

Rules of Procedure of the Board of Directors
of
Fuyao Glass Industry Group Co., Ltd.

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CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to clarify the duties and authorities of the Board of Directors of Fuyao Glass Industry Group Co., Ltd. (hereinafter referred to as the “Company”), standardize the internal organization and operational procedures, give full play to the decision-making body of the Board, the following rules are formulated in accordance with the Company Laws of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Code of Corporate Governance for Listed Companies in China, Listing Rules of Shanghai Stock Exchange, the Special regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Provision for Articles of Association of Companies Listed Overseas, the Circular Regarding Comments on the Amendments to Articles of Association of Companies Listed in Hong Kong, the Rules Governing the Listing Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other relevant laws, rules, regulations, regulatory documents and the provisions of the Articles of Association with taking into consideration the actual conditions of the Company.

CHAPTER 2 NATURE AND FUNCTIONS AND POWERS OF THE BOARD OF DIRECTORS

Article 2 The Board of Directors shall be established by the Company in compliance with the laws. The Board is accountable to the Shareholders, responsible for the operation and management of the Company’s legal property, and is the decision-making body for the Company’s business.

Article 3 The Board of Directors shall exercise the following powers:

- (1) Convening general meetings and presenting reports thereto;
- (2) Implementing the resolutions made at the general meetings;
- (3) Determining the Company’s business and investment plans;

- (4) Working out the Company's annual financial budget plans and final account plans;
- (5) Working out the Company's profit distribution plans and loss recovery plans;
- (6) Working out the Company's plans on the increase or reduction of registered capital, as well as on the issuance of bonds or other securities and listing plans;
- (7) Formulating proposals for material acquisitions, purchase of shares of the Company, merger, split-up, dissolution and change of the Company form;
- (8) Deciding on external investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, etc. of the Company within the scope authorized by the general meeting;
- (9) Making decisions on the establishment of the Company's internal management departments;
- (10) Appointing or dismissing the Company's general manager and the secretary of the Board of Directors and determine their remunerations, rewards and punishments, and appointing or dismissing the Company's deputy general manager, chief financial officer and other senior executives and determine their remunerations, rewards and punishments;
- (11) Working out the Company's basic management system;
- (12) Formulating the proposals for any amendment to the Articles;
- (13) Managing the information disclosure of the Company;
- (14) Proposing the engagement or replacement of the accounting firm which audits the Company's accounts to the general meeting;
- (15) Hearing the work report of the general manager of the Company and examining the general manager's work;

(16) Exercising other powers conferred by the laws, administrative regulations, departmental rules or provisions of the Articles of Association and Shareholders' General Meetings.

The Board of Directors may resolve on the issues specified in the preceding paragraphs by approval of more than half of the directors save for the issues specified in Items (6), (7), (12) and by laws, administrative regulations and the Articles of Association, in which approval of more than two thirds of the directors is required. Issues beyond the scope authorized by the general meeting shall be submitted to the general meeting for consideration.

Article 4 In the event that the certified public accountants provide an auditor's report with their explanatory notes, qualified opinion, disclaimer of opinion or adverse opinion, the Board shall elaborate to the general meeting(s) the issues leading to the above opinions and the impact on the financial position and the operating condition of the Company. If these issues have direct impact on the profit for the current period, the Board shall decide on the lower of the profit distribution proposal or the transfer from the common reserve fund to share capital.

Article 5 The right of the Board of Directors to approve matters involving use of the Company's assets, such as asset disposal (including but not limited to purchase, sale, replacement and retirement of assets), external investment, consigned financial management, consigned loans, lease of assets, and provision of guarantee for the Company's debts by mortgaging or pledging the Company's assets, shall be limited to not more than 20% of the latest audited net assets of the Company at a single time, and subject to a strict examination and decision making procedure; and if the aforesaid matters involve more than 20% of the latest audited net assets of the Company, the Board of Directors shall organize relevant experts and professionals to make assessments and submit them to the general meeting for approval.

Where the amount of material assets purchased, sold or the external guarantee amount by the Company within one year exceeds 30% of the Company's audited total assets for the latest period, it shall be resolved at the general meeting of shareholders and passed by more than two-thirds of voting rights held of shareholders attending the meeting.

