China International Marine Containers (Group) Co., Ltd
Rules of Procedure for the General Meetings

(Amended at Annual General Meeting for 2017 held on June 8, 2018)

Chapter I General Provisions

Article 1 The Rules of Procedure for the General Meetings (the "Rules of Procedure") is formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), Rules for General Meetings of Listed Companies (the "Rules"), Governance Standards of Listed Companies (the "Governance Standards"), Articles of Association of China International Marine Containers (Group) Co., Ltd (the "Articles of Association") and other relevant laws, administrative regulations, department rules and normative documents to ensure the smooth progress of the general meetings, improve the working efficiency of the general meetings, protect the legal rights and interests of the shareholders, and the ability of the general meetings to discharge its duties legally as well as the legality and validity of its procedures and resolutions.

Article 2 The general meeting is the highest decision-making authority of China International Marine Containers (Group) Co., Ltd (the "Company"), and makes decision on important matters according to the Company Law, Rules, Governance Standards, Articles of Association and the Rules of Procedure.

The shareholders vote at the general meeting according to the number of the shares they hold. They have equal rights and assume corresponding obligations.

Article 3 The Rules of Procedure is a binding document to regulate the action conducted at the general meeting.

Article 4 The matters that should be decided by the general meeting according to the laws, administrative regulations and Articles of Association must be considered by the general meeting, in order to ensure the decision-making power of the shareholders on such matters. When necessary and reasonable, for the specific matters related to the matters to be resolved by the general meeting but for which immediate decision cannot be made, the general meeting may grant its authority of making consideration and approval through ordinary resolution to the Board of Directors.

As to the authority granted by the general meeting to the Board of Directors, if the authorized matter falls into the matters subject to ordinary resolution, the grant shall be approved by more than 1/2 (excluding 1/2) of the voting rights held by the shareholders (including the shareholder's proxy) present at the meeting; if the matters are subject to special resolution, the grant shall be approved by more than 2/3 of the voting rights held by the shareholders (including the shareholder's proxy) present at the meeting. The authorized content shall be definite and specific.

Article 5 The Company shall establish the register of shareholders according to the vouchers provided by China Securities Depository and Clearing Corporation Limited Shenzhen Branch. The register of shareholders is the sufficient evidence to prove the holding of the shares of the Company by the shareholders. The shareholders shall enjoy the rights and assume the obligations according to the class of the shares they hold. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.

Article 6 When the Company convenes general meeting, distributes dividend, executes clearing or makes other conducts that need to identify the shareholders, the Board of Directors or the convener of general meeting shall determine the Record Date. The shareholders included in the register of shareholders at the close of business on Record Date shall be the entitled shareholders.

Article 7 The shareholders of the Company shall enjoy the following rights:

(i) obtaining dividend and other forms of profit distribution according to the shares they hold;

(ii) legally requesting, convening, presiding over, attending or dispatching shareholder's proxy to attend the general meeting and exercising the corresponding voting rights;

(iii) supervising, making suggestion or inquiry on the operation of the Company;

(iv) transferring, bestowing or pledging the shares they hold according to the laws, administrative regulations and Articles of Association;

(v) accessing relevant information according to the provisions of the Articles of Association, including:

1. obtaining the Articles of Association after paying the cost;

2. accessing and duplicating the following information after paying reasonable charge:

(1) registers of shareholders of all the divisions, subsidiaries and affiliates;

(2) personal data of the directors, supervisors, president and other senior executives of the Company, including:

(a) current and previous name and alias;

(b) main address (domicile);

(c) nationality;

(d) full-time and all other part-time jobs and titles;

(e) identity documents and their numbers.

(3) status of the issued share capital of the Company;

(4) the recently audited financial statements of the Company and the reports provided by the board of directors, auditors and board of supervisors;

(5) special resolutions of the Company;

(6) the report on the number and book value of the securities repurchased by the Company since the last fiscal year, the total amount paid, the highest and lowest prices paid for each type of securities repurchased (including domestic shares and foreign shares (and H shares if applicable));

(7) copies of the annual return for the latest period that has been filed with State Administration for Industry and Commerce and other authorities;

(8) meeting minutes of general meetings (for the access of shareholders only);

(9) bonds register, resolutions of meetings of Board of Directors, resolutions of meetings of Board of Supervisors, financial and accounting reports of the Company;

(vi) participating in the distribution of the remaining property of the Company according to the shares they hold when the Company is terminated or liquidated;

(vii) the shareholders' disagreeing with the merger or separation resolution made by the general meeting are entitled to ask the Company to acquire their shares;

(viii) filing lawsuit to the people's court against the conducts, which damage the interests of the Company or infringe on the legal rights and interests of the shareholders and claiming for relevant rights according to the Company Law and other laws, administrative regulations and department rules;

(ix) other rights set out in the relevant laws, administrative regulations, department rules and Articles of Association.

