

Sinopharm Group Co. Ltd.

Rules of Procedure of General Meeting

Chapter 1 General provisions

Article 1 In order to regulate the operations of the Company, give full play to the function of the general meeting, safeguard the legitimate rights and interests of shareholders, and ensure the legitimacy of the procedures and resolution of the general meeting, the Company has formulated the Rules of Procedure in accordance with the Company Law of the People's Republic of China (hereinafter as the "Company Law") and other relevant laws, regulations, and directives.

The general meeting shall comprise all shareholders of the Company and shall be the highest organ of authority. The Company shall convene general meetings in strict accordance with the Articles of Association and these rules to ensure that shareholders can exercise the following rights in accordance with the law:

- (i) to decide on the Company's operational policies and investment plans;
- (ii) to elect and replace directors and supervisors assumed by representatives of the shareholders, and to decide on matters relating to the remuneration of directors and supervisors;
- (iii) to examine and approve the board of directors' reports;
- (iv) to examine and approve the supervisory committee's reports;
- (v) to examine and approve the Company's proposed annual preliminary and final budgets;
- (vi) to examine and approve the Company's profit distribution plans and loss recovery plans;
- (vii) to pass resolutions on the increase or decrease of the Company's registered capital;

- (viii) to pass resolutions on the issue of debentures of the Company;
- (ix) to pass resolutions on merger, division, dissolution, liquidation or change of corporate form of the Company;
- (x) to amend the Articles of Association;
- (xi) to pass resolutions on the appointment, dismissal and non- reappointment of the accountants of the Company;
- (xii) to consider resolutions raised by shareholders who represent 3% or more of the total number of voting shares of the Company; and
- (xiii) to consider other matters which, according to laws, administrative regulations, listing rules of the place where the Company is listed or the Articles of Association, need to be decided by shareholders in general meetings.

Matters which, as required by laws, administrative regulations, listing rules of the place where the Company is listed and the Articles of Association, shall be resolved at general meetings shall be considered and reviewed at general meetings so as to protect the decision-making rights of shareholders of the Company on such matters. Under necessary and reasonable circumstances, the general meeting may authorize the board of directors to decide, within the scope of authorization as delegated at the general meeting, specific issues relating to matters to be resolved on by the general meeting which may not be decided upon immediately at a general meeting.

The board of directors of the Company shall diligently perform its duties and organize the general meeting in an earnest and timely manner. All directors of the Company shall exercise their diligence to ensure that the general meeting is held properly and its powers are exercised in accordance with the laws.

Article 2 The general meeting shall exercise its powers within the scope specified in the Company Law and the Articles of Association.

Article 3 General meetings shall be divided into annual general meetings and extraordinary general meetings. The annual general meetings shall be convened once a year and shall be held within six months after the end of the preceding accounting year. Extraordinary general meetings which are convened irregularly shall be convened within two months from the date upon the occurrence of the circumstance for which a general meeting shall be convened as specified in the Company Law and the Articles of Association.

Chapter 2 Convening of the General Meeting

Article 4 The board of directors shall convene the general meeting within the period specified by Article 3 of these rules on a timely basis.

Article 5 The supervisory committee shall be entitled to propose to the Board of directors the convening of an extraordinary general meeting, provided that such proposal shall be made in writing. The board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of an extraordinary general meeting within 10 days upon receipt of such proposal.

If the board of directors agrees to convene an extraordinary general meeting, a notice of the meeting shall be issued within 5 days after the passing of the relevant resolution by the board of directors. Any change to the original proposal made in the notice shall obtain the approval of the supervisory committee.

If the board of directors does not agree to convene an extraordinary general meeting or does not furnish any reply within 10 days after receiving such proposal, the board of directors shall be deemed as incapable of performing or failing to perform the duty of convening a general meeting, in which case the supervisory committee may convene and preside over such meeting on an unilateral basis.

The extraordinary general meeting convened by the supervisory committee shall be chaired by the chairman of the supervisory committee. When the chairman of

supervisory committee is unable or fails to perform his/her/its duties, one supervisor shall be elected by half or more of the supervisors to convene and preside over meetings of the supervisory committee.

Article 6 Shareholders individually or jointly holding over 10% of the shares of the Company shall be entitled to request the Board of directors to convene an extraordinary general meeting, provided that such proposal shall be made in writing. The board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of an extraordinary general meeting within 10 days upon receipt of such request.