A single donation or sponsorship involving over RMB30 million but not more than RMB60 million, and involving a cumulative amount of not more than RMB70 million in a fiscal year shall be subject to consideration and approval by the Board of Directors. A single donation or sponsorship involving over RMB60 million or involving a cumulative amount of more than RMB70 million in a fiscal year shall be subject to consideration and approval at the general meeting of the Company. Any connected transaction between the Company and the connected natural person involving an amount less than RMB300,000 and any connected transaction between the Company and the connected legal person involving an amount less than RMB3 million and less than 0.5% of the absolute value of the latest audited net assets of the Company shall be subject to consideration and approval by the general manager of the Company. The Company shall not provide borrowings for directors, supervisors and senior executives directly or through subsidiaries.

Any connected transaction between the Company and the connected natural person involving over RMB300,000 (inclusive) but less than RMB30 million or involving an amount less than 5% of the absolute value of the latest audited net assets of the Company shall be subject to consideration and approval by the Board of Directors of the Company. Any connected transaction between the Company and the connected legal person involving over RMB3 million (inclusive) or accounting for over 0.5% (inclusive) of the absolute value of the latest audited net assets of the Company but involving less than RMB30 million or involving an amount less than 5% of the absolute value of the latest audited net assets of the Company shall be subject to consideration and approval by the Board of Directors of the Company.

In the event that the amount of a transaction entered into between the Company and the connected natural person or the connected legal person (excluding the receipt of cash assets and provision of guarantee by the Company) exceeds RMB30 million (inclusive) and represents over 5% (inclusive) of the absolute value of the latest audited net assets of the Company, the Company shall engage an intermediary with the qualification of practicing businesses related to securities and futures on the underlying transaction to conduct appraisal or audit, and submit the transaction to the general meeting of the Company for consideration and approval. For the transaction subject involving a connected transaction concerning the daily operations, no audit or appraisal is required.

Guarantees to be provided by the Company to connected parties, regardless of the amount, shall be considered and passed at the Board meeting before being submitting to the shareholders' meeting for consideration.

In the event that the Company provides guarantee to a shareholder holding less than 5% of the shares of the Company, the preceding paragraph of this Article shall be complied with and the connected shareholder shall abstain from voting during the general meeting of the Company.

If the connected transactions of the Company involve matters such as provision of financial support and guarantee by the Company and delegation of wealth management, the amounts concerned shall be used as the calculation standard and shall be calculated in aggregate for the consecutive 12 months based on the types of transaction. Transactions for which the approval procedures have been fulfilled in accordance with the above rules shall no longer be included in the accumulative scope.

Any external guarantees (including but not limited to pledges, liens or guarantees of assets) provided by the Company in any one of the circumstances as stipulated in Article 69 of the articles and association shall be approved by the general meeting. Any provisions of external guarantees not falling within Article 69 shall be approved by the Board of Directors. The guarantees in the approval scope of the Board of Directors shall be approved with the consent of more than two-thirds of all directors present in the meeting, apart from the passing of more than half of all directors.

For requirements above otherwise provided by laws, regulations, regulatory documents and relevant provisions of the securities regulatory authorities of the location where the Company's shares are listed and the stock exchange, those requirements shall prevail.

Article 6 In cases where the expected value of fixed assets proposed for disposal by the Board, when aggregated with value of fixed assets disposed within four months before the proposed disposal, exceeds 33% of the fixed assets value set out in the latest balance sheet reviewed by the general meetings, the Board shall not dispose or consent to dispose such fixed assets without prior approval by the general meeting.

The term fixed assets disposal referred to in this Article represents (among other things) transferring certain interests in assets, but not including provision of guarantees by way of fixed assets.

The validity of transactions regarding fixed assets disposed by the Company shall not be affected due to a breach of the first paragraph of this Article. For requirements above otherwise provided by laws, regulations, regulatory documents and relevant provisions of the securities regulatory authorities of the location where the Company's shares are listed and the stock exchange, those requirements shall prevail.

Article 7 The Board of Directors of the Company shall be responsible for performing the following corporate governance duties under the Hong Kong Listing Rules:

- (a) to develop and review the Company's policies and practices on corporate governance and make recommendations;
- (b) to review and monitor the training and continuous professional development of directors and senior management;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
- (e) to review the Company's compliance with the Corporate Governance Code as set out in Appendix 14 of the Hong Kong Listing Rules and disclosure in the Corporate Governance Report.

