

Rules of Procedures for Shareholders' Meeting of Yankuang Energy Group Company Limited

(As approved by the 2025 annual general meeting of the Company)

CONTENTS

- Chapter 1 General Provisions
- Chapter 2 Powers of Shareholders' Meetings
- Chapter 3 Convening of Shareholders' Meetings
- Chapter 4 Qualifications of Shareholders Attending the Shareholders'
 Meeting
- Chapter 5 Proposals and Notice of the Shareholders' Meeting
- Chapter 6 Convening of Shareholders' Meeting
- Chapter 7 Examination of Motions
- Chapter 8 Resolutions of Shareholders' Meetings
- Chapter 9 Disclosure of Resolutions of Shareholders' Meetings
- Chapter 10 Minutes of Shareholders' Meetings
- Chapter 11 Supplementary Provisions

Chapter 1 General Provisions

Article 1 These rules (these “Rules”) are specifically formulated in accordance with laws, administrative regulations, departmental regulations and normative documents, including the Company Law of the People’s Republic of China (the “Company Law”), the Rules for the General Assemblies of Shareholders of Listed Companies and the Code of Corporate Governance for Listed Companies promulgated by the China Securities Regulatory Commission (the “CSRC”), and the Articles of association of Yanzhou Coal Mining Company Limited (the “Company”) for the purpose of regulating the proceedings of shareholders’ meetings, ensuring that shareholders’ meetings are duly convened and conducted, and resolutions are legally passed, enhancing the efficiency of shareholders’ meetings and protecting the legal rights and interests of shareholders.

Article 2 The convoking, proposals, notices, convening and other matters of the shareholders' meeting of listed companies shall be subject to these rules.

Article 3 The Company shall convene the shareholders’ meetings in strict compliance with the relevant requirements stipulated under laws, administrative regulations, these Rules and the Company’s Articles of Association to ensure that the shareholders can exercise their rights in accordance with laws.

The board of directors of the Company shall faithfully perform its obligations and shall organize the shareholders’ meetings prudently and timely. The directors are obliged to diligently fulfill their obligation to ensure that the shareholders’ meetings are convened and held in an orderly manner and the functions and powers of the meetings are exercised in accordance with laws.

Article 4 The shareholders’ meeting shall exercise its functions and powers pursuant to the Company Law and the Company’s Articles of association.

Article 5 Shareholders’ meetings shall be commonly convened in the place of business of the Company or any other place specified in the notice of the shareholders’ meeting of the Company.

Chapter 2 Powers of Shareholders’ Meetings

Article 6 The shareholders’ meeting of the Company is composed of all shareholders. Shareholders’ meetings are the organ of authority of the Company and shall exercise the following functions and powers in accordance with the laws:

- (1) to elect and replace directors who are not the employee representatives and to decide on matters relating to the remuneration of directors;
- (2) to examine and approve the board of directors’ reports;
- (3) to examine and approve the Company’s profit distribution plans and loss recovery

plans;

- (4) to decide on the increase or reduction of the Company's registered capital;
- (5) to decide on the issue of debentures by the Company;
- (6) to decide on matters such as merger, division, dissolution and liquidation of the to decide on the issue of debentures by the Company;
- (7) to amend the Company's Articles of Association;
- (8) to decide on the appointment, dismissal and non-reappointment of the accountants of the Company;
- (9) to examine and approve the matters of guarantee as stipulated in and financial assistance as stipulated in the Company's Articles of Association;
- (10) to consider the Company's annual significant asset purchase or sale exceeding 30% of the audited total asset in the immediate preceding period;
- (11) to examine and approve any change in the use of funds raised;
- (12) to consider share option scheme and Employee Stock Ownership Plan;
- (13) to consider other matters which, according to laws, administrative regulations, departmental rules or the Company's Articles of Association, need to be resolved by the shareholders' meeting.

The shareholders' meeting may authorize the board of directors to make a resolution on the issuance of corporate bonds.

