



CHINA ISOTOPE & RADIATION CORPORATION

中國同輻股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1763)

Rules of Procedure of the Shareholders' General Meeting of China Isotope & Radiation Corporation

CHAPTER 1 GENERAL RULES

Article 1 In order to safeguard the legitimate rights of shareholders of China Isotope & Radiation Corporation (hereinafter referred to as "CIRC" or the "Company") to exercise the power, ensure the efficient and standardised operation and scientific decision-making of the shareholders' general meeting, and optimise the corporate governance structure, the Company has formulated these rules in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the "Special Provisions"), the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas, the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to Overseas Listed Companies (hereinafter referred to as the "Applicable Adjustment Reply"), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules") and relevant laws, regulations, regulatory documents as well as the Articles of Association of China Isotope & Radiation Corporation (hereinafter referred to as the "Articles of Association") and based on the actual situation of CIRC.

Article 2 These rules apply to the shareholders' general meetings of CIRC, and it is binding on the Company, all shareholders, proxies, directors, supervisors, senior management and other relevant personnel attending the shareholders' general meetings.

Article 3 Unless otherwise provided in these rules, the shareholders' general meetings shall be convened by the Board of Directors. All directors of the Company have the responsibility of honesty for the normal convening of the shareholders' general meeting, and shall not hinder the shareholders' general meeting from exercising functions and powers according to the laws.

Article 4 The secretary to the Board of Directors and the office of the Board of Directors shall be responsible for preparing for and organising the shareholders' general meeting.

Article 5 Any shareholder holding shares of the Company shall be entitled to attend the shareholders' general meeting in person or by proxy and have the rights to know, to speak, to inquire and to vote, as well as other rights of a shareholder pursuant to the laws, regulations, normative documents, the Articles of Association and these rules.

Shareholders and proxies attending the shareholders' general meeting shall observe relevant laws, regulations, normative documents, the Articles of Association and these rules, and keep order in earnest.

CHAPTER 2 GENERAL RULES OF SHAREHOLDERS' GENERAL MEETING

Article 6 The shareholders' general meeting is the power of authority of the Company and shall exercise its functions and powers in accordance with the laws.

- (I) To decide the Company's operation policies and investment plans;
- (II) To elect and replace the directors who are not the employee representatives directors, and to determine matters relating to the remuneration of the directors;
- (III) To elect and replace the supervisors who are not the employee representatives supervisors and to determine matters relating to the remuneration of such supervisors;
- (IV) To consider and approve the reports of the Board of Directors;
- (V) To consider and approve the reports of the Board of Supervisors;
- (VI) To consider and approve the annual financial budgets and final accounts of the Company;
- (VII) To consider and approve the profit distribution plans and plans for recovery of losses of the Company;
- (VIII) To make resolutions on increase or reduction of the Company's registered capital;
- (IX) To make resolutions on the merger, division, reorganisation, dissolution, liquidation and other matters of the Company;
- (X) To make resolutions on the issuance of debentures by the Company;
- (XI) To make resolutions on the appointment, dismissal or stopping reappointment accounting firm for annual auditing;
- (XII) To amend the Articles of Association;
- (XIII) To consider the proposal of a shareholder (hereinafter referred to as the "Proposing Shareholder") holding 3% or more of the voting rights in the shares;
- (XIV) To consider and approve the matters in relation to purchase or disposal of material assets or provision of guarantee by the Company of a value exceeding 30% of the Company's latest audited total assets within one year;
- (XV) To consider and approve the external guarantees specified in Article 7 of these rules;
- (XVI) To consider and approve the share incentive plan;

(XVII) To consider and approve the change in the use of proceeds;

(XVIII) Other matters which are required to be determined at the shareholders' general meeting in accordance with the laws, administrative regulations and the Articles of Association.

Article 7 The guarantee offered by the Company to a shareholder or de facto controller of the Company shall be approved in a shareholders' general meeting. When the shareholders' general meeting is considering a proposal to provide guarantee for any shareholder or de facto controller, the said shareholder or the shareholders controlled by the said de facto controller shall abstain from voting on the proposal, and the proposal shall be subject to approval by more than half of the voting rights of the other attending shareholders.

Article 8 Under necessary and reasonable circumstances and without violation of any mandatory provisions of laws, regulations or the Hong Kong Listing Rules, the shareholders' general meeting may authorise or entrust the Board of Directors to make decisions, within the scope of authorisation or entrustment granted by the shareholders' general meeting. The contents of the authorisation granted by the shareholders' general meeting to the Board of Directors shall be clear and specific.