Article 8 The Board of Directors is responsible for reviewing and determining the nature and extent of risk which the Company is willing to accept when the Company achieves the strategy goals and making sure that the Company shall establish and maintain the appropriate and effective risk management and internal control system. The Board of Directors shall supervise the design, implementation and monitoring by the management

upon the risk management and internal control system while the management shall provide to the Board of Directors the confirmation whether the relevant system is valid or not:

- 1 The Board of Directors shall continue supervising the risk management and internal control system of the Company and shall at least annually conduct a review of the effectiveness of the risk management and internal control system of the Company and its subsidiaries and report to shareholders that they have done so in their Corporate Governance Report. The Review shall cover all material controls, including financial, operational and compliance controls.
- 2 The Board's annual review shall, in particular, consider the adequacy of resources, qualifications and experience of staff of the Company's accounting, internal audit and financial reporting functions, and their training programs and budget.
- 3 The Board's annual review shall, in particular, consider:
 - (1) the changes since the last annual review in the nature and extent of significant risks, and the Company's ability to respond to changes in its business and the external environment;
 - (2) the scope and quality of management's ongoing monitoring of risks and of the system of internal control, and where applicable, the work of its internal audit function and other providers of assurance;
 - (3) the extent and frequency of the communication of the monitoring results to the board (or board committee(s)) which enables it to review the state of control in the Company and the effectiveness with which risk is being managed;
 - (4) the incidence of significant control failings or weakness that has been identified during the period and the extent to which they have resulted in unforeseen outcomes or contingencies that have had, could have had, or may in the future have, a material impact on the Company's financial performance or condition; and

- (5) the effectiveness of the Company's processes relating to financial reporting and Hong Kong Listing Rules compliance.

CHAPTER 3 GENERATION OF THE BOARD OF DIRECTORS AND QUALIFICATION OF DIRECTORS

Article 9 The Board of Directors shall consist of nine members, among which three are independent directors.

Article 10 The directors shall be elected or replaced at the shareholders' general meeting and shall be elected by shareholders (including proxies) attending the general meeting holding over half of voting rights.

When voting on the election of directors and supervisors, the general meeting may implement accumulative voting system according to these Articles of Association or the resolution of the shareholder's general meeting. The election on more than two non-independent directors and independent directors in the shareholder's general meeting shall exercise the accumulative voting system.

Accumulative voting system referred to hereby means a system whereby each share, on voting to elect directors at a general meeting, carries the number of voting rights equivalent to the number of the directors or supervisors to be elected, and a shareholder may concentrate his or her voting rights

Non-independent Directors and independent Directors of the Company shall be elected separately through separate voting.

Article 11 The term of office of the directors shall be three years and may be re-appointed upon re-election, but the consecutive term of office of the independent directors shall not exceed six years. Before expiry of the current term of office, a Director shall not be dismissed without cause by the general meeting.

The general meeting may, by an ordinary resolution, dismiss any Director before the expiry of his term of office (but without prejudice to such Director's right to claim damages

based on any contract) on the condition that all the relevant laws and administrative regulations are fully complied with.

The tenure of a Director shall count from the date on which directors assume his office until the expiration of the term of the incumbent Board. In the event that re-election of Directors is not conducted on a timely manner upon expiration of the term of service of a Director, the incumbent Directors shall continue to perform their duties of Directors in accordance with laws, administrative regulations, department rules and requirements of these Article of Associations until incoming director assumes his office.

Article 12 Directors can be concurrently acted by the general manager or the senior management, provided that the number of Directors acted by the general manager, senior management and employee representatives shall not exceed one-half of the total number of Directors of the Company.

Article 13 The basic qualifications of proposed directors are as follows:

- (1) to safeguard the interests of all shareholders and the security and growth in value of the Company's assets
- (2) to have the horizons and experience commensurate with the position of directors.

Article 14 A person may not serve as a Director of the Company if he is:

- (1) a person who does not have or who has limited capacity for civil acts;
- (2) a person who has been sentenced for corruption, bribery, infringement of property, misappropriation of property or other crimes which destroy the social economic order, where less than five years have elapsed since the sentence was served or a person who has been deprived of his political rights for committing a crime, where less than five years have elapsed since the sentence was served;
- (3) a person who is a former director, factory manager or president of a company or enterprise which has put into liquidation and who was personally liable for the insolvency of

such company or enterprise, where less than three years have elapsed since the completion of the insolvent liquidation of the Company or enterprise;

(4) a person who is a former legal representative of a company or enterprise the business license of which was revoked or ordered to close down due to a violation of law and who was personally liable therefore, where less than three years have elapsed since the date of the revocation of the business license;