Article 7 An ordinary resolution must be passed by votes representing more than half of the voting rights represented by the shareholders (including proxies) present at the meeting. A special resolution must be passed by votes representing more than two-third of the voting rights represented by shareholders (including proxies) present at the meeting.

Article 8 The following matters shall be resolved by way of an ordinary resolution at the shareholders' meeting:

- (1) working reports of the board of directors;
- (2) profits distribution plan and loss recovery plan proposed by the board of directors;
- (3) dismissal of members of the board of directors and their remuneration and method of payment;
- (4) other matters except those requiring special resolutions in accordance with laws,

administrative regulations or the Company's Articles of Association.

Article 9 The following matters shall be resolved by a special resolution at a shareholders' meeting:

- (1) the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities;
- (2) the division, divestitures, merger, dissolution, liquidation and change of form of the Company;
- (3) amendment of the Company's Articles of Association;
- (4) the Company's annual significant asset purchase or sale or guarantee with an amount exceeding 30% of the audited total asset in the immediately preceding period;
- (5) share option scheme;
- (6) any other matters requiring special resolutions in accordance with laws, administrative regulations or the Company's Articles of Association and those considered by shareholders in general meetings, and resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by a special resolution.

Chapter 3 Convening of Shareholders' Meetings

Shareholders' general meetings are divided into annual general meetings and extraordinary general meetings.

Article 10 Annual general meetings are held once every year and within six (6) months from the end of the preceding financial year. An extraordinary general meeting shall be convened irregularly, and shall be held within two months in any of the following circumstances.

- (1) where the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Company's articles of association or is less than eight (8);
- (2) where the unrecovered losses of the Company amount to one-third of the total amount of its paid-up share capital;
- (3) where shareholder(s) singly or jointly holding 10% or more of the Company's shares request(s);
- (4) whenever the board of directors deems necessary;
- (5) other situations as stipulated in the Company's Articles of association.

If the Company fails to convene shareholders' meetings for any reason during the above-mentioned period, the Company shall report to the branch of the CSRC where the Company locates, and the stock exchanges where its stocks are listed (hereinafter names as the "Stock Exchanges"), explaining the reasons and shall publish public announcements.

Article 11 With the approval of more than half of all independent directors, independent shareholders are entitled to propose to the board of directors to convene an extraordinary general meeting. Whenever any independent director requests the board of directors to convene an extraordinary general meeting, the board of directors shall, in accordance with laws, administrative regulations and the Company's Articles of Association, reply in writing stating whether such request is consented to or not within ten (10) days after receipt of the request.

If the board of directors consents to the request, a notice of convening the shareholders' meeting shall be issued within five (5) days after the resolution has been made by the board of directors; if the board of directors refuses the request, the board of directors shall explain and publish public announcements.

Article 12 The audit committee is entitled to propose to the board of directors in writing for convening the extraordinary general meeting. The board of directors shall, in accordance with laws, administrative regulations and the Company's Articles of Association, reply in writing stating whether such request is consented to or not within ten (10) days after receipt of the request.

If the board of directors consents to the request, a notice of convening the shareholders' general meeting shall be issued within five (5) days after the resolution has been passed by the board of directors. In cases where the agenda proposed by the supervisory committee has been changed in such notice, consent from the audit committee shall be obtained.

If the board of directors refuses the request, or the board of directors has not replied in writing stating whether such request is consented to or not within ten (10) days after receipt of the request, the board of directors shall be deemed as unable to convene or not convening such shareholders' meeting. The audit committee can then convene and chair a general meeting by itself.

Article 13 Shareholders shall request an extraordinary general meeting in pursuant to the following proceedings:

- (1) Shareholders who individually or together hold more than 10% of the shares (excluding treasury shares) entitled to propose to convene an extraordinary general meeting to the board of directors in writing. Within 10 days of receiving such proposal, the board of directors shall provide its written decision as to whether it agrees to convene such general meeting in accordance with the laws, administrative regulations and the Articles of Association.
- (2) If the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice of meeting within 5 days of its decision, and any changes to

the proposal shall be made only with the consent of the proposing shareholders.