Article 8 If the shareholder wants to access the information mentioned above or request for the relevant documents, he/she shall provide the Company with the written document that proves the class and number of the shares of the Company he/she holds. The Company shall provide the relevant information or document as required by the shareholder when his/her identity is verified.

Article 9 The shareholders are entitled to ask the people's court to invalidate the resolutions of the general meeting which violate the laws and administrative regulations.

The shareholders are entitled to ask the people's court to cancel the relevant resolution within 60 days after the resolution is made if the convening procedure, and voting method of the general meeting violate the laws, administrative regulations or the Articles of Association, or the resolution content breaches the Articles of Association.

Article 10 The shareholders of the Company shall assume the following obligations:

(i) complying with the laws, administrative regulations and Articles of Association;

(ii) making capital contribution according to the shares they subscribe for and the capital participation method;

(iii) no withdrawal from the Company except for the circumstances set out in the relevant laws and administrative regulations;

(iv) no abuse of shareholder's rights to damage the interests of the Company or other shareholders; no abuse of the independent legal person status of the Company and the limited liability of shareholders to damage the interests of the creditors of the Company;

If any shareholder of the Company abuses the shareholder's rights and causes loss to the Company or other shareholders, he/she is liable for the compensation.

If any shareholder of the Company abuses the independent legal person status of the Company and the limited liability of shareholders to evade debts and severely damage the interests of the creditors of the Company, he/she shall bear joint liability for the debts of the Company.

(v) other obligations to be assumed by the shareholders according to the laws, administrative regulations and Articles of Association.

Except for the conditions they agree to upon subscription as subscribers, the shareholders shall not be liable for any subsequent capital share increase.

Chapter II General Rules f r the General Meeting

Article 11 The general meeting is the organ of power of the Company and exercises the following functions and powers according to laws:

(i) deciding the management policies and investment plans of the Company;

(ii) electing and replacing the directors and supervisors other than the employee representatives;

(iii) deciding the remuneration issues for the directors and supervisors;

(iv) reviewing and approving the reports of the Board of Directors;

(v) reviewing and approving the reports of the Board of Supervisors;

(vi) reviewing and approving the annual financial budget plans and final accounting plans of the Company;

(vii) reviewing and approving the profit distribution plan and loss recovery plan of the Company;

(viii) making resolution on the increase or decrease of the registered capital of the Company;

(ix) making resolution on the issuance of shares, bonds and other financing instruments;

(x) making resolution on the merger, separation, dissolution, liquidation or change of company type of the Company;

(xi) amending the Articles of Association;

(xii) making resolution on the engagement or removal of the accounting firm;

(xiii) reviewing and approving the guarantee matters set out in Article 12 of the Rules of Procedure;

(xiv) reviewing the matters involving the purchase or disposal of substantial assets within 1 year which account for more than 30% of the audited total assets of the Company in the latest period;

(xv) reviewing and approving change of use in the proceeds;

(xvi) reviewing the equity incentive plan;

(xvii) reviewing the connection transactions that should be reviewed by the general meeting;

(xviii) reviewing other matters that should be decided by the general meeting according to the laws, administrative regulations, department rules and Articles of Association.

Article 12 The following external guarantees of the Company must be reviewed and approved by the general meeting.

(i) any guarantee provided after the total amount of the external guarantees provided by the Company and its controlling subsidiaries reaches or exceeds 50% of the audited net assets for the latest period;

(ii) any guarantee provided after the total amount of the external guarantees provided by the Company reaches or exceeds 30% of the audited total assets for the latest period;

(iii) the guarantee provided to the guaranteed object with a debt-to-asset ratio of more than 70%;

(iv) any single guarantee whose amount exceeds 10% of the audited net assets for the latest period;

(v) any guarantee provided to the shareholder, actual controller and its related party.

Article 13 When the proposal for providing guarantee to the shareholder, actual controller and its related parties is reviewed by the general meeting, actual controller and its related parties, the relevant shareholder or the shareholders controlled by the actual controller shall not participate in the voting, and this proposal shall be passed by the more than half of the votes of other shareholders present at the meeting.

When the Company provides guarantees to the shareholder, actual controller and its affiliates, it must ask the counterparty to provide counter-guarantee, and the counter-guarantee provider shall have the actual performance capability.