An authorisation in relation to matters to be resolved by way of ordinary resolutions at the shareholders' general meetings according to the Articles of Association, shall be passed by more than one half of the voting rights represented by the shareholders (including proxies) present at the meeting; authorisation in relation to matters to be resolved by way of special resolutions at the shareholders' general meetings according to the Articles of Association, shall be passed by more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting.

Article 9 A general meeting shall either be an annual general meeting or an extraordinary general meeting. Annual general meetings shall be held once every year and within six (6) months from the close of the preceding accounting year.

Article 10 The Board of Directors shall convene an extraordinary general meeting within two (2) months from the occurrence of any of the following circumstances:

- (I) When the number of directors is less than the statutory minimum number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association;
- (II) When the unrecovered losses of the Company amount to one third of the total amount of its paid-in share capital;
- (III) When any shareholder (hereinafter referred to as "Proposing Shareholder") individually or jointly holding 10% or more of the total voting shares of the Company requests in writing for the convocation of an extraordinary general meeting;
- (IV) When deemed necessary by the Board of Directors;
- (V) When requested by the Board of Supervisors;
- (VI) Any other circumstances stipulated in the laws, administrative regulations or the Articles of Association.

The abovementioned shareholding in clause (III) shall be calculated as of the day on which the written request is made.

Article 11 The shareholders' general meeting shall be held on site in a convention hall.

While ensuring the legitimacy and validity of shareholders' general meeting, the Company can provide convenience to the shareholders to attend such meeting by means of all kinds of modern information technologies provided that the conditions are in place. The shareholders attending the meeting through the aforesaid means are deemed present.

CHAPTER 3 RULES OF PROCEDURE OF THE SHAREHOLDERS' GENERAL MEETINGS

Section 1 Convocation of Shareholders' General Meetings

Article 12 Shareholders' general meetings shall be convened by the Board of Directors; the Board of Supervisors and Proposing Shareholders may also convene and preside over shareholders' general meetings in accordance with the Articles of Association and these rules.

Article 13 The proposal to the Board of Directors on the convocation of an extraordinary general meeting shall be made in written form by the Board of Supervisors. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, provide a written feedback on whether to agree or not to convene such meeting within ten (10) days after receiving the proposal.

In the event that the Board of Directors agrees to convene the extraordinary general meeting, changes made to the original proposal in the notice shall be approved by the Board of Supervisors.

In the event that the Board of Directors refuses to convene the extraordinary general meeting, or gives no feedback within ten (10) days after receiving the proposal, it shall be deemed that the Board of Directors is unable or fails to perform its duty to convene such meeting, and the Board of Supervisors can convene and preside over such meeting on its own.

Article 14 To convene an extraordinary general meeting or a shareholders' class meeting, the shareholders shall follow the following procedures:

(I) The Proposing Shareholders may sign one or several written requests of identical form of content requesting the Board of Directors to convene an extraordinary general meeting or a class meeting and stating the subject of the meeting. The abovementioned shareholding shall be calculated as of the day on which the written request is made. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, provide a written feedback on whether to agree or not to convene such extraordinary general meeting within ten (10) days upon receipt of such proposal.

(II) In the event that the Board of Directors agrees to convene the extraordinary general meeting and gives a notice, changes made to the original proposal in the notice shall be approved by Proposing Shareholders.

(III) In the event that the Board of Directors refuses to convene the extraordinary general meeting, or gives no feedback within ten (10) days after receiving the proposal, the Proposing Shareholders shall have the right to propose, in written form, the convocation of an extraordinary general meeting to the Board of Supervisors.

(IV) In the event that the Board of Supervisors agrees to convene the extraordinary general meeting, a notice on the convocation of such meeting shall be given within five (5) days after receiving the proposal. Changes made to the original proposal in the notice shall be approved by Proposing Shareholders.

(V) If the Board of Supervisors fails to give a notice on the convocation of extraordinary general meeting within time limit, it shall be deemed having no intention to convene and preside over the meeting. In this case, the Proposing Shareholders shall have the right to convene and preside over the meeting by themselves. The convocational procedure shall, to the extent possible, be identical to procedures according to which meeting is to be convened by the Board of Directors.

All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the Board of Directors to convene a meeting at the above requests shall be borne by the Company and deducted from the amount owned by the Company to the delinquent directors.