- (3) If the board of directors decides against convening the proposed extraordinary general meeting, or if it fails to provide its written decision within 10 days of receipt of the proposal, shareholders individually or in aggregate holding 10% or more of the shares (excluding treasury shares) of the Company are entitled to propose to convene general meeting to the audit committee in writing.
- (4) If the audit committee agrees to convene the proposed extraordinary meeting, it shall issue the notice of meeting within 5 days of receipt of the proposal, and any changes to the original proposal shall be made only with the consent of the shareholders.
- (5) If the audit committee fails to issue a notice of meeting within the prescribed period, the audit committee shall be deemed not to convene and chair the meeting. Shareholders individually or in aggregate holding 10% or more of the shares (excluding treasury shares) of the Company for 90 consecutive days may convene and chair the meeting on their own.

Article 14 If the audit committee or the shareholders decide to convene the extraordinary general meeting itself, they shall notify the board of directors in writing and report the same to the Stock Exchanges.

Before the announcement of the resolution of the shareholders' meeting, the proportion of shares held by the requesting shareholders shall not be less than 10% (excluding treasury shares).

The audit committee and the requesting shareholders shall provide the relevant evidencing materials to the Stock Exchanges when issuing the notice convening the extraordinary general meeting and making announcement of resolutions resolved at the extraordinary shareholders' general meeting.

Article 15 The board of directors and its secretary shall act cooperatively in relation to the extraordinary shareholders' general meeting convened by the audit committee or the requesting shareholders. The board of directors shall provide the shareholder register on the closing date of registration, failing of which shall entitle the convener to apply for such shareholder register from the securities registrar and settlement institute by producing the relevant announcement convening the extraordinary general meeting. The convener shall not use such shareholder register so obtained for any purposes other than convening the extraordinary general meeting.

Article 16 The necessary expenses for the shareholders' meeting convened by the audit committee or shareholders themselves shall be borne by the Company.

Chapter 4 Qualifications of Shareholders Attending the Shareholders' Meeting

Article 17 Shareholders who are on the register of shareholders on the date of book

closure as stated on the notice of the shareholders' meeting, and after they have registered as required, are entitled to attend the meeting and exercise voting rights in accordance with relevant laws and regulations, rules of listing places and the Company's articles of association..

Article 18 Any shareholder who is entitled to attend and vote at a general meeting of the Company shall be entitled to appoint one (1) or more proxies (such person need not be a shareholder) to attend and vote at such meeting on his behalf.

Article 19 The board of directors, independent directors and shareholders holding more than one percent of the voting shares or investor protection institutions established in accordance with laws, administrative regulations or provisions of the CSRC can openly solicit proxies from the Company's shareholders to attend the shareholders' general meeting on their behalf and exercise shareholders' rights, such as the right to propose motions and vote. Except as otherwise provided by laws and regulations, the Company and the convener of the shareholders' general meeting shall not impose conditions on the proxy solicitor. The solicitation of shareholders' rights shall be conducted on a gratuitous basis, and sufficient information necessary for shareholders to make an authorization shall be fully disclosed to the solicitees. Soliciting shareholders' rights in the form of consideration or de facto consideration is prohibited.

Article 20 A shareholder who attends the shareholders' meeting shall show his shareholding account voucher, identity card or other valid identification documents which can prove his identity; a proxy attending the shareholders' meeting shall also show the power of attorney provided by the shareholder and his own valid identification documents.

Article 21 The power of attorney provided by the shareholders shall contain the following items:

- (I) The name of the proxy;
- (II) Whether the proxy is vested with the right to vote;
- (III) Instruction on whether to vote for or against or to abstain from voting for every item listed on the agenda to be voted at the shareholders' meeting (excluding power of attorney provided by shareholders holding H shares);
- (IV) The signing date and validity period of the power of attorney;
- (V) The signature (or seal) of the appointer. If the appointer is a corporation, the common seal shall be affixed.