If the board of directors agrees to convene an extraordinary general meeting, a notice of meeting shall be issued within 5 days after the passing of the relevant resolution by the board of directors. Any change to the original request made in the notice shall obtain the approval of relevant shareholders.

If the board of directors does not agree to convene the extraordinary general meeting, or does not furnish any reply within 10 days upon receipt of such requisition, shareholders individually or jointly holding over 10% of the shares of the Company shall be entitled to propose to the supervisory committee that an extraordinary general meeting be convened, and such proposal shall be made in writing to the supervisory committee.

If the supervisory committee agrees to convene an extraordinary general meeting, a notice of meeting shall be issued within 5 days after the receipt of the relevant request. Any change to the original request made in the notice shall obtain the approval of relevant shareholders. If the supervisory committee does not issue a notice of general meeting within the prescribed period, it shall be deemed as failing to convene and preside over the meeting, and shareholders individually or jointly holding over 10% of the shares of the Company for 90 consecutive days may convene and preside over such meeting on an unilateral basis.

If the board of directors has not delivered the notice for the convening of the meeting within 30 days upon the receipt of the written request aforesaid, shareholders making such request may call the meeting on their own within 4 months upon the receipt of such request by the board of directors. The meeting shall be conducted in a manner as similar as possible to that of general meetings convened by the board of directors.

Article 7 If the supervisory committee or shareholders decide(s) to convene a general meeting on their own, a written notice shall be sent to the board of directors.

Prior to the resolutions being passed at the general meeting, the shareholding ratio of the shareholders convening the meeting shall not be less than 10%.

Article 8 For a general meeting convened by the supervisory committee or shareholders itself/themselves, the board of directors and the secretary of the board of directors shall be co-operative. The board of directors shall provide the register of shareholders as of the date of registration. The register of shareholders obtained by the convener shall not be used for purposes other than the convening of the general meeting.

Article 9 Necessary expenses arising from convening of a general meeting by the supervisory committee or shareholders shall be borne by the Company.

Chapter 3 Proposal and Notice of the General Meeting

Article 10 The contents of the resolutions shall be within the scope of power of the general meetings, include a clear subject and specific matters to be resolved and comply with laws, administrative regulations, listing rules of the place where the Company is listed, and relevant requirements in the Articles of Association.

Article 11 Shareholders who individually or jointly hold in aggregate three percent(3%) or more of the shares of the Company shall be entitled to propose resolutions and submit the same in writing to the board of directors ten(10) days prior to the date of the general meeting. The board of the directors shall issue a supplementary

notice of the general meeting setting out the proposed resolutions within two(2) days after the receipt of the proposed resolution(s), and submit such resolution(s) to the general meeting for consideration. Where the issue of the supplementary notice of the general meeting fails to meet the relevant requirements of issue of the supplementary notice stipulated by the listing rules of the place where the shares of the Company are listed, the Company shall adjourn the general meeting as appropriate. The content of the proposed resolution(s) shall be within the scope of power of the general meeting, and shall have a clear matter and concrete terms to be decided.

Save as provided for in the preceding paragraph, upon publication of the notice of the general meeting by the board of directors, no alteration to the matters stated in the resolution(s) of the general meeting or addition to the resolution(s) will be allowed.

Resolutions which are not specified in the notice of annual general meeting or complied with the provisions under the second and third paragraphs of this article shall not be voted or resolved at the general meeting.

Article 12 When the Company convenes an annual general meeting, written notice of the meeting shall be given twenty (20) days before the date of the meeting, and when the Company convenes an extraordinary general meeting, written notice of the meeting shall be given fifteen (15) days before the date of the meeting, to notify all shareholders in the register of shareholders of the matters to be considered and the date and venue of the meeting. Where laws, administrative regulations, ministry regulations, normative rules, and securities regulatory authorities or stock exchange of the place where the shares of the Company are listed have other provisions, such provisions shall prevail.

When calculating the period for issuing the notice, the date of the meeting shall be excluded, but the date of the notice shall be included.