Article 15 The Board and the secretary to the Board of Directors shall assist the Board of Supervisors or the shareholders in holding the shareholders' general meetings on their own.

Section 2 Proposal and Notice on the Shareholders' General Meeting

Article 16 To convene the shareholders' general meeting, the Proposing Shareholders, the Board of Directors, the Board of Supervisors shall be entitled to propose resolutions in writing to the Company. The Company shall incorporate the matters falling within the scope of duties of the shareholders' general meeting into the agenda of such meeting.

Article 17 Proposing Shareholders may put forward extraordinary proposals and submit them to the convener in written form ten (10) days before the date of meeting. The convener shall send a supplementary notice of the shareholders' general meeting to announce the contents of such extraordinary proposals within two (2) days after receiving the proposals. Unless otherwise provided in the Articles of Association or these rules, the Board of Directors shall incorporate the matters falling within the scope of duties of the shareholders' general meeting into the agenda of such meeting for the consideration.

Article 18 The contents of the aforesaid proposals shall be in conformity with relevant laws, administrative regulations and the Articles of Association, within the scope of duties of the shareholders' general meeting and with a clear agenda and specific resolutions.

Article 19 To convene the annual general meeting, the Company shall give a written notice twenty (20) days before the date of meeting, informing all shareholders of the time and place of the meeting and of the matters proposed to be considered at the meeting. To convene the extraordinary general meeting, the Company shall give a written notice ten (10) or fifteen (15) days before the date of meeting (whichever is longer).

The shareholders' general meeting shall be convened in Company domicile or such other place specified in the notice of the shareholders' general meeting.

Article 20 The extraordinary general meeting shall not review and approve resolutions that are not stated in the notice of meeting.

Article 21 The Board of Directors or the convener of the shareholders' general meetings shall set a date for ascertainment of the shareholding (the shareholding record date) when the Company convenes shareholders' general meetings. Upon the close of such date (the shareholding record date), the shareholders appearing in the register of shareholders shall be deemed as the shareholders of the Company.

Where the PRC laws and regulations and the Hong Kong Listing Rules contain provisions which stipulate on the period of closure of the register of shareholders prior to a shareholders' general meeting or on the record date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.

Article 22 Notice of the shareholders' general meeting shall:

(I) Be in written form;

(II) Specify the place, date and time of this meeting;

(III) Set out the matters to be considered at the meeting;

(IV) Specify the record date when the shareholders entitled to attend the shareholders' general meeting have their shares registered;

(V) Provide shareholders with such information and explanation as necessary for them to make informed decisions on the matters to be discussed. The principle includes, but not limited to, a merger proposal, share repurchase, share capital restructuring or other restructuring. The specific terms and contract (if any) of the proposed transaction shall be provided, and the cause and effect of such proposal shall be properly explained;

(VI) Disclose the nature and extent of the material conflict of interest, if any, of any director, supervisor, general manager and other senior management officer in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered will affect such director, supervisor, general manager and other senior management officer in his capacity as shareholders and the way in which such matter will affect other shareholders of the same class;

(VII) Contain the full text of any special resolution proposed to be passed at the meeting;

(VIII) Contain a clear statement that all shareholders entitled to attend and vote, and have the right to appoint proxies to attend and vote on his behalf and that such proxies need not be shareholders of the Company;

(IX) Specify the time and place for lodging proxy forms for the relevant meeting; and

(X) Set out the name and phone number of the standing contact person for meeting affairs.

Article 23 Unless otherwise specified by the laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed, as well as the Articles of Association, the notice of the shareholders' general meeting shall be delivered by hand or prepaid mail to the shareholders (whether or not such shareholders have a voting right at the shareholders' general meeting). The address of the recipient shall be the address registered in the register of shareholders. For the holders of domestic shares, notice of the shareholders' general meeting may be issued by way of public announcement.

The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council. Upon the publication of the announcement, all holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.

Article 24 The accidental omission to give notice of the meeting to, or the non-receipt of notice of the meeting by, any person entitled to receive notice shall not invalidate the meeting or the resolutions passed at the meeting.