Article 22 The relevant instruments provided by the shareholders and the proxies attending the meeting shall be viewed as invalid for attending such meeting in any of the following circumstances:

- (1) The identity cards produced violate the Regulations of Resident Identical Cards and the Detailed Rules for Implementation in such a way that they are imitated, expired, altered or having the wrong digits of card number;
- (2) The identity card produced cannot be verified;
- (3) More than one proxy is appointed by the same shareholder and the signature on

their powers of attorney are apparently inconsistent;

- (4) The signature on the power of attorney submitted by fax for registration is apparently inconsistent with that produced at the meeting;
- (5) The power of attorney is not signed nor sealed by the appointer;
- (6) The relevant documentary proof submitted is in apparent breach of the laws, regulations or the Company's Article and Association.

Chapter 5 Proposals and Notice of the Shareholders' Meeting

Article 23 The board of directors, the audit committee and shareholders who hold more than 1% shares of the Company singly or jointly, are entitled to propose motions to the shareholders' general meeting convened by the Company.

A shareholder singly or shareholders jointly holding more than 1% of the shares of the Company may propose new motions to the convener in writing 10 days before the shareholders' meeting. The convener shall issue supplementary notice of shareholders' meeting within two days after receipt of the new motion and make announcement of the content of the new motion, and submit such new motion to the General Meeting for consideration, except for the breach of laws, administrative regulations or requirements of the Articles of Association or the matters in the motion(s) that do not fall within the scope of functions and rights of the shareholders' meetings.

Except as mentioned above, the convener shall not amend any motion or newly added motion as specified in the notice of shareholders' meeting after making announcement of the shareholders' general meeting.

Motion(s) not specified in the notice of shareholders' meeting or inconsistent with the requirements stipulated in Article 24 of this Rule shall not be voted or resolved at the shareholders' meeting.

Article 24 The motion(s) proposed shall be within the scope of the functions and powers of the shareholders' meeting, with clear topic and specific matters to be resolved, and in accordance with relevant regulations as stipulated in laws, administrative regulations and the Company's Articles of association.

Article 25 When the Company convenes a shareholders' annual general meeting, written notice of the meeting shall be given twenty-one (21) days before the date of the meeting. When the Company convenes a shareholders' extraordinary general meeting, written notice of the meeting shall be given fifteen (15) days before the date of the meeting. (When calculating the days' period, the date on which the notice of the meeting is given and the meeting is held shall not be included).

Article 26 For foreign shareholders, notice of shareholders' meetings shall be served on them to their address as shown in the register of shareholders and public announcement shall be made in Hong Kong in Chinese and English. For holders of domestic shares, notice of the meetings shall be issued by way of public announcement on at least one newspaper designated by the security authority of the State Council for

disclosure of information. After such public announcement is made, holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' meetings.

Article 27 Any shareholder intending to attend the meeting shall deliver to the Company a written reply showing his intention to attend within the time limit specified in the notice.

Article 28 The notice of the shareholders' meeting shall meet the following requirements:

- (1) Unless otherwise provided by the relevant laws and regulations, the listing rules issued at the listing place of the Company and the Articles of Association in respect of the means of receipt of corporate communication, a notice should be provided in written form;
- (2) specify the place, date and time for the meeting;
- (3) set out the matters and proposals to be considered at the meeting;
- (4) contain a conspicuous statement that a shareholder is entitled to attend and vote at the meeting and is entitled to appoint one (1) proxy in writing to attend such meeting and to vote on his behalf and that a proxy needs not be a shareholder of the Company;
- (5) state the date and place to serve a proxy form to appoint a proxy to vote at the meeting;
- (6) state the deadline for registration of shareholding for the purpose of qualifying to attend such meeting, the interval between the equity registration date and the meeting date shall be no more than seven business days. Once the equity registration date is confirmed, it shall not be changed;
- (7) state the name and telephone number of the contact person for the meeting;
- (8) voting time and voting procedure via Internet or by other means.

Article 29 The notice convening shareholders' general meeting and its supplementary notice shall fully and completely disclose the specific contents of all motions, and provide all data or explanation necessary for the shareholders to make reasonable judgment towards the matters to be discussed.