In addition to voting at onsite meeting, secure, economic and convenient online voting system for general meeting shall be provided to the shareholders through network service provider, in order to facilitate the exercise of voting rights by the shareholders.

Article 19 When the following circumstances occur in the general meeting, in addition to

The Board of Directors may also engage the notaries to attend the general meeting.

Article 22 The Board of Directors and Board of Supervisors shall take necessary measures to maintain the seriousness and normal order of the general meeting. The Company shall take measure to stop the conducts that interfere with the order of the general meeting, provoke trouble and infringe on the legal rights and interests of other shareholders and report to the relevant authorities for investigation.

The attendees shall observe the disciplines of the general meeting and ensure the smooth convening of the meeting.

Article 23 The Company shall adhere to the principle of simplicity when holding general meeting and shall not provide additional economic benefits to the shareholders (or proxies) attending the meeting.

Chapter III C nvening f the General Meeting

Article 24 If the independent directors, Board of Supervisors or shareholders holding more than 10% of the % of fi4 TD[la1(itately Supjo rily requ inshal-1.167 Td[coe nge oxtrare in)10(the s

(iv) If the Board of Directors disapproves the proposal of the Board of Supervisors to convene the extraordinary general meeting, or fails to provide feedback in 10 days after receiving the request, it shall be deemed that the Board of Directors cannot or fails to perform its duty of convening the general meeting, and the Board of Supervisors may convene and preside over the meeting on its own. The convening procedure shall adopt the same procedure that the Board of Directors uses to convene the general meeting when possible.

(v) If the Board of Directors disapproves the proposal of the shareholders to convene the extraordinary general meeting, the shareholders shall make written proposal to the Board of Supervisors to convene the extraordinary general meeting.

If the Board of Supervisors approves to convene the extraordinary general meeting, it shall issue the notice of general meeting in 5 days after receiving the request. If there is any change to the original proposal in the notice, it shall be approved by the original proposer.

If the Board of Supervisors fails to issue the notice of general meeting within the specified time limit, it is deemed that the Board of Supervisors refuses to convene and preside over the general meeting, and the shareholders holding more than 10% of the shares of the Company for 90 days separately or jointly may convene and preside over the meeting at their own (provided that the shareholding proportion of the convening shareholders shall not be lower than 10% before the publication of the resolution of the general meeting). The convening procedure shall adopt the same procedure that the Board of Directors uses to convene the general meeting when possible. The convening shareholders shall submit the relevant supporting evidence to the local securities regulatory authority under the State Council and stock exchange where the Company is located when issuing the notice of general meeting and publicizing the resolution of the general meeting.

Article 25 If the Board of Supervisors or shareholders decide to convene the general meeting or class meeting at their own, they shall provide written notice to the Board of Directors and file with the CSRC Shenzhen Branch and Shenzhen Stock Exchange.

Article 26 The Supervisors and the convening shareholders shall submit the relevant supporting evidence to the CSRC Shenzhen Branch and Shenzhen Stock Exchange when issuing the notice of general meeting or class meeting and publicizing the resolution of the general meeting or class meeting.

Article 27 For the general meeting or class meeting convened by the Board of Supervisors or shareholders, the Board of Directors and Board Secretary shall provide cooperation. The Board of Directors shall provide the register of shareholders on the Record Date. If the Board of Directors fails to provide the register of shareholders, the convener may request to access the register at China Securities Depository and Clearing Company Limited Shenzhen Branch by presenting the relevant announcement of the notice of general meeting or class meeting. The register of shareholders obtained by the convener shall not be used for any purpose other than holding the general meeting or class meeting.

Article 28 If the Board of Supervisors or shareholders convene the general meeting or class meeting, the necessary meeting expense shall be assumed by the Company, and deducted from the payment due to the defaulting directors.

Chapter IV Proposal and Notice of General Meeting

Article 29 The proposal contents shall fall into the terms of reference of the general meeting. There shall be definite topics and specific matters for resolution. The proposal shall comply with the relevant provisions of the laws, administrative regulations and Articles of Association.

Article 30 The proposal to the general meeting shall be the specific proposal on the matters to be discussed at the general meeting. The general meeting shall provide reasonable discussion time for each proposal and make resolution for the specific proposals.

Article 31 When the Company convenes the general meeting, the Board of Directors, Board of Supervisors and shareholders holding more than 3% of the shares of the Company separately or jointly are entitled to provide proposal to the Company.