Article 25 If the election of directors or supervisors is proposed to be discussed at a shareholders' general meeting, the notice of such meeting shall, according to the laws, regulations, normative documents, the rules of the securities regulatory authority of the place where the shares of the Company are listed as well as the Articles of Association, adequately disclose the detailed information of the director or supervisor candidates, which shall at least include:

(I) personal particulars, including educational background, work experience, and part-time job;

(II) whether the candidate is connected with the Company or its controlling shareholders and de facto controller;

(III) the number of shares in the Company held by each candidate;

(IV) whether or not a candidate has been subject to any punishment by the securities regulatory authority of the State Council and other relevant authorities or the stock exchange;

(V) other matters required to be disclosed by the listing rules of the place where the shares of the Company are listed.

Section 3 Attendance and Register of the Shareholders' General Meeting

Article 26 Any shareholder in the register of members on the record date or his proxy shall be entitled to attend the shareholders' general meeting, and have the right to vote pursuant to the laws, regulations, the Articles of Association and the listing rules of the place where the shares of the Company are listed, which the Company and the convener shall not refuse with any reasons.

Article 27 Shareholders can attend the shareholders' general meeting in person or appoint proxies to attend and vote on their behalf. The chairman of the Board of Directors shall attend the annual general meeting and invite the chairman of each committee to attend. If the chairman of the relevant committee does not attend, the chairman of such committee shall invite another member to attend. When the shareholders' general meeting is held, all directors, supervisors and secretary to the Board of Directors, as well as senior management of the Company shall attend the meeting. The auditors shall attend the annual general meeting, and reply to any questions in relation to audits, audit reports, accounting policies, the independence of auditors and other matters. To ensure the solemnity and normal order of the shareholders' general meeting, the Company is entitled to refuse persons other than abovementioned persons to enter into the venue of the shareholders' general meeting in accordance with law.

Article 28 Any shareholder who is entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one or more persons (whether a shareholder or not) as his proxy to attend and vote on his behalf. A proxy can exercise the following rights pursuant to the authorisation from such shareholder:

(I) Such shareholder's right to speak at the meeting;

(II) The right to demand a poll alone or jointly with others;

(III) The right to vote by a show of hands or by a poll. However, when more than one proxy are entrusted, they can only vote by a poll.

If the shareholder is a recognised clearing house as defined in the relevant regulations in force from time to time under the laws of Hong Kong (hereinafter referred to as "Approved Clearing House") (or its proxy), such shareholder may authorise one or more persons it thinks fit to act as its proxy at any shareholders' general meeting (or any class of any shareholders' general meeting); however, if more than one person is authorised, the power of attorney shall specify the number and class of the shares with respect to such persons so authorised. The power of attorney shall be executed by a person authorised by such recognised clearing house. The person so authorised may attend the meeting and exercise any rights on behalf of such recognised clearing house (or its proxy) (without producing any share certificate, notarised power of attorney and/or further evidence to prove that the person has been so authorised) as if such person were an individual shareholder of the Company.

The Company shall issue proxy forms to shareholders entitled to attend and vote as it issues notices and announcements of the shareholders' general meeting. The proxy form should also be published on the website of the stock exchange where the shares of the Company are listed and the website of the Company.

Article 29 Shareholders who are legal entities are represented by their legal representatives or persons authorised by their board of directors or other decision-making bodies to attend the shareholders' general meeting of the Company on their behalf; the legal representative of a legal person shareholder may entrust a proxy to attend the meeting on his behalf. Shareholders shall entrust their proxies by written instruments, which shall be made under the hand of the principal or his agent entrusted in writing. Where the principal is a legal person or other authority, the proxy form shall be made additionally under the seal of a legal person or other authorities or under the hand of his legal representative, directors or duly authorised agent in writing. If the proxy form is signed by a person authorised by the principal, the power of attorney or other authorisation instruments shall be notarised. The notarised power of attorney or other authorisation instruments shall be deposited, along with the proxy form, in the Company domicile or such other place specified in the notice of the meeting.

Article 30 The power of attorney by which a shareholder appoints another person to attend a shareholders' general meeting shall specify the following particulars:

(1) name of the proxy;

(2) whether the proxy has the right to vote;

(3) separate instructions as to whether to vote for, vote against, or abstain from voting on, each item included on the agenda of the shareholders' general meeting as an item for consideration thereat;

(4) whether the proxy has the right to vote on extempore motions that may be added to the agenda of the meeting and the specific instructions as to what vote to cast if he or she has such right to vote;

(5) the date of issuance and term of validity of the power of attorney;

(6) the signature (or seal) of the principal; if the principal is a legal person shareholder, the power of attorney shall bear the seal of the legal person.