Article 30 As for election of directors to be discussed at the shareholders' meeting, the notice of the shareholders' meeting shall fully disclose the detailed information of the candidates for directors, and include the following minimum information:

- (1) Personal background, such as education, work experience, and part-time jobs;
- (2) If any, his/her associate relationship with the Company, the controlling

shareholder of the Company or the actual controller of the Company;

- (3) Amount of shareholdings held in the Company;
- (4) (If any) his/her penalties received from the CSRC and other relevant departments, and warnings from the Stock Exchanges.

In addition to the adoption of the cumulative voting mechanism to elect directors, each candidate for directors shall be proposed in a separate motion.

Article 31 After the issuance of the notice convening the shareholders' meeting, the meeting cannot be postponed or cancelled without reasonable grounds and the motion(s) specified in the notice cannot be cancelled. In cases where the meeting has to be postponed or cancelled, the convener shall make announcement and explanation at least two (2) working days before the original convening date of the meeting.

Chapter 6 Convening of Shareholders' Meeting

Article 32 The Company shall adopt the principle of simplicity to convene shareholders' meetings and shall not pay additional economic benefits to the attending shareholders (or proxies).

Article 33 The board of directors and other conveners shall take all the necessary measures to ensure that the shareholders' meeting is held in an orderly manner. Apart from the shareholders (or proxies), directors, management staff, attesting solicitors, Company's accountants and the persons invited by the board of directors, the Company is entitled to refuse attendance of other people.

Any behavior interfering with the shareholders' meeting, causing disturbance or prejudicing the legitimate rights and interest of the shareholders shall be prohibited by taking necessary measures and reporting to the relevant departments for further handling.

Article 34 The Company shall convene its shareholders' meeting at the registered address of the Company or other places as specified in the Company's Articles of Association.

A conference venue shall be set up for the shareholders' meeting in the form of physical meetings and the Company shall, in accordance with laws, administrative regulations or provisions of the China Securities Regulatory Commission or the Company's Articles of Association, adopt safe, economical and convenient networks and other means to provide convenience for its shareholders to conveniently participate in the shareholders' meetings. The Company shall ensure that the shareholders' meeting is legal and valid, and facilitate the participation of shareholders in the meeting. The shareholders' meeting shall give each proposal a reasonable time for deliberation.

The shareholders can personally attend and vote at the shareholders' meeting, or authorize proxies to attend the meeting and vote within the scope of authority granted by the power of attorney.

The online voting services for holders of domestic shares shall be provided by the internet service providers designated by the security authority of the State Council and the Shanghai Stock Exchange.

Article 35 The notice of shareholders' meeting shall state clearly the voting time and voting proceedings with such means.

The voting of a shareholders' meeting held through network or other means shall not commence before 3:00 pm on the day before the day on which the on-site shareholders' meeting is convened, nor after 9:30 am on the day on which the on-site shareholders' general meeting is convened, and shall not end before 3:00 pm on the closing day of the on-site shareholders' meeting.

Article 36 The convener and the solicitors shall together verify the validity of the shareholders' qualification in accordance with the shareholder register provided by the securities registrar and settlement institute, and register the names of the shareholders and their amount of voting shares held. And the meeting attendance registration shall end before the person presiding the meeting announcing the number of shareholders and proxies present and the total amount of voting shares held.

Article 37 If the shareholders' requires a director or senior manager to attend the meeting, the director or senior manager shall do so and shall answer the shareholders' inquiries.

Article 38 In pursuant to the arrangement by the board of directors, the working body of the board of directors shall be responsible for organizing shareholders' meetings.

Article 39 When convening a shareholders' meeting, the Company shall appoint a lawyer to issue a legal opinion on the following matters and make announcements in relation thereto:

- (1) whether the procedures of convening and holding the shareholders' meetings comply with laws, administrative regulations, these Rules and the Company's Article and Association;
- (2) whether the qualifications of the persons attending the general meeting and the convener are legally valid;
- (3) whether the procedures of resolution and the results of resolution are legally valid;
- (4) any other matters as required by the Company.