The shareholders holding more than 3% of the shares of the Company separately or jointly may raise temporary proposal and submit it to the convener in writing 10 days before the general meeting is held. The convener shall supplement the notice of general meeting in 2 days after receiving the proposal and publicize the content of the temporary proposal.

Except for the aforesaid situation, after the convener publicizes the notice of general meeting, the proposals listed in the notice shall not be modified, nor shall any new proposal be added.

For the proposals not listed in the notice of general meeting or not meeting the provisions of Article 29, the general meeting shall not vote and make resolution.

If the Company intends to convene general meeting to consider the matters listed in Article 12, after the Company issues the notice of general meeting, it shall publicize the notice of general meeting again in 3 days after the Record Date.

Article 32 The convener shall issue written notice and make announcement 45 days before the holding of the general meeting, so as to notify all the shareholders listed on the register of the matters to be considered at the meeting and the meeting date and place. The shareholders intended to attend the general meeting shall deliver the written reply for attending the meeting to the Company 20 days before the holding of the general meeting.

When calculating the notice time, the meeting date and the issuing date of the notice shall not be counted.

As to the notice given under this article, the issuing date shall be the date when the Company or the share registry engaged by the Company delivers the notice to the postal service.

Article 33 The notice of general meeting shall meet the following requirements:

(i) made in written form;

(ii) specifying the meeting place, date and time;

(iii) describing the matters and proposals to be discussed at the meeting;

(iv) providing the shareholders with the information and explanations necessary for them to make informed decision on the matters discussed; This principle includes (but is not limited to) the requirement that when the Company intends to make merger, repurchase shares, make capital restructuring or other reform, it shall provide the specific conditions and contracts (if any) of the proposed transaction, and make detailed explanation on the causes and consequences;

(v) if any director, supervisor, president or other senior executive has material interest in the matters to be discussed, the nature and extent of the interest shall be disclosed; if the influence of the matters to be discussed on the relevant director, supervisor, president or other senior executive is different from the influence on other shareholders of the same class, the relevant difference shall be specified;

(vi) containing full text of the special resolution proposed to pass at the meeting;

(vii) stating in conspicuous text that all the shareholders are entitled to attend the general meeting, and the shareholder entitled to attend and vote at the meeting may appoint one or more shareholders to attend and vote on his/their behalf, and it is not necessary for the shareholder proxy to be a shareholder;

(viii)

(ii) whether he is affiliated with the Company or the controlling shareholder and actual controller of the Company;

(iii) disclosure of the number of the Company he holds;

(iv) whether he has been punished by the CSRC, other relevant authorities and Shenzhen Stock Exchange.

Except for the director and supervisor elected via cumulative voting, each director or supervisor candidate shall be proposed via a single proposal.

Article 38 If the proposal involves investment, property disposal and M&A, the proposer shall fully explain the relevant details, including the amount, price (or pricing method), the book value of the asset, the influence on the Company and the approval status. If asset evaluation, audit or report of independent financial advisor is required according to the relevant regulations, the Board of Directors shall publicize the asset evaluation status, audit result or the report of independent financial advisor at least 5 working days before the holding of general meeting.

Article 39 If the Board of Directors proposes to change the use of proceeds from offering, it shall describe the reason for changing the use of proceeds, the profile of the new project and the influence on the future of the Company in the notice of general meeting.

Article 40 The matters that need to be submitted to the CSRC for approval, such as public offering, shall be raised as special proposal.

Article 41 When the Board of Directors has reviewed and approved the annual report, it shall make resolution on the profit distribution scheme and make a proposal to the annual general meeting. If the Board of Directors proposes the capital reserves capitalization scheme, it shall describe in detail the reason for capitalization and make corresponding disclosure in the public announcement. When making announcement on bonus issue or capital reserves capitalization scheme, the Board of Directors shall disclose the earnings per share and net assets per share before and after the bonus issue or capitalization transfer and its influence on the future development of the Company.

Article 42 The Board of Director shall raise proposal on the engagement of accounting firm, which shall be approved by general meeting through voting.

Article 43 For the external guarantees of the Company that need to be reviewed by the general meeting, the Board of Directors shall raise proposal and fully describe the relevant details, including but not limited to the guarantee amount, guarantee method, guaranteed object and its credit status.

The Board of Directors may review the external guarantees of the Company within the scope of authorization of the general meeting.

Article 44 When the notice of general meeting is issued, the general meeting shall not be adjourned or cancelled without just cause, and the proposals listed in the notice of general meeting shall not be cancelled. In case of the general meeting is adjourned or cancelled, the convener shall make public announcement and explain the reasons at least 2 working days before the original holding date.