Article 13 The notice of the general meeting shall satisfy the following requirements:

- (i) in written form;
- (ii) setting out the share registration record date for shareholders who are entitled to attend the meeting;
- (iii) specifying the venue, date and time of the meeting;
- (iv) describing the matters to be discussed at the meeting;
- (v) providing shareholders with materials and explanations necessary for them to make sensible decisions in respect of the matters to be discussed, including (but not limited to) specific terms and contract (if any) for a proposed transaction, and a detailed explanation of its causation and consequence where the Company proposes a merger, share redemption, share capital restructuring or other form of restructuring; opinions and reasons given by the independent directors shall be disclosed when the notice or supplementary notice of the general meeting is given if the matters to be discussed require independent directors' opinions;
- (vi) where any director, supervisor, general manager and other senior management members have a material interest in respect of the matters to be discussed, the nature and extent of that interest shall be disclosed; where the impact of the matters to be discussed on such director, supervisor, general manager and other senior management members who are shareholders is different from the impact on other shareholders of the same type, then that difference shall be illustrated;
- (vii) containing the full text of any special resolution proposed to be passed at the meeting;
- (viii) providing a clear text description stating that all shareholders who have the right to attend and vote at the general meeting have the right to entrust one (1) or more proxies, who does not need to be shareholders of the Company, to attend and vote at the meeting; and
- (ix) setting out the deadline and place for the delivery the proxy form for use at the meeting.

Article 14 For matters involving election of directors and/or supervisors to be discussed at the general meeting, the particulars of candidates for directors and/or supervisors to be fully disclosed in the notice of the meeting or the circular attached thereto shall at least include:

- (i) personal particulars including educational background and working experience;
- (ii) relations with the directors, senior management, or controlling shareholders;
- (iii) disclosure of their shareholdings in the Company;
- (iv) whether he/she was subject to any punishment by relevant authorities; and
- (v) other matters required by laws, administrative regulations, listing rules of the place where the Company is listed and the Articles of Association.

The proposal on each candidate for directors or supervisors shall be put forward individually.

Article 15 After issuing the notice of the general meeting, without any proper reason, the general meeting shall not be postponed or cancelled and the proposals set out in the notice of the general meeting shall not be cancelled. In the event of any postponement or cancellation, the convener shall explain the reasons to all shareholders at least 2 working days prior to the original date of the meeting.

Chapter 4 Holding of the General Meeting

Article 16 The Company shall convene a general meeting at the domicile of the Company.

General meetings shall be provided with meeting venue and be convened by ways of on-site meetings.

Shareholders may attend a general meeting in person, and may also appoint a proxy to attend and vote on their behalf.

Article 17 The board of directors and other convener shall take such necessary measures to ensure the normal order of the general meeting. For any disturbance to the order of the meeting and acts infringing the lawful interests of the shareholders, measures shall be taken to prevent them, and they shall be reported to the relevant authorities for investigation.

Article 18 All shareholders recorded in the register on the record date shall have the right to attend the general meetings, which the Company and the convener may not refuse for any reason.

Article 19 The board of directors, independent non-executive directors, and shareholders representing 1% or more of the Company's total voting shares may solicit voting rights from shareholders provided that:

- (i) there are appropriate reasons and relevant information is fully disclosed to the shareholders from whom voting rights are being solicited;
- (ii) such voting rights are exercised as per the undertaking and conditions made to the shareholders being solicited the voting rights when the voting rights are solicited.

Collection of the voting rights shall be executed at nil consideration and full disclosure of information shall be made to those whose voting rights are collected.

Article 20 An individual shareholder who attends the general meeting in person shall show his/her/its own identity certificates and evidence of shareholding. If a legal person shareholder appoints its authorized representative to attend the meeting, such authorized representative shall produce his/her/its own identity certificates and a notarized copy issued by authority of the board of directors of the legal person that appoints such authorized representative or other authority organ, or other certified copy as permitted by the Company. Proxies of shareholders shall produce their identity documents and the proxy form signed by the shareholders or their attorney when attending a general meeting.

Article 21 Shareholders shall appoint proxy in writing. The proxy form shall be signed by the appointer or its authorized representative who has been authorized in writing. If the appointer is a legal person, the document shall be affixed with the legal person's seal or signed by its director or duly authorized executive or duly appointed attorney. Such proxy form must clearly indicate the number of shares which are represented by the proxy. Where a shareholder appoints more than one proxy, he/she shall specify the number of shares and their classes represented by each proxy in the proxy form.

Any format of blank proxy form issued by the board of directors of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast an affirmative or negative vote, and to give separate instructions on each matter to be voted at the meeting. The proxy form shall state that the proxy may vote at his/her/its discretion if the appointer does not give any instruction.