Any form issued to a shareholder by the Board for use by him for appointing a proxy shall allow the shareholder to freely instruct the proxy to vote in favour of or against each resolution relating to each matter to be considered at the relevant meeting. Such form shall contain a statement that, in the absence of instructions by the shareholder, his proxy may vote as he thinks fit. If no specific instruction is given by the shareholder and the proxy is deemed to be entitled to vote at his/her discretion for any resolution lack of specific instruction by the shareholder, and the shareholder shall assume responsibility for such vote.

The power of attorney shall be lodged at the domicile of the Company or other venues specified in the notice of meeting 24 hours before the convening of the relevant meeting for voting according to the power of attorney.

Article 31 If the principal has passed away or became incapacitated to act, withdrawn the appointment or the power of attorney, or transferred the relevant shares before voting, the proxy's vote based on the power of attorney shall remain valid until written notice of such event has been received by the Company.

Article 32 The convener of the shareholders' general meeting will verify the legality of shareholders' qualifications according to the register of shareholders provided by the securities registration institution and register the names of shareholders and the number of voting shares held thereby.

Article 33 The chairman of the shareholders' general meeting shall, prior to voting, announce the number of shareholders and proxies attending the on-site meeting and the total number of voting shares held by them, but the number of shareholders and proxies attending the on-site meeting and the total number of voting shares held by them as indicated in the register of the meeting shall prevail.

Section 4 Convening a Shareholders' General Meeting

Article 34 The shareholders' general meeting shall be presided over and chaired by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable to attend the meeting for some reason, the vice chairman of the Board of Directors designated by the chairman of the Board of Directors shall preside over the meeting and act as the chairman of the meeting. If the vice chairman of the Board of Directors is unable or fails to perform his duties, a director jointly elected by more than half of the directors shall preside over the meeting and act as the chairman of the meeting. If no director is elected to take the chair, the shareholders present at the meeting may elect a chairman. If for any reason the shareholders fail to elect a chairman of the meeting, the shareholder (including his proxy) attending the meeting and holding the largest number of shares with voting rights shall chair the meeting.

The shareholders' general meeting convened by the Board of Supervisors shall be presided over and chaired by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his duties, one supervisor shall be elected jointly by half or more of the supervisors to preside over the meeting.

In a shareholders' general meeting convened by shareholders on their own, Proposing Shareholders shall recommend a representative to serve as the chairman of the meeting to preside over the meeting. If Proposing Shareholders cannot recommend, the shareholder or the proxy present at the meeting holding the most shares shall act as the chairman of the meeting to preside over the meeting.

Article 35 Directors, supervisors and senior management shall respond or make explanations on the inquiries and suggestions raised by shareholders.

Article 36 The Board of Directors and the Board of Supervisors shall report on their work during the past year to the shareholders' general meeting at annual general meetings.

Section 5 Voting and Resolutions

Article 37 Resolutions included on the agenda of the shareholders' general meeting shall be considered before voting. Each resolution shall be given a reasonable time for discussion during the shareholders' general meeting.

Article 38 The voting right of the same shares shall be exercised only either by on-site voting or other means of voting. In case of multiple voting by the same shares, only the first vote will be deemed as valid.

Any voting at the shareholders' general meetings shall be conducted by a poll, except that the proposals relating to procedural or administrative matters of the shareholders' general meeting can be voted upon a show of hands as decided by the chairman of the meeting in the principle of honesty and credibility.

Shareholders and their proxies can exercise the voting rights of their shares with voting rights at the shareholders' general meeting on the basis of one vote for each share. Shares held by the Company shall have no voting rights and shall not be included in the total number of shares with voting rights present at shareholders' general meetings.

Article 39 No alteration to the proposals will be allowed when they are being considered at the shareholders' general meetings. Otherwise, the relevant changes should be deemed to be a new proposal which cannot be resolved at such shareholders' general meeting.

Article 40 In electing directors who are not the employee representatives and supervisors who are not the employee representatives at the shareholders' general meeting, the nomination of directors and supervisors shall be proposed to the shareholders' general meeting for voting by way of proposals. The shareholders' general meeting shall vote on the director and supervisor candidates one by one after considering the proposals regarding the election of directors and supervisors.

Article 41 Resolutions of the shareholders' general meetings are classified as ordinary resolutions and special resolutions.