Chapter V H lding f the General Meeting

Article 45 The Board of Directors and other conveners shall take necessary measures to maintain the normal order of the general meeting. They shall take measures to stop the conducts that interfere with the general meeting, provoke trouble and infringe on the legal rights and interests of the shareholders and report to the relevant authorities for investigation.

Article 46 All the shareholders listed in the register of shareholders on the Record Date or their proxies are entitled to attend the general meeting, and exercise the voting rights according to the relevant laws, administrative regulations and Articles of Association.

Article 47 The shareholder may attend the general meeting and vote in person, or entrust others to attend on his behalf the meeting and exercise the voting rights within the scope of authorization.

Article 48 Any shareholder entitled to attend the general meeting and vote has the right to appoint one or more persons (who may not be a shareholder) as his shareholder proxy to attend and vote on his behalf. The shareholder proxy may exercise the following rights according to the authorization of the shareholder:

(i) the speaking right of the shareholder at the general meeting;

(ii) requesting to vote by ballot separately or together with others;

(iii) exercising the voting right by raising hand or ballot, provided that if more than one proxy is entrusted, the shareholder proxies shall vote by ballot only.

Article 49 When the individual shareholder attend the general meeting in person, he shall present his ID card or other valid certificate that can prove his identity and his share account card. If the person attends the meeting on behalf of other shareholder, he shall present his valid identity document and the power of attorney of the relevant shareholder.

The legal person shareholder shall have its legal representative or the proxy entrusted by the legal representative attend the meeting. When the legal representative attends the meeting, he shall present his ID card, the valid evidence that proves his qualification as the legal person. When the proxy attends the meeting, the proxy shall present his ID card and the written power of attorney issued by the legal representative of the legal person shareholder.

If the shareholders or their proxies vote through the online voting system for the general meeting, they shall participate in the online voting within the time limit specified in the notice of general meeting.

Article 50 The shareholder shall entrust the proxy via written power of attorney, which shall be signed by the principal or the proxy he entrusts in writing. If the principal is a legal person, the power of attorney shall be stamped with the seal of the legal person or signed by the chairman of the Board or duly appointed proxy.

The power of attorney that the shareholder presents to entrust others to attend the meeting shall contain the following contents:

(i) name of the proxy;

(ii) whether the proxy has voting right;

(iii) the instruction to vote for, against or abstain from voting on each matter for consideration listed in the agenda of the general meeting;

(iv) the issuing date and validity period of the power of attorney;

(v) signature (or seal) of the principal. If the principal is a legal person, the power of attorney shall be stamped with the seal of the legal person.

It shall be stated clearly in the power of attorney if the shareholder proxy can vote at his discretion when the shareholder does not give any specific instruction.

Article 51 The power of attorney for voting by proxy shall be placed at the domicile of the Company or other place specified in the meeting notice 24 hours before the holding of the meeting for which the power of attorney is issued or 24 hours before the designated voting time. If the power of attorney for voting by proxy is signed by the authorized person of the principal, the letter of authority for signing or other authorization documents shall be notarized. The notarized letter of authority or other authorization documents and the power of attorney for voting by proxy shall be placed at the domicile of the Company or other place specified in the meeting.

If the principal is a legal person, its legal representative or the person authorized by the board of directors or other decision-making authorities shall attend the general meeting of the Company as a representative.

Article 52 The power of attorney issued by the Board of Directors to the shareholders to appoint shareholder proxy shall be in such form that allows the shareholders to freely instruct the shareholder proxies to vote for or against any proposal, and to provide separate instructions for each matter that needs to be decided. It shall be stated clearly in the power of attorney that the shareholder proxy can vote at his discretion when the shareholder does not give any instruction.

Article 53 If the principal is dead, becomes incapable, revokes the appointment, revokes authorization for signing the power of attorney or the relevant shares have been transferred before the voting, as long as the written notice on such matters is not received by the Company before the commencement of the relevant meeting, the votes made by the shareholder proxy according to the power of attorney remain effective.

Article 54 The meeting register for the attendees shall be prepared by the Company. The meeting register shall specify the name of the attendees (or the entity name), the ID card number, the domicile address, the number of shares with voting rights he holds or represents, the principal's name (or the entity name) and other relevant matters.