Article 22 To determine the qualifications of attending the general meeting by the shareholders or their proxies, when necessary, the chairman of the meeting may direct the secretary of the board of directors of the Company to carry out necessary investigations, in which case the shareholding being investigated shall provide proper assistance.

Article 23 An instrument appointing a proxy shall be deposited at least twenty-four hours prior to the commencement of the relevant meeting at the registered address of the Company or such other place as the notice of meeting may specify. If the proxy form is signed by a person authorized by the appointer, the power of attorney or other authorization document shall be notarized. The notarized power of attorney or other authorization document and the proxy form authorizing the proxy to vote shall be placed together at the domicile of the Company or other place designated in the notice of meeting.

Article 24 If the appointer is a legal person, its legal representative or other person as resolved and authorized by its board of directors or decision-making body shall attend the

general meeting of the Company on its behalf.

If the shareholder is a recognized clearing house (hereinafter referred to as the “Recognized Clearing House”) (agent thereof) as defined in the relevant ordinance enacted from time to time in Hong Kong, the said shareholder may authorize 1 or more persons as he deems appropriate to act on his/her/its behalf at any general meeting; however, where several persons are thus authorized, the power of attorney shall specify the numbers and classes of shares involved by the said persons. The persons thus authorized may exercise rights on behalf of the Recognized Clearing House (or agent thereof) as if the said persons were the personal shareholders of the Company.

Article 25 The Board of Directors may appoint a public notary to attend the general meeting.

Article 26 Subject to the permission of the chairman of the meeting, other persons may observe the meeting.

Article 27 The convener and the secretary of the board of directors shall together verify the validity of qualification of shareholders in accordance with the register of shareholders provided by the board of directors, and register the name of shareholders and the number of shares with voting rights held by them. Before the chairman of the meeting declares the number of shareholders and proxies present at the meeting as well as the total number of shares with voting rights held by them, registration for the meeting shall be ended.

Article 28 When the Company convenes the general meeting, all directors, supervisors and the secretary of the board of directors shall attend the meeting, and the general manager and other senior management shall sit in on the meeting.

Article 29 A general meeting shall be convened and presided over by the chairman of the board of directors. If the chairman is unable to attend the meeting for any reason, the vice-chairman of the board of directors shall convene and take the chair of the meeting. If both the chairman and vice-chairman of the board of directors are

unable to attend the meeting, then the board of directors may designate 1 director to convene and take the chair of the meeting. If no chairman of the meeting has been designated, shareholders present shall choose 1 person to be the chairman of the meeting. If for any reason the shareholders fail to elect a chairman, then the shareholder (including his/her/its proxy) presents in person or by proxy and holds the largest number of shares carrying the right to vote thereat shall be the chairman of the meeting.

The extraordinary general meeting convened by the supervisory committee shall be chaired by the chairman of the supervisory committee. When the chairman of supervisory committee is unable or fails to perform his/her/its duties, one supervisor shall be elected by half or more of the supervisors to convene and preside over meetings of the supervisory committee.

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

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

Article 30 At the annual general meeting, the board of directors and the supervisory committee shall report to the general meeting for their work over the previous year, and the independent non-executive directors shall also submit their work reports.

Article 31 Directors, supervisors and senior management shall respond and explain to the enquiries made by shareholders at the general meeting. Under any of the following circumstances, the meeting presider may decline to respond to the inquiry, but shall state the reasons to the inquirer:

- (i) the inquired matter is unrelated to the proposed issue;

- (ii) The inquired matter is to be investigated further;
- (iii) The answer to inquiry will reveal trade secrets of the Company or significantly damage mutual interests of the shareholders;
- (iv) Other material matters.

Article 32 Shareholders shall abide by the following rules when making speeches:

- (i) The shareholders shall firstly raise hand and make speech on their seat or in appointed speech place upon approval of the Chairman;
- (ii) When several shareholders raise hands for speech, the Chairman shall assign the speaker;
- (iii) The Chairman shall regulate the speech time and frequency of each shareholder according to specific situation; The speech of shareholder shall not be interrupted within the regulated time period so that the shareholders can enjoy sufficient right of speech;
- (iv) If any shareholder's speech violated the above-mentioned regulations, the Chairman of the meeting can reject or stop.