(5) a person who has a relatively large amount of debts due and outstanding;

(6) a person who is under any pending prohibition imposed by the China Securities Regulatory Commission (“CSRC”) from access to the securities market;

(7) a person who is under criminal investigation or prosecution by judicial organs for violation of criminal law and the case is not yet concluded;

(8) being prohibited by laws or administrative regulations to act as leader of an enterprise;

(9) a person other than a natural person;

(10) a person who has been convicted by the relevant competent authority for violation of relevant securities regulations, and such conviction involves a finding that such person has acted fraudulently or dishonestly, where less than five years have elapsed from the date of such conviction;

(11) under other situations provided by the laws and regulations as well as administrative rules.

Article 15 The election of Directors in violation of the Article 14 of provisions shall be null and void.

Where any director falls within the ambit of the Article 14 of provisions and is identified by the China Securities Regulatory Commission as being prohibited from entering the securities market, the Board of Directors shall stop such director from performing his

duties immediately from the date of such finding and shall call a meeting of the shareholders for the removal of such director.

Chapter 4 Rights and Obligations of the Board of Directors

Article 16 The directors shall be entitled to the following rights:

(1) to attend meetings of the Board of Directors and exercise their voting right;

(2) to perform related matters on behalf of the Company in accordance with the Articles of Association or by authorisation of the Board of Directors;

(3) to deal with the business of the Company in accordance with the Articles of Association or by authorisation of the Board of Directors;

(4) non-shareholder directors are entitled to obtain the remuneration or allowances of the same level as shareholder directors;

(5) other rights and duties stipulated in laws, administrative regulations and the Articles of Association or granted by general meeting of the Company.

Article 17 The directors shall abide by laws, administrative regulations and the Articles of Association and assume the following faithful obligations:

(1) Not abusing power to accept bribery or other illegal income and to misappropriate the Company's assets;

(2) Not embezzling the Company's fund;

(3) Not opening an account in his/her own name and depositing the funds and assets of the Company;

(4) Not acting against the provisions hereof to borrow the Company's fund to others or provide guarantee to others by using the Company's assets without the approval of the general meeting or the Board of Directors;

(5) Not acting against the provisions hereof to enter into a contract a transaction with the Company without the approval of the general meeting;

(6) Without the approval of the general meeting, not abusing its power to seek business opportunity for himself/herself that shall have been attributed to the Company, or to operate independently or jointly with others the same kind of business as that of the Company;

(7) Not peculating the commission receivable to the Company;

(8) Not disclosing the confidential information of the Company without permission;

(9) Not abusing its connected relations to impair the interest of the Company;

(10) Other faithful duties prescribed in laws, administrative rules, regulations and the Articles of Association; Where the income of the director arises from his/her acts against the aforesaid provision, it shall be possessed by the Company; where the director causes damage to the Company, he/she shall liable for compensation.

Article 18 The director shall abide by the laws, administrative rules and the Articles of Association, bearing the following assiduous obligations;

(1) In line with national laws, administrative rules as well as the various requirements of the national economic policies, exercise meticulously, gravely and assiduously the rights authorized by the Company so as to ensure the Company's business act within the scope prescribed in the business license;

(2) Give fair treatment to all the shareholders;

(3) Investigate the performance of the Company;

(4) Report regularly to the Company and signing confirmation opinion in written form to ensure the sincerity, preciseness and integrity of the information disclosed by the Company;

(5) Provide genuinely the relevant information and material to the board of supervisors, and not impede the board of supervisors or supervisors to exercise their functions and powers;

(6) Other obligations prescribed in relevant laws, administrative rules, department regulations and the Articles of Association.

Article 19 The directors shall take the following responsibilities:

(1) The directors shall be liable for losses on assets sustained by the Company;

(2) The directors shall be liable for losses sustained by the Company due to an error of the Board of Directors in major investment decisions;

(3) The directors shall be liable for legal liabilities pursuant to the Company Law and other relevant laws, administrative rules, department regulations and the Articles of Association.

Article 20 The directors shall be liable for the resolutions of the Board of Directors. If a resolution of the Board of Directors violates the laws, administrative regulations, the Articles of Association or resolutions of the general meeting, resulting in serious losses to the Company, the directors involved in approving the resolution are liable to compensate the Company. However, if it can be proven that a director expressly objected to the resolution during voting, and that such objection is recorded in the minutes of the meeting, such director may be released from such liability.