Article 40 The Chairman of the board of directors shall be presided over the shareholders' meeting. If the chairman of the board of directors is unable or fail to perform his duty, then the vice-chairman shall presided over. If the vice- chairman of the board of directors is unable or fail to perform his duty, then a director may be nominated by more than half of all the directors to presided over.

The chairman of the audit committee shall act as the chairman of the shareholders'

meeting convened by the audit committee itself. If the e convener of the audit committee is unable to or does not perform his obligation, then the vice-chairman shall preside at the meeting. If the vice-chairman is unable to or does not perform his obligation, then a member of the audit committee elected by more than half of the members of the audit committee shall preside at the meeting.

The convener shall nominate a representative to preside at the shareholders' meeting convened by the shareholders themselves.

At the shareholders' meeting, if the host of the meeting violates rules of procedures and impedes the meeting, upon approval passed by more than half of the shareholders with voting right present at the general meeting, the general meeting can nominate one (1) person to preside at the meeting and such meeting shall continue.

Article 41 The shareholders (or proxies) shall sign in the attendance book.

Article 42 The board of directors shall present their working reports of the preceding year at the shareholders' annual general meeting. The independent directors shall present a working report of all independent directors at the shareholders' annual general meeting of the Company and explain the performance of their obligations, each independent director shall also make a report on his work.

Article 43 Before the voting, the person presiding at the meeting shall announce the number of shareholders and proxies attending the on-site meeting and the total amount of voting shares, which shall be subject to the figures registered at the meeting.

Article 44 The shareholder who has any associate relationship with the matters to be resolved at the shareholders' meeting shall abstain from voting and his number of voting shares shall not be counted towards the total number of the voting shares present at the general meeting.

The shares held by the Company itself do not have voting right, and such shares shall not be counted towards the total amount of voting shares present at the shareholders' meeting.

When a shareholder purchased the Company's voting shares in violation of the provisions of the first and second paragraphs under Article 63 of the Securities Law, such shares in excess of the prescribed proportion shall not be exercisable for voting within thirty-six months from the date of purchase, and nor be counted in the total number of voting shares present at the shareholders' meeting.

Chapter 7 Examination of Motions

Article 45 No amendment shall be made to the motion(s) when they are being examined and considered at the shareholders' meeting. Otherwise, any change to the motion shall be considered as a new motion and shall not be resolved at that current shareholders' meeting.

Article 46 One voting right can only be exercised by either on-site voting, network or

other voting means. The first voting result shall prevail when there are repeated votings under the same voting right.

Article 47 The shareholders attending the shareholders' meeting shall vote "for", "against" or "abstain" for every motion proposed for resolution (H Shareholders' votes for the motion may exclude abstention), save for the circumstance under which the securities registration and clearing institution, acting as the nominal holder of shares under the Mainland-Hong Kong Stock Connect, makes a declaration according to the intentions of the de facto holders.

Any vote which is incomplete, incorrectly completed, completed with illegible writing or not cast shall be deemed to be from a voter abstaining from voting. The voting result of such voting shares shall be counted as "abstaining".

Article 48 Directors and senior management shall make a reply or statement to the shareholders' queries and suggestions.

Article 49 The chairman of the meeting, the directors and the senior management can refuse to respond to the inquiries of the shareholders in any one of the following circumstances, but shall give explanation to the shareholders of his refusal:

- (1) the matters inquired have no relation to the motions of the meeting;
- (2) the matters inquired are subject to investigation;
- (3) the matters inquired relates to the business secrets of the Company.

Article 50 The host of the meeting shall have the power to declare the adjournment of the meeting, based on the progress and arrangement of the meeting.

Chapter 8 Resolutions of Shareholders' Meetings

Article 51 In normal circumstances, shareholders shall examine all motions before they are put to vote; or the shareholders may examine and take a vote upon every motion one by one.

Article 52 A shareholder (including a proxy), when voting at a shareholders' meeting, may exercise such voting rights as are attached to the number of voting shares he represents. Each share shall have one (1) vote.