Article 33 The chairman of the meeting shall declare the total number of shareholders and proxies present at the on-site meeting and the total number of shares with voting rights held by such shareholders and proxies before voting and the total number of shareholders and proxies present at the on-site meeting and the total number of shares with voting rights held by such shareholders and proxies shall be based on the register of the meeting.

Article 34 A shareholder shall abstain from voting for the matters to be considered at the general meeting to which he/she is related and the number of voting shares represented by them shall be excluded from the total number of shares with voting rights at the general meeting. For ordinary resolutions, the subject matters shall be effective upon passed by more than half of the voting rights after deducting that held by related shareholders; for special resolutions, the subject matters shall be

effective upon passed by by more than two thirds of the voting rights after deducting that held by related shareholders; the resolutions and minutes of the general meetings shall contain information on the voting of the non-related shareholdings.

Connected shareholders may apply for abstention on their own, and other shareholders and the board of directors may apply for the abstention of related shareholders. The aforesaid application shall be submitted in writing prior to the general meeting and the board of directors shall be obliged to immediately notify relevant shareholders of the application. Connected shareholders may object to the above application. Where the objection is not submitted prior to the voting, the shareholders being applied for abstention shall abstain. In the event of objection to the application, the supervisory committee may be required to pass a resolution on the application prior to the general meeting. Where the resolution is disputed, an appeal may be submitted to the department with relevant power. The appeal period shall have no effect on the execution of the resolution of the supervisory committee.

Shares of the Company held by itself shall not enjoy voting rights and shall not be calculated in the total number of shares with voting rights held by the present shareholder.

Article 35 Cumulative voting system shall be adopted for voting in respect of the election of directors and supervisors at a general meeting in accordance with the provisions of the Articles of Association or resolutions of the general meeting.

Cumulative voting system mentioned in the preceding paragraph refers to a system of voting for the election of directors or supervisors at the general meeting in which voting rights of each share is equal to the number of directors or supervisors to be elected and the shareholder can aggregate his/her voting rights for one or more candidates.

Article 36 On a poll taken at a meeting, a shareholder (including his/her/its proxy) who is

entitled to 2 or more votes needs not cast all his/her/its votes in the same way.

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

Article 37 When considering a motion at the general meeting, no change shall be made thereto; otherwise, the relevant change shall be treated as a new motion which shall not be voted at that the general meeting.

Article 38 At any general meeting, a resolution shall be decided on a show of hands unless a poll is demanded by the following persons before or after a vote is carried out by a show of hands:

- (i) the chairman of the meeting;
- (ii) at least 2 shareholders present in person or by proxy entitled to vote; and
- (iii) one or more shareholders present in person or by proxy and representing more than 10% (inclusive) of shares carrying the right to vote at the meeting singly or in aggregate.

Unless a poll is demanded, a declaration by the chairman that a resolution has been passed on a show of hands and the record of such in the minutes of the meeting shall be conclusive evidence of the fact that such resolution has been passed. There is no need to provide evidence of the number or proportion of votes in favour of or against such resolution.

The demand for a poll may be withdrawn by the person who demands the same.

Where there are other stipulations in the laws, regulations, listing rules of the place where the shares of the Company are listed or the Articles of Association, such

stipulations shall prevail.

Article 39 Shareholders attending the general meeting shall submit their voting in one of the following ways: “for”, “against” or “abstain”.

Ballot papers that are left in blank, unduly completed or illegible or that have not been cast, are deemed as void votes which means the voter has waived his rights.

Article 40 Before voting on any motion at a the general meeting, two representatives of the shareholders shall be elected to participate in vote counting and one supervisor shall participate in scrutinising. Any shareholder who is related to the matter under consideration and proxies of such shareholder shall not participate in vote counting or scrutinising.

For resolutions voted on at the general meeting, the Company’s H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, or the Company’s auditor, or external accountants qualified as auditor, or other persons meeting the requirements of laws, regulations and listing rules of the place where the shares of the Company are listed shall act as the scrutineer for the voting at the general meeting, and the shareholder representative and the supervisor representative shall jointly participate in the vote counting and scrutinizing.

Article 41 The chairman of the general meeting shall announce the voting results of each motion, and whether the motion is passed pursuant to voting results.