Chapter 5 Generation and Functions and Powers of the Chairman

Article 21 The Board of Directors shall appoint a chairman and one vice chairman. The chairman and the vice chairman shall be elected and removed with the approval of more than half of all the directors.

Article 22 The chairman is the legal representative of the Company.

Article 23 The chairman of the Board of Directors shall exercise the following duties:

(1) to preside over general meetings and to convene and preside over meetings of the Board of Directors;

(2) to supervise and check on the implementation of resolutions passed at the meeting of the Board of Directors;

(3) to sign on the securities issued by the Company;

(4) to sign important documents of the Board of Directors and other documents that shall be signed by the legal representative of the Company;

(5) to exercise the authorities of legal representatives;

(6) to approve matters involving use of the Company's assets, such as asset disposal (including but not limited to purchase, sale, replacement and retirement of assets), external investment, consigned financial management, consigned loans, lease of assets, and provision of guarantee for the Company's debts by mortgaging or pledging the Company's assets, which shall be limited to not more than 5% of the latest audited net assets of the Company at a single time (calculated on equity attributed to the shareholders of the parent company in consolidated financial statement);

(7) to make decisions on donation and sponsored events of a single amount less than RMB30,000,000 or accumulated amount within one accounting year of less than RMB50,000,000 in total;

(8) in case of emergency circumstances of force majeure events such as extraordinary natural disasters, to exercise special disposal powers in compliance with legal requirements and in the interests of the Company with regard to affairs of the Company and provide post-event reports to the Board of Directors and the general meeting of the Company;

(9) other functions and powers delegated by the Board of Directors. If the laws, regulations, regulatory documents and relevant provisions of the securities regulatory authorities of the location where the Company's shares are listed and the stock exchange have

other provisions on the matters specified in item (6) and (7) of this article, such provisions shall prevail.

Article 24 The vice chairman shall assist in the work of the chairman. In the event that the chairman is incapable of performing or not performing his duties, the duties shall be performed by the vice-chairman. In the event that the vice chairman is incapable of performing or not performing his duties, a director jointly nominated by the majority of directors shall perform his duties.

Chapter 6 Organizations of the Board of Directors

Article 25 The Board of Directors shall appoint a secretary. The secretary of the Board is a member of the Company's senior management. The secretary shall be accountable to the Board of Directors and shall be engaged or removed by the Board of Directors.

Article 26 In accordance with the relevant resolutions in general meeting, the Board of Directors set up special committees including strategic development committee, audit committee, nomination committee, and remuneration and assessment committee.

All such committees shall consist of directors. The majority of the members of the nomination committee and the remuneration and assessment committee shall be independent directors, who shall be convener(director/chairman) of such committees; the audit committee shall comprise three independent directors, at least one of whom shall be an accounting professional being the convener (director/chairman).

Article 27 Each of the special committees shall report to the Board of Directors and submit its proposals to the Board of Directors for consideration and approval. The special committees may engage intermediaries for professional advice. The expenses incurred therefrom shall be borne by the Company.

Article 28 The general office of the Board of Directors of the Company handles the daily affairs of the Board of Directors. The secretary of the Board of Directors is concurrently in charge of the general office of the Board of Directors. The seals of the Board of Directors

and the general office of the Board of Directors (if any) shall be maintain by the secretary of the board of directors or the other person designated by him/her.

Chapter 7 Working Procedure of the Board of Directors

Article 29 The decision-making procedure of the Board of Directors is as follows:

(1) Investment decision-making process: the Board of Directors entrusts the general manager to organize relevant departments to prepare the medium to long term development plan, annual investment plan and investment program for significant projects and submit them to the Board of Directors; the Board of Directors also convene relevant department and experts for consideration and make the consideration report for the information of the Board of Directors; the Board of Directors shall make resolutions related to issues including asset disposal and external investment in the authorization limit of the general meeting before submitting to general manager for implementation.

(2) Procedure of personnel appointment and removal: according to the personnel appointment and removal nomination proposed by the Board of Directors and the general manager within respective scope of authority, the Board of Directors of the Company shall make resolutions by discussion before appointment or removal document signed by the Chairman.