Ordinary resolutions of the shareholders' general meeting shall be passed by more than one half of the voting rights represented by the shareholders (including proxies) present at the meeting. The following matters shall be resolved by way of ordinary resolutions at the shareholders' general meetings:

- (I) Work reports of the Board of Directors and of the Board of Supervisors;
- (II) Profit distribution plans and loss recovery plans prepared by the Board of Directors;
- (III) Appointment or removal, remuneration and payment method of members of the Board of Directors and the Board of Supervisors;
- (IV) The Company's annual budgets and final accounts, balance sheets, income statements and other financial statements;
- (V) Any matters other than those required by the laws, administrative regulations or the Articles to be approved by special resolution.

Special resolutions of the shareholders' general meeting shall be passed by more than two thirds of the voting rights represented by the shareholders (including proxies) present at the meeting. The following matters shall be approved by special resolutions at the shareholders' general meetings:

(I) Increase or reduction of the share capital, and issue of any class of shares, warrants and other similar securities of the Company;

(II) Issuance of debentures of the Company;

(III) Division, merger, dissolution and liquidation of the Company;

(IV) Change of corporate form of the Company;

(V) Purchase or disposal of material assets or provision of guarantee by the Company within one year of a value exceeding 30% of the Company's latest audited total assets;

(VI) Amendment to the Articles of Association;

(VII) Any other matters prescribed by the laws, administrative regulations or the Articles of Association, and those matters approved by ordinary resolutions at a shareholders' general meeting as having a material impact on the Company and are required to be approved by special resolutions.

Article 42 When a shareholders' general meeting considers matters related to any connected transaction, the connected shareholder shall not participate in voting on his own behalf or as the proxy of another shareholder. When voting on matters relating to such connected transaction, the shares held by the connected shareholder shall not be counted in the total number of valid shares with voting rights.

When the relevant connected transaction is considered at a shareholders' general meeting, the connected shareholder shall abstain from voting. If required to attend the meeting for explanation, the connected shareholder shall have the responsibility and obligation to attend the meeting and make truthful statement.

The matters for which the connected shareholder shall abstain from voting shall be announced by chairman of the meeting when the meeting starts.

Article 43 If the host of the meeting has any doubt as to the resolution result put to vote, he may have the votes recounted. If the host does not have the votes recounted, any attending shareholder or proxy who objects to the result announced by the host of the meeting may require the votes to be recounted immediately after the declaration of the voting result, and the host of the meeting shall have the votes recounted immediately.

If votes are counted at the shareholders' general meeting, the counting result shall be recorded in the minutes of the meeting.

Article 44 The Company shall not enter into any contract with any person other than a director, supervisor, or senior management personnel of the Company whereby the management and administration of the whole or any substantial part of any business of the Company is to be handed over to such a person without the approval of shareholders by special resolution in a shareholders' general meeting.

Article 45 If a resolution is not passed, or if a resolution of the previous shareholders' general meeting is changed at the then shareholders' general meeting, special suggestions shall be given in the resolutions of the shareholders' general meeting.

Article 46 For every proposal, the chairman of the shareholders' general meeting shall announce the voting conditions, the voting result, and whether the proposal has been passed based on the voting result.

Prior to formally announcing the voting result, all interested parties involved in the on-site voting, including the Company, the vote counter, the scrutineer and substantial shareholders, etc., have an obligation to keep the voting results confidential.

Article 47 Shareholders present at the general meeting shall present one of the following views during the voting of a resolution: consent, objection or abstention.

A voting ticket that is incomplete, wrongly completed, illegible, or not yet cast, will be deemed waiver of voting rights. The votes represented by his shares will be treated as "abstention".

Pursuant to applicable laws, regulations and listing rules of the place where the shares of the Company are listed, if any shareholder must abstain from voting on any resolution or is restricted to declaring only affirmative vote or only dissenting vote on any resolution, any vote declared by the said shareholder or proxy thereof against the relevant provision or restriction shall not be counted in the voting result.

On a poll taken at a meeting, a shareholder (including a proxy) entitled to two (2) or more votes does not need to cast all his votes in the same way.

Article 48 The shareholders' general meeting shall form a written resolution. The holder of the meeting shall be responsible for announcing the resolutions of the shareholders' general meeting in accordance with the Articles of Association, the provisions of these rules and the voting results of the meeting, and it shall be included in the minutes of the meeting.