Article 53 The accumulative voting method shall be used in both the election of directors (including independent directors but excluding directors as employees' representatives) at shareholders' meetings. Votes shall be taken for candidate of directors.

For election of directors in shareholders' meetings, independent directors shall be elected separately from other directors.

Article 54 Except in accumulative voting, the shareholders' meetings shall vote on

all motions proposed one by one, and examine and approve different motions related to the same matter in the time sequence as submitted. Unless the shareholders' meeting is adjourned or rendered unable to make resolution by force majeure or other exceptional reasons, the general meeting shall not leave the motion(s) proposed unconsidered or fail to vote on it.

Article 55 The number of votes cast by shareholders or proxies through the internet voting system, at the venue of the meeting and by other ways complying with regulations shall be counted towards the total numbers of votes of poll.

When the shareholders' meeting considers material matters affecting the interests of small and medium-sized investors, the votes of shareholders except the directors and senior management of the Company and shareholders who individually or collectively hold more than 5% of the shares of the Company shall be counted and disclosed separately.

Article 56 Where any shareholder is required to abstain from voting on any particular resolution or restricted to vote only for or against any particular resolution under the Listing Rules of the Stock Exchange of Hong Kong, any vote cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted towards the total number of votes.

Article 57 Before voting on the motions proposed, the shareholders' general meeting shall nominate two (2) representatives of shareholders to participate in counting the votes and scrutineering. If the shareholder has associate relationship with the matters to be examined and resolved, the relevant shareholders or proxies shall not participate in counting or scrutineering the voting of the resolution.

When the shareholders' meeting is voting on the motion(s) proposed, the lawyer(s) and the representative(s) of shareholders shall be responsible for counting and scrutineering the votes of resolutions together, and announce the voting results on the spot.

The shareholder or his proxy voting through network or other means is entitled to verify their votes of resolution through the corresponding voting system.

Article 58 The end time of the shareholders' meeting on site shall not be earlier than that conducted via the internet or other means. The presiding officer shall announce the vote and the result of each proposal at the meeting on site and, based on the result of the vote, whether the proposal is adopted or not.

Before the voting results are officially announced, the companies, counting officers, scrutinizers, major shareholders, the internet service provider and all relevant parties in relation to voting on-site, by internet or otherwise have the duty to keep confidential the voting results.

Article 59 If a resolution passed at the Company's general meeting violates the laws or administrative regulations, it shall be invalid.

The controlling shareholders and de facto controller of the Company shall

not restrict or impede small-to-medium investors from legally exercising their voting rights and shall not damage the legitimate rights of the Company and small-to-medium investors.

If the procedures for convening, or the method of voting at, a shareholders' general meeting violate the laws, administrative regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, shareholders shall have the rights to submit a petition to the People's Court to revoke such resolution within sixty (60) days from the date on which such resolution is adopted. However, this does not apply in the event that the convening of a shareholders' meeting or any voting procedure in such meetings has minor flaws only which have no substantial impact on any resolution.

Where the board of directors, shareholders and other stakeholders dispute the qualifications of the convener, the convening procedures, the legality of the proposal content, the validity of a resolution of a shareholders' meeting, the legal action should be promptly taken to the People's court. Before the People's court makes a judgement or ruling, such as a cancellation of a resolution, the relevant party shall implement the resolution of the shareholders' meeting. The Company, directors and senior management shall perform their duties diligently and promptly execute the resolutions of the shareholders' meeting, to ensure the normal operation of the Company.

Where the People's court makes a judgement or ruling on a relevant matter, the listed company shall fulfil its obligation to disclose the information in accordance with the laws, administrative regulations, the requirements of the CSRC and business rules of the stock exchange where the Company's shares are listed, fully explain the impact, and actively co-operate with the enforcement of the judgement or ruling after it has come into effect. Where corrections to prior events are involved, they shall be handled in a timely manner and the corresponding information disclosure obligations shall be fulfilled.