(3) Procedure of financial budget and final settlement: the Board of Directors entrusts the general manager to organize personnel to prepare the annual financial budget, final settlement, profits distribution and loss recovery of the Company ect., and submit to the Board of Directors; the Board of Directors formulates the plan before organize relevant personnel for consideration, and after passed through deliberation of the general meeting, the general manager will organize and implement.

Other financial schemes at the sole discretion of the Board of Directors in accordance with the Articles of Association shall be submitted to the Board of Directors for consideration and decision after being prepared by relevant departments and personnel organized by the Board of Directors, and then shall be performed by the General Manager.

(4) Working procedure of significant matters: prior to deciding significant matters by the Board of Directors, the Board of Directors shall study relevant matters and judge the feasibility, and where necessary, special committee shall be convened for consideration so as to eliminate errors in work.

(5) Decision-making procedure of external guarantees: external guarantees are subject to consideration and approval by the Board of Directors which should abide by the rules of management principles of the Company on external guarantee.

Article 30 The meetings of the Board of Directors are divided into regular meetings and provisional meetings. The Board of Directors shall hold at least four regular meetings every year, which shall be convened by the chairman, with the notice of meeting sent in writing to all the directors and supervisors 14 days in advance. Before giving the notice on convening a regular meeting, the office of the Board of Directors shall fully consult all directors to form the initial proposal and then submit it to the chairman for approval. The chairman, if necessary, shall consult the general manager or other senior executives before finalizing the proposal.

Article 31 The Board of Directors shall convene a provisional meeting in any of the following cases:

(1) When the shareholders representing one-tenth or more of the voting rights propose a meeting;

(2) When one-third or more of the directors jointly propose a meeting;

(3) When the supervisory committee proposes a meeting;

(4) When the chairman deems necessary;

(5) When half or more of independent directors propose a meeting;

(6) When the general manager propose a meeting;

(7) When the securities regulatory authorities request a meeting;

(8) In other situations specified in the Articles of Association.

Article 32 Where a provisional meeting is proposed as preceding article stipulates, a written proposal shall be presented to the chairman signed (sealed) by the proposer directly or through the office of the Board of Directors. The written proposal shall contain the following items:

(1) Name(s) of the proposer(s);

(2) Reason for the proposal or objective proposal-based facts;

(3) Time or duration, venue and convening mode of the proposed meeting;

(4) Clear and specific proposal;

(5) Contact way of the proposer(s), date of the proposal, etc. The content of the proposal shall be relevant to the matters within the functions and powers of the Board of Directors specified in the Articles of Association. The materials relevant to the proposal shall be submitted together. Upon receiving the above written proposal and relevant materials, the office of the Board of Directors shall present them to the chairman on the same day.

If the chairman believes the proposal is not clear or specific, or the related materials are inadequate, the proposer may be requested to make modification or supplementation.

The chairman shall convene and preside over the meeting within ten days after receiving the proposal or the request of the securities regulatory authorities.

Article 33 The meeting of the Board of Directors shall be convened and presided over by the chairman, or the vice chairman where chairman is unable to or fails to perform his/her duties, or a director jointly recommended by more than half of the directors where the vice chairman is unable to or fails to perform his/her duties.

Article 34 The notice on convening a provisional board meeting can be served by hand, post, facsimile or email and shall be sent at least two days prior to the convening of the meeting.

Where a provisional board meeting needs to be convened as soon as possible in emergency, the notice of meeting may be sent by telephone or by other oral means, not subject to the aforesaid period of notice of at least two days prior to the meeting, but the convener shall make explanations at the meeting.

Article 35 A written notice of meeting shall include:

(1) time and venue of the meeting;

(2) duration of the meeting;

(3) reasons for and agenda of the meeting;

(4) the date of issue of such notice. An oral notice of the meeting shall at least include (1) and (2) above and the explanation for the urgent convention of the provisional board meeting due to emergency.

Resolutions involving issues which require prior approval or independent advice from independent directors shall be submitted to independent directors at least five days prior to convening the board meeting.

The Board of Directors shall provide adequate materials, including background introduction of the subject matters, any information as well as data which can facilitate the directors to understand the business development of the Company.

If two or more independent directors deem that the materials are not sufficient or the argument is ambiguous, they may propose jointly in writing to the Board of Directors to postpone the Board of Directors meeting or postpone the consideration of a certain matter, which proposal shall be taken by the Board of Directors.