Article 49 The secretary to the Board of Directors is responsible for making the minutes of the shareholders' general meeting, which shall record the following:

(1) number of shareholders and proxies attending the meetings, the number of shares with voting rights held by them and the percentage of their shares to the total number of shares of the Company;

(2) place, date, time, agenda of the meetings, and the name of the convener;

(3) names of the chairman of the meetings, directors, supervisors, general manager and other senior management members who attend or observe the meetings;

(4) summary of the speech on the considered matters of each addressor;

(5) discussion and voting results of each matter;

(6) names of shareholders who make proposals in the meetings, the percentage of their shares to the total number of shares of the Company and details of such proposals;

(7) enquiries or suggestions of shareholders and the responses and explanation;

(8) names of the the vote counter and the scrutineer; and

(9) other matters which shall be recorded in the minutes as required by laws, regulations, rules, the Articles of Association and these rules and deemed as necessary by the shareholders' general meeting.

Article 50 The convener shall ensure that the contents of the minutes are true, accurate and complete. Directors, supervisors, secretary to the Board of Directors, conveners or his/her representative and the chairman of the meeting shall sign on the minutes. The minutes shall be kept together with the attendance register, proxy forms and valid records on other means of voting by the secretary to the Board of Directors according to the Company's file management system, and the preservation period shall be permanent.

Section 6 Special Procedures for Voting by Class Shareholders

Article 51 Shareholders holding different classes of shares are referred to as class shareholders. A class shareholder shall enjoy the rights and obligations as specified in the laws, administrative regulations and the Articles of Association.

Class shareholders shall enjoy equal rights in any dividends or any other forms of distributions.

Any shares without voting rights included in the share capital of the Company shall bear the wording “non-voting right” in their title.

Where the share capital includes shares with different voting rights, the name of every class of shares (except for those with the most favourable voting right) must include the words “restricted voting” or “limited voting”.

Article 52 Rights conferred to class shareholders may not be varied or abrogated unless approved by way of a special resolution at a shareholders’ general meeting or at the meeting separately convened by the affected class shareholders.

Article 53 The following circumstances shall be deemed to be a variation or abrogation of the rights of shareholders of a particular class:

(I) Increasing or decreasing the number of the shares of such class or the number of a class having voting rights, distribution rights and other privileges equal or superior to the shares of such class;

(II) Effecting a change of all or part of the shares of such class into those of another class, or effecting an exchange or creating a right of exchange of all or part of the shares of another class into those of such class;

(III) Removing or reducing the rights in respect to accrued dividends or the accumulated dividends attached to shares of such class;

(IV) Reducing or removing the preferential rights attached to shares of such class to receive dividends or to the distribution of assets in the event that the Company is liquidated;

(V) Adding, removing or reducing the share conversion rights, options, voting rights, transfer rights, pre-emptive rights or rights to acquire securities of the Company attached to shares of such class;

(VI) Removing or reducing the rights to receive payables from the Company in a particular currency attached to shares of such class;

(VII) Creating a new class of shares with voting right, distribution right or other privileges equal or superior to those of the shares of such class;

(VIII) Restricting the transfer or ownership of shares of such class or to impose additional restrictions thereto;

(IX) Granting the right to subscribe for, or convert into, shares of such or another class;

(X) Increasing the rights and privileges of other classes of shares;

(XI) Making a restructuring scheme which will result in the holders of different classes of shares bearing a disproportionate burden of obligations under such restructuring; and

(XII) Varying or abrogating the provisions in this section.

Article 54 Shareholders of the affected class, whether or not otherwise entitled to vote at the shareholders' general meetings, shall nevertheless be entitled to vote at class meetings in respect to matters concerning sub-paragraphs (II) to (VIII) and (XI) to (XII) of Article 53 hereof, but the interested shareholder(s) shall not be entitled to vote at class meetings.

“Interested shareholder(s)” mentioned in the preceding paragraph has the following meanings:

(I) In the case of a repurchase of shares by the Company by pro rata offers to all shareholders or by way of on-market dealing on the Hong Kong Stock Exchange under Article 29 hereof, an “interested shareholder” shall mean a “controlling shareholder” as defined in Article 59 hereof;

(II) In the case of a repurchase of shares by the Company outside the Hong Kong Stock Exchange by way of agreement under Article 29 hereof, an “interested shareholder” shall mean a shareholder who is related to the agreement;

(III) In the plan of company reorganisation, an “interested shareholder” shall mean a shareholder within a class who bears less than a proportionate liability than other shareholders of such class or who has an interest different from those of other shareholders of such class.