Article 55 The convener and the lawyer engaged by the Company shall jointly verify the qualification of the shareholders according to the register of shareholders provided by China Securities Depository and Clearing Company Limited Shenzhen Branch, and register the name of each shareholder and the number of shares with voting rights he holds. The meeting registration shall be stopped before the meeting presider declares the number of shareholders and proxies

Article 62 The general meeting shall have meeting minutes, and the board secretary shall be responsible for the meeting minutes. The meeting minutes shall contain the following contents:

(i) meeting time, place, agenda and the convener's name;

(ii) the names of the meeting presider and the directors, supervisors, president and other senior executives attending the meeting or attending meeting as non-voting attendee;

(iii) the number of shareholders and proxies present, the total number of shares with voting rights they hold, and its proportion in the total number of the shares of the Company;

(iv) the consideration process, key points of speech and voting result of each proposal;

(v) the inquiry or suggestion of the shareholders and the corresponding reply or explanation;

(vi) the names of the lawyer, vote counter and scrutinizer;

(vii) the number of shares with voting rights held by the holders of domestic shares (including the share proxy) and holders of foreign shares (including the share proxy) attending the meeting, and their respective proportions in the total number of shares of the Company;

(viii) the voting status of the holders of domestic shares and holders of foreign shares on each matter subject to resolution;

(ix) other contents that should be included in the meeting minutes according to the Articles of Association.

Article 63 The directors, board secretary, conveners or their representative and meeting presider shall sign the meeting minutes and ensure the authenticity, accuracy and completeness of the contents of the meeting minutes. The meeting minutes shall be maintained together with the register of names of the shareholders present, the power of attorney for attendance, and the valid documents for the online and other forms of voting for a period of no less than 10 years.

Article 64 The conveners shall ensure the continuation of the general meeting, till the final resolution is made. If the general meeting is suspended or the resolution cannot be made due to force majeure or other special cause, necessary measures shall be taken to restore the general meeting or directly terminate the general meeting, and public announcement shall be made in time. Meanwhile, the convener shall report to the CSRC Shenzhen Branch and Shenzhen Stock Exchange.

Chapter VI V ting and Res luti ns f General Meetings

Article 65 Resolutions of general meetings consist of ordinary resolutions and special resolutions.

An ordinary resolution of a general meeting shall be approved by more than one-half of the voting rights held by shareholders (including their proxies) attending the general meeting.

A special resolution of a general meeting shall be approved by more than two-thirds of the voting rights held by shareholders (including their proxies) attending the general meeting.

Article 66 The following matters shall be approved by ordinary resolutions at general meetings:

(i) work reports of the Board and the Supervisory Committee;

(ii) the profit distribution plans and loss recovery plans proposed by the Board;

(iii) the appointment and dismissal of members of the Board and the Supervisory Committee and their remuneration and payment methods;

(iv) the annual budget plans, final account plans, balance sheets, profit statements and other financial statements of the Company;

(v) the annual reports of the Company;

(vi) other matters than those stipulated by laws or administrative regulations or the Company's Articles of Association should be approved by special resolutions.

Article 67 The following matters shall be passed by special resolutions at general meetings:

(i) the Company increases or decreases its registered capital and issues any kind of stocks, warrants and other similar securities;

(ii) to issue corporate bonds;

(iii) the division, merger, dissolution and liquidation of the Company;

(iv) modification of the Company's Articles of Association;

(v) the major assets it purchased or disposed of or the amounts of guarantees it provided within one year, exceed 30% of the Company's total audited assets in the latest period;

(vi) any equity incentive plan;

(vii) other matters as required by laws, administrative regulations or the Company's Articles of Association, and those that are deemed by ordinary resolutions at general meetings to have a significant influence on the Company and need to be approved by special resolutions.

(viii) other matters required by the listing rules of stock exchanges in which the Company's shares listed.

Article 71 Unless the company is in a crisis or other special circumstances, and unless approved by a special resolution of general meetings, the Company shall not enter into any contract with persons other than with our directors, presidents, and other senior management personnel, to transfer the management rights for all or important business of the Company to that person.

Article 72 Shareholders who hold 10% or more of the total shares of the Company may nominate candidates for directors and candidates for supervisors held by shareholder representatives.

Article 73 The list of candidates for directors and supervisors shall be submitted to general meetings by way of proposal.

Article 74 The Board shall announce to the shareholders the resumes and basic information of the candidates for directors and supervisors.

Article 75 Proposals shall be voted one by one at general meetings. If there are different proposals for the same matter, it shall be voted in "first proposed first being voted" manner. Except for special reasons such as force majeure that result in suspension of general meetings or failure to make a resolution, the proposals may not be shelved and shall be voted at the relevant general meeting.

Article 76 When a proposal is considered at a general meeting, it shall not be modified. Otherwise, the relevant changes shall be regarded as a new proposal and shall not be voted at that general meeting.