Article 42 The minutes of general meetings shall be recorded by the secretary of board of directors and shall include the following contents:

- (i) time, venue, agenda of meeting and the name or designation of the convener;
- (ii) names of the chairman of the meeting, directors, supervisors, secretary of board of directors, managers, and senior management who attend or observe the meeting;

- (iii) number of shareholders and proxies present at the meeting, total number of the shares with voting rights held by them, and the percentage of shares with voting rights held by them to the total number of shares of the Company;
- (iv) process of consideration, the key points of speeches and voting results for each motion;
- (v) shareholders' enquiries or recommendations and the corresponding replies or explanations;
- (vi) names of the counter and the scrutineer;
- (vii) other matters which shall be recorded in the meeting minutes pursuant to the Articles of Association.

Directors, the secretary of the board of directors, the convener or his/her representative and the chairman of the meeting shall sign on the minutes of the meeting and ensure that the contents of the minutes are true, accurate and complete. The minutes of the meeting should be stored and maintained with the register for signing of attending shareholders and the proxy form of their proxies and valid information on the voting, and the maintaining period shall not be less than ten years.

Article 43 The convener shall ensure the the general meeting is held without adjournment until the final resolution is reached. Where special reasons such as force majeure have led to the suspension of the meeting or no resolution can be adopted, necessary measures should be taken to resume the meeting, or to end the meeting directly.

Article 44 For the proposed resolution in relation to the election of directors and/or supervisors passed at the the general meeting, those newly elected directors and/or supervisors shall assume office in accordance with laws, regulations, listing rules of the place where the shares of the Company are listed and the Articles of Association.

Article 45 For the proposed resolution in relation to the dividend payment, bonus shares, or conversion of capital reserve fund to increase share capital passed at the the general meeting, the Company shall implement specific plan within two months after the conclusion of the general meeting.

Article 46 The resolutions of the general meeting shall be divided into general resolutions and special resolutions.

General resolutions made by the general meeting shall be adopted by more than half of voting shares held by the shareholders (including their proxies) present at the meeting.

Special resolutions made by the general meeting shall be adopted by more than two-third of voting shares held by the shareholders (including their proxies) present at the meeting.

The shareholders (including their proxies) attending the meeting shall clearly show approval or objection to every matter to be voted on. As for the unpolled vote or abstention, the Company will not treat it as the vote with voting right when calculating the voting result of this matter.

The following matters shall be resolved by a general resolution at the general meeting:

- (i) work reports of the board of directors and the supervisory committee;
- (ii) profit distribution plans and loss recovery plans formulated by the board of directors;
- (iii) appointment and removal of members of the board of directors and the supervisory committee and their remuneration and manner of payment;
- (iv) annual preliminary and final budgets, balances sheets, profit and loss accounts and other financial statements of the Company; and
- (v) matters other than those which are required by the laws and administrative

regulations or by the Articles of Association to be adopted by special resolution.

The following matters shall be resolved by a special resolution at the general meeting:

- (i) the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities;
- (ii) the issue of debentures of the Company;
- (iii) the division, merger, dissolution, liquidation and change the form of the Company;
- (iv) amendment of the Articles of Association; and
- (v) any other matters required by the laws, administrative regulations or the Articles of Association to be resolved by way of special resolutions, and those considered by the general meeting and resolved by way of a general resolution, to be of a nature which may have a material impact on the Company and therefore shall be adopted by special resolutions.

Article 47 Any resolution passed at the general meeting shall comply with the laws and administrative regulations in China, the listing rules of the place where the shares of the Company are listed as well as relevant provisions of the Articles of Association.

Chapter 5 Supplementary provisions

Article 48 The expressions of “above/more than” and “within” shall include the figures mentioned whilst the expressions of “over”, “less than” and “more than” shall not include the figures mentioned.

Article 49 The right to interpretation of the Rules of Procedure shall be vested in the board of directors.

Article 50 As the shares issued by the Company are listed on the Stock Exchange of Hong Kong Limited, the Rules of Procedures shall comply with the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited as amended from time to time, other applicable laws and regulations of Hong Kong. In case of any inconsistencies, contraventions or conflicts arising between any applicable laws, regulations, listing rules of the place where the shares of the Company are listed and the Rules of Procedure, the severest provisions shall prevail under the principle of severity.

Article 51 These Rules of Procedure and any amendments thereto are formulated by the Board and shall come into effect from the date of approval at a shareholder's general meeting.