Article 55 Resolutions of shareholders' class meeting shall be passed by shareholders present at the meeting representing two-thirds or more of the voting rights in accordance with Article 41 hereof.

Article 56 In the event that the Company convenes a shareholders' class meeting, a written notice shall be issued to shareholders whose names appear on the register of shareholders of such class according to Article 19 thereof, specifying the matters proposed to be considered and the date and place of the meeting. When the Company calculates such starting time limit, the date convening the meeting shall be excluded.

Article 57 The notice of the shareholders' class meeting shall only be served to shareholders entitled to vote at the meeting.

A shareholders' class meeting shall be held under procedure as similar as possible to a shareholders' general meeting. The provisions of the Articles of Association which relate to the convening of shareholders' general meeting shall apply to a shareholders' class meeting.

Article 58 In addition to holders of other classes of shares, the holders of domestic shares and overseas-listed foreign shares are deemed to be different classes of shareholders. The special voting procedures of class shareholders shall not apply to the following circumstances:

(I) Where the Company issues, upon approval by a special resolution of a shareholders' general meeting, domestic shares and overseas-listed foreign shares either separately or concurrently every twelve (12) months, not more than 20% of each of the existing issued domestic shares and overseas-listed foreign shares;

(II) Where the Company's plan to issue domestic shares and overseas-listed foreign shares at the time of its establishment is implemented within fifteen (15) months from the date of approval by the securities regulatory authority under the State Council;

(III) Where shareholders of unlisted shares of the Company arrange for the listing and trading of their shares on an overseas stock exchange pursuant to approval of the securities regulatory authorities of the State Council.

Section 7 Post-conference Issues

Article 59 The secretary to the Board of Directors shall be responsible for keeping such written information as the register of attendees, powers of attorney, voting statistics sheet, minutes of the meeting, in accordance with the company's file management system.

Article 60 The announcement of voting results of a shareholders' general meeting shall be published in a timely manner. The announcement shall set forth the number of shareholders and proxies attending the meeting, the total number of voting shares held by them and the proportion of shares with voting rights held by them to the total number of shares with voting rights of the Company, the total number of shares required to abstain from voting in the concurring votes and/or voting as requested by the securities regulatory authorities of the place where the shares of the Company are listed to individual proposals (if any), whether the shareholder who is required to abstain from voting has given up the voting right, the form of voting method, the voting result of each resolution and the vote scrutinisers' identity.

The Company shall publish an announcement at least thirty minutes before the morning market on the first working day after the meeting, or before any market starts (whichever is earlier).

CHAPTER 4 IMPLEMENTATION OF RESOLUTIONS OF SHAREHOLDERS' GENERAL MEETING

Article 61 The board of directors is responsible for the implementation of the resolution reached at the general meeting and requires the general manager to handle the specific implementation according to the content of the resolution and responsibilities; the matters as to the implementation of the Board of Supervisors are required to be directly organised by the chairman of the Board of Supervisors.

Article 62 The implementation of the resolutions shall be reported by the general manager to the Board of Directors, and the Board of Directors shall report to the shareholders' general meeting. Issues related to the implementation of the Board of Supervisors shall be reported to the shareholders' general meeting by the Board of Supervisors. The Board of Supervisors may also notify the Board of Directors if it deems necessary.

CHAPTER 5 SUPPLEMENTARY PROVISIONS

Article 63 Unless expressly specified, the terms used in these rules have the same meaning as those defined in the Articles of Association.

Article 64 These rules shall be effective from the day when the Company issues overseas-listed foreign shares (H shares) and applies for listing on the main board of Hong Kong Exchanges and Clearing Limited after it is approved by the shareholders' general meeting. Changes and amendments to these rules must be passed by ordinary resolutions of the shareholders' general meeting.

Article 65 Issues not covered in these rules or in conflict with laws, regulations, regulatory documents promulgated or amended from time to time after the effectiveness of these rules, shall subject to the laws, regulations, regulatory documents, relevant regulations of the securities regulatory authority where the shares of the Company are listed or the provisions of the Articles of Association.

Article 66 Except as otherwise provided in these rules and unambiguous according to the context, the terms "above", "within", and "at least" in these rules shall include the number itself; "exceed", "less than", "insufficient", "below", "over half", "without" should not include the number itself. The meanings of "connected" and "connected party(ies)" in these rules are the same as "connected" and "connected person(s)" under the Hong Kong Listing Rules, respectively.

Article 67 The power of interpretation of these rules belongs to CIRC.