Article 77 With respect to the same voting rights, it can only be voted by one of the live, online or other voting methods. No multi-voting for the same voting rights shall be allowed, otherwise, the first ballot shall be prevail.

Article 78 Unless the relevant matters shall be voted by ballot in accordance with the Hong Kong Listing Rules, or the following persons request to vote by ballot before or after voting by show of hands, the general meetings shall vote by show of hands:

(i) the presider of the meeting;

(ii) at least two shareholders or their proxies with voting rights;

(iii) one or several shareholders (including their proxies) who hold, separately or jointly, no less than 10% of the shares with voting rights at the general meeting.

Unless there is a proposal to vote by ballot, the presider shall announce the voting results based on the results of show of hands, and record them in the minutes as a final basis without proving the number of votes or its proportions in favor of or against the resolution passed at the meeting.

The request for voting by ballot may be repealed by the proposer.

The above voting method refers to a registered ballot.

Article 79 Before voting on a proposal at a general meeting, two representatives of shareholders shall be elected to participate in the counting and monitoring of votes. If shareholders have interests in the matters considered, such shareholders and their proxies may not participate in the counting or monitoring.

When a proposal is being voted at a general meeting, the lawyer(s), the representative(s) of shareholders and supervisors shall be responsible for the counting and monitoring of votes, and the voting results shall be announced on the spot. The voting result of the resolution shall be recorded in the minutes.

When voting through Internet or other means, shareholders of the Company or their proxies shall have the rights to check their voting results through the corresponding voting system.

Article 80 A general meeting shall not be closed earlier at the spot than those online or otherwise. The presider shall announce the voting results of each proposal, and announce whether the proposal is passed or not according to the voting results.

Article 81 Prior to the formal announcement of a voting results, the parties involved in the voting at the spot, online or otherwise, including the Company, counting agents, scrutinizers, major shareholders, and network service providers, shall have a duty of confidentiality for the voting results.

Article 82 Shareholders attending a general meeting shall vote in favor of, against the proposals or abstain from voting.

Votes that are unfilled, filled incorrectly, illegible, and not voted are considered as abstaining from voting by the voters. The voting results of the shares held by them shall be counted as "abstention".

Article 83 If the matter required to be vote by ballot is to elect the presider or suspend the meeting, it shall be voted immediately; while other matters required to be voted by ballot shall be decided by the presider when the voting shall be conducted, and the meeting may proceed to consider other matters, the voting results of which shall be still considered as the resolutions passed at the meeting.

Article 84 When voting by ballot, shareholders (including their proxies) who have two or more votes shall have the right to vote in favor of or against a proposal with respect to all or part of their share with voting rights.

Article 85 If there are two or more candidates for directors or supervisors, the number of votes attached to each share held by shareholders (or represented by the proxies) shall be the same as the number of such candidates, and they may cast all of their votes for one candidate, or vote for two or more candidates, provided that instructions should be given on the distribution of voting rights.

Article 86 When the numbers of votes in favor of or against are the same, the presider shall have the right to cast one more vote, whether by show of hands or by ballot.

Article 87 If the presider has any doubt about the result of the resolution submitted for voting, he may conduct a vote-counting. If the presider does conduct a vote-counting, and the

Chapter VII Special v ting Pr cedures f r Class Shareh lders

Article 95 Shareholders holding different kinds of shares are class shareholders.

The class shareholders enjoy rights and undertake obligations in accordance with the provisions of laws, administrative regulations and the Articles of Association.

Article 96 The Company may, if it intends to, change or repeal the rights of class shareholders, provided that it be approved by a special resolution at a general meeting and by the class shareholders affected at a shareholder meeting convened in accordance with Article 98 to Article 102 of the Rules of Procedures, respectively. If any shareholder (or its proxy(ies)), abstains from voting or does not exercise his voting rights, the voting rights involved in should (for the purpose of this resolution) not be included with respect to the calculation of the voting rights hold by shareholders attending the class meeting.

