed ballot or in such other manner as permitted by the rules governing the supervision and administration of securities in the place where the shares of the Company are listed.
- Article 55** Shareholders attending the general meeting shall express their opinions on the motion put forward for voting in one of the following options: for, against, or abstain.
- Any incomplete, incorrectly completed or illegible ballots or votes that are not cast shall be deemed as a waiver of the voter's right to vote, thus the voting result in respect of relevant shares shall be counted as "abstain".
- Article 56** Before a resolution is voted on at a general meeting, two representatives of the shareholders shall be elected as vote counters and scrutineers. Any shareholder who is connected with the matter to be considered and proxies of such shareholder shall not participate in vote counting or scrutinizing.
- When the shareholders are voting on the motions, vote counters and scrutineers shall count and scrutinize the votes jointly, and the voting result shall be announced forthwith. Voting on the resolutions shall be recorded in the minutes of meeting.

- Article 57** Before the official announcement of the voting results, all parties involved in the voting for the on-site general meeting, such as the companies, the vote counter, the scrutineer, and the substantial shareholders, are obliged to keep the voting secret.
- Article 58** If the chairman of the meeting has any doubts concerning the result of the vote on any resolution, he/she may organize a recount of the number of votes cast. If the chairman of the meeting does not conduct a recount of the votes and an attending shareholder or proxy challenges the result of a vote announced by the chairman of the meeting, he/she has the right to demand a vote recount immediately following the announcement of the result, in which case the chairman of the meeting shall promptly organize a recount of the votes. The recount result shall be recorded in the minutes of the meeting.
- Article 59** If a motion relating to the election of directors is adopted at a general meeting, unless otherwise expressly provided in the resolution of the general meeting, the term of office for the newly elected directors shall commence from date of adoption of the motion relating to election at the general meeting.
- Article 60** When the general meeting has passed motions regarding cash distribution, bonus issue or conversion of capital reserve into share capital, the specific motions shall be implemented within two months after the conclusion of the general meeting.
- Article 61** If a resolution of the general meeting violates the laws or administrative regulations, shareholders shall have the right to petition to a people's court to invalidate such resolution of the general meeting.
- If the procedure for convening or the method of voting at a general meeting violates the laws, administrative regulations or the Articles of Association, or if the contents of a resolution breaches the Articles of Association, shareholders shall have the right to petition to a people's court to revoke such resolution of the general meeting within 60 days from the date on which the resolution was adopted. However, this shall not apply where the convening procedures or voting methods for general meetings contain only minor defects that do not materially affect the resolutions.
- If there is a dispute among the board of directors, shareholders, or other relevant parties regarding matters such as the qualification of the convener, the calling procedures, the legality of proposal content or the validity of a general meeting resolution, a lawsuit shall be promptly filed with a people's court. Prior to the people's court rendering a judgment or ruling to revoke the resolution or take other actions, the relevant parties shall implement the general meeting resolution. The Company, directors and senior management members shall diligently perform their duties and promptly implement general meeting resolutions to ensure the normal operation of the Company.

CHAPTER 7. SUPPLEMENTARY PROVISIONS

- Article 62** These Rules shall come into force on the date of being approved at the general meeting of the Company.
- Article 63** When these Rules are being modified, the amendments proposed by the board of directors shall come into effect with the approval of the general meeting.
- Article 64** The “laws” mentioned in these Rules refer to laws, administrative regulations, department rules, local regulations, local government rules and legally binding government normative documents that are currently in force and applicable or are issued from time to time and applicable in the People of Republic of China (exclusive of Taiwan, Hong Kong Special Administrative Region and Macau Special Administrative Region in these Rules), but when using together with “administrative regulations”, they particularly refer to the laws and regulations adopted at the National People’s Congress of the PRC and its Standing Committee.
- Article 65** The terms “at least” and “within” in these Rules shall include the number itself, while “exceeding”, “below”, “more than” and “before” shall not include the number itself.
- Article 66** For any matters not covered in theses Rules or conflicting with the laws and the listing rules of the stock exchange at the place where the shares of the Company are listed promulgated or revised after these Rules become effective or the Articles of Association formulated or revised through legal procedures, the provisions of the laws, the listing rules of the stock exchange at the place where the shares of the Company are listed and the Articles of Association shall prevail.
- Article 67** The right to interpret these Rules shall vest in the board of directors of the Company.