Chapter 9 Disclosure of Resolutions of Shareholders' Meetings

Article 60 The resolution of the general meeting passed by votes in a shareholder's meeting shall be signed by the directors and the secretaries of the board of directors of the Company attending or being present in the meeting for confirmation.

Article 61 The board of directors and other convener(s) shall ensure that the shareholders' general meeting will be held uninterruptedly until a final resolution is passed. If the shareholders' general meeting cannot be held or no resolution is passed therein due to force majeure or any other exceptional reasons, the board of directors and other convener(s) shall take necessary measures to convene the shareholders' meeting as soon as possible or directly terminate this shareholders' general meeting and promptly make a public announcement. At the same time, the convener shall report to the local branch of the CSRC where the Company locates and the stock exchange in charge of the registered address of the Company.

Article 62 On the day when the shareholders' meeting ends, the Company shall

submit the resolutions passed, public announcement of resolutions, legal opinions of attesting solicitor to the stock exchanges. the Company shall issue the public announcement of resolutions in national and overseas newspapers in a timely manner after the closing of the shareholders' meeting.

Article 63 Disclosure of resolutions of shareholders' meetings shall be carried out concurrently both locally and in overseas where the Company's shares are listed.

Article 64 The resolution of a shareholders' meeting shall be publicly announced in time and the public announcement shall include the time, place and way of convening the meeting, the convener, the numbers of shareholders (and proxies) attending the meeting, the total numbers of voting shares held by them, their proportion to the total voting shares of the Company, the means of votes, the result of every motion, the concluding opinion of the legal opinion, etc.

The Company shall take the statistics and announce the situation of the attendance and voting of holders of domestic shares and of foreign shares separately.

Article 65 If the proposed resolution is not passed or resolution passed in previous meetings is amended in the shareholder's meeting, relevant special statements shall be made in the announcement of the resolution of the shareholder's meeting.

Article 66 If a proposed resolution concerning cash distribution, bonus issue, and capital reserve capitalisation has been passed at the shareholders' meeting, the Company shall implement a specific scheme within two (2) months after the closing date of the shareholders' meeting.

Chapter 10 Minutes of Shareholders' Meetings

Article 67 The secretary of the board of directors shall be responsible for the minutes of the meeting, which shall include the following contents:

- (1) date, venue, agenda of the meeting and the name or title of the convener;
- (2) name of the person presiding at or being presenting in the meeting, the directors and the senior management attending the meeting as non-voting delegates or otherwise;
- (3) number of shareholders and proxies attending the meeting, the total number of voting shares held and the proportion of their total voting shares to the Company's total shares;
- (4) proceedings, main points raised and voting result on every motion proposed to be examined;
- (5) shareholders' comments and suggestions as well as the corresponding replies and explanations;
- (6) names of the solicitor, votes counting person, and scrutineer;

- (7) other contents required to be included in the minutes by the Company's Articles of Association.

The directors, secretary to the board of directors, convener or his representative who attend(s) or are(is) present in the meeting, and the person presiding at the meeting shall sign on the minutes, and ensure the truthfulness, accuracy and completeness of the contents of the minutes. The minutes shall be filed as records together with the signature book signed by shareholders attending the meeting, the proxies' power of attorney, and other effective voting data by way of network or other means, and be kept for at least ten (10) years.

Article 68 Copies of the minutes of meeting shall be open for free inspection during the business hours of the Company by any shareholder. If a shareholder demands from the Company a copy of such minutes, the Company shall send a copy to him within seven (7) days of the receipt of reasonable charges.

Chapter 11 Supplementary Provisions

Article 69 These Rules will take effect on the date when they are passed by the shareholders' meeting of the Company.

Article 70 Where these Rules are in conflict with any of the promulgated laws, regulations, local listing rules and the articles and association of the Company, the relevant laws, regulations, rules and articles shall be complied with.

Article 71 The words herein of "more" and "within" include the figure itself; while the words of "exceeding" exclude the figure itself.

Article 72 These Rules shall be interpreted by the board of directors of the Company.