Article 97 The rights of a class of shareholders shall be deemed to be changed or repealed under the following circumstances:

(i) increase or decrease the number of shares in this class, or increase or decrease the number of shares of another class that share the same or more voting rights, distribution rights, and other privileges as those shares of this class;

(ii) replacing all or part of the shares in this class with other class of shares, or convert all or part of another class of shares into such class shares or grant the relevant options;

(iii) cancelling or reducing the rights of the class to obtain dividends or accumulated dividends already incurred;

(iv) reducing or cancelling the priority of obtaining dividends in the class or the priority of obtaining property distribution in the liquidation of the Company;

(v) increase, cancelling or reducing the rights to convert shares, options, voting rights, transfer rights, pre-emptive rights, and the rights to obtain the securities of the Company that are attached to the class of shares;

(vi) cancelling or reducing the rights of the class to receive the amounts in a particular currency owe from the Company;

(vii) establishing a new class of shares sharing the same or more voting rights, distribution rights or other privileges as the class;

(viii) restrict the transfer or the ownership of this class of shares or increase such restrictions;

(ix) issue options to purchase or convert shares of this class or another class;

(x) increase the rights and privileges of other class of shares;

(xi) different class shareholders may not bear their *pro ra a* responsibilities due to the reorganization plans of the Company;

(xii) amending or repealing the provisions of this chapter.

Article 98 The affected class shareholders shall, regardless of whether they originally had voting rights at general meetings, have voting rights in the class shareholders' meetings with respect to matters under Article 97(2) to (8) and (11) to (12) of the Rules of Procedures, provided that the interested shareholders shall be excluded.

The meanings of interested shareholders mentioned above are as follows:

(i) Where the Company issues a *pari passu* repurchase offer to all shareholders according to Article 28 of the Articles of Association or repurchase its own shares in stock exchanges by way of public transactions, the "interested shareholders" means the controlling shareholders as defined in Article 62 of the Articles of Association;

(ii) Where the Company repurchases its own shares by agreements agreed over the counter in accordance with Article 28 of the Articles of Association, the "interested shareholders" means the shareholders involved in such agreements;

(iii) While in connection with the reorganization plans of the Company, the "interested shareholders" means shareholders who bear responsibilities in a lower proportion than, or have different interests from, other shareholders in this class.

Article 99 The resolutions of a class shareholders' meeting shall be approved by two-thirds or more of the voting rights attending the class shareholders' meeting in accordance with Article 98 of this Rules of Procedures.

Article 100 The Company may convene a class shareholders' meeting with 45 days prior written notice specifying the matters to be considered and the date as well as the venue of such meeting to all registered shareholders of that class. Shareholders who intend to attend the meeting shall send a written reply confirming his or her attendance to the Company 20 days before the relevant meeting.

If the number of the shares with voting rights represented by the shareholders who intend to attend the meeting exceeds one half of the total number of shares of that class with voting rights, the Company may convene the class meeting; otherwise the Company shall, within five days, notify the shareholders again of the matters to be considered at the meeting, the date and venue of the meeting by way of public announcement. After such public announcement, the Company may convene the class meeting.

The quorum required for a class meeting (excluding adjourned meetings) held to consider changing the rights of any class of shares shall reach at least one third of the issued shares of that class.

Article 101 Notes of class shareholders' meetings shall only be served to the shareholders entitled to vote at such meetings.

Class shareholders' meetings shall be held in such procedures as that applicable to general meetings as possible. The provisions of the Articles of Association regarding the proceedings of general meetings shall apply to class meetings.

Article 102 In addition to holders other classes of shares, shareholders of domestic shares and overseas listed shares shall be deemed to be different classed of shareholders.

The special procedures for class shareholders shall not apply to the following: (1) where the Company issues domestic shares, overseas listed foreign shares separately or concurrently in any twelve month period upon approval by a special resolution at a general meeting, and the number of domestic shares and overseas listed foreign shares to be issued does not exceed 20 percent of the shares outstanding in this class; (2) the issuance of domestic shares and overseas listed foreign shares pursuant to a plan adopted by the Company upon its establishment and which is completed within 15 months from the date of approval of the State Council Securities Commission.

Chapter VIII Ann uncements n Res luti ns f General Meetings

Article 103 The Company designated the Securities Times, China Securities Journal and Shanghai Securities News as the domestic newspapers on any of which the Company's announcements and other information need to be disclosed shall be published, and designated Hong Kong Economic Journal, South China Morning Post, Hong Kong Commercial Daily, Wen Wei Po and Ta Kung Pao as the oversea newspapers on any of which the Company's announcements and other information need to be disclosed shall be published.

The Company designated www.cninfo.com.cn as the website on which the Company's announcements and other information need to be disclosed shall be published.

If the Company's information cannot be disclosed on the above-mentioned newspapers or websites in a timely manner, the Company should select other newspapers or websites designated by the China Securities Regulatory Commission to disclose information.

Chapter IX Supplementary Pr visi ns

Article 104 All of terms "above", "within" and "below" in this Rules of Procedures contain the number itself, while "less than", "excluding", "below", "more than" and "exceeded" do not