Article 36 After the written notice of the regular meeting of the Board of Directors is issued, if the meeting date, venue or any other item needs to be changed, or the meeting proposal needs to be supplemented, modified or cancelled, a change notice shall be given in writing two days prior to the originally scheduled meeting date to specify the reasons and contents of the new proposal as well as the relevant materials. If the change notice is given

within two days prior to the originally scheduled meeting date, the meeting shall be postponed accordingly or convened on new schedule upon the approval of all directors who will attend the meeting. After the notice of the provisional meeting of the Board of Directors is issued, if the meeting date, venue or any other item needs to be changed, or the meeting proposal needs to be supplemented, modified or cancelled, a prior approval from all directors who will attend the meeting shall be obtained and the corresponding records shall be made.

Article 37 The meeting of the Board of Directors cannot be convened unless more than half of the supervisors are present. Where the requirement of the minimum number of participants fails to be met due to some relevant director's refusal or failure to attend the meeting, the chairman and the secretary of the Board of Directors shall report it to the securities regulatory authorities timely.

The supervisors, the general manager and the secretary of the Board of Directors without a concurrent post of director shall attend the meeting of the Board of Directors. The meeting moderator, if he/she considers necessary, can inform other relevant personnel to attend the meeting.

Article 38 The directors shall attend the meeting of the Board of Directors in person. Where a director is unable to attend a meeting for any reason, he/she may appoint another director by a written power of attorney to attend the meeting on his/her behalf. The power of attorney shall set out the name of the proxy, subject matters of representation, scope of the authorization and valid period, with the signature or seal of the appointer. The representatives of the directors attending the meeting shall exercise their authorities within the scope authorized. Any director absent from the meeting of the Board of Directors who fails to appoint a representative shall be deemed to have waived their voting rights at such meeting.

Article 39 When a director authorizes other director or is authorized to attend the Board meeting, the following principles shall be followed:

(1) When the connected transactions will be discussed in the meeting, the unconnected directors shall not authorize the connected directors to attend the meeting, while the connected directors shall not accept the authorization of the unconnected directors, either;

(2) The independent directors shall not authorize the non-independent directors to attend the meeting, while the non-independent directors shall not accept the authorization of the independent directors, either;

(3) The directors shall not fully authorize other directors to attend the meeting without giving their personal opinions and voting intentions on the proposal, while the relevant directors shall not accept the full authorization or grant the unclearly defined authorization.

(4) One director shall not accept the authorizations of more than two directors or authorize the director who has been authorized by other two directors to attend the meeting.

Article 40 The Board meeting shall be convened on site in principle. If necessary, the meeting, on the condition that the directors can fully express their opinions, can be held through video, telephone, fax, email voting, etc. upon the consent of the convener (moderator). In addition, the on-site mode and other modes can be concurrently adopted for the convocation of the Board meeting.

If the meeting is convened in an off-site way, the number of the participating directors shall be counted based on the directors present in the video and expressing opinions on the phone as well as the valid votes delivered via fax, email or other means within the prescribed period or the written confirmation letters submitted by the directors afterwards to confirm their attendance of the meeting.

Consideration of the Board of Directors, including but not limited to connected transactions, external guarantees, major acquisition or disposal of assets and other issues requiring advices from independent directors, shall be held on site.

Article 41 The meeting moderator shall seek opinions on each proposal from the participating directors.

If a prior approval of the independent directors is necessary for any proposal according to the related regulations, the meeting moderator shall appoint an independent director to read out the written approval agreed by the independent directors before the discussion of the relevant proposal.

When any director hinders the normal proceeding of the meeting or affects other directors to speak, the meeting moderator shall promptly stop him/her.

Unless with the unanimous consent of all participating directors, the proposals not included in the meeting notice shall not be put to a vote in the Board meeting. The directors who are authorized by other directors to attend the meeting shall not vote on the proposals not included in the meeting notice on behalf of the thrusters.

Article 42 The directors shall independently and prudently give their opinions upon carefully reading the relevant meeting materials and fully understanding the situations.

The directors are allowed to learn the information necessary for the decision-making from the Office of the Board, the meeting convener, the general manager and other senior management staff, various special committees, accounting firms and law firms and other relevant personnel and organizations before the meeting, or to suggest the moderator to invite the above-mentioned persons and the representatives of the above-mentioned organizations to attend the meeting to explain the situations.

Article 43 When any proposal is fully discussed, the moderator shall ask the participating directors to vote in time.

The resolutions of the Board of Directors shall be voted by a show of hand or open ballot. Where any director requires the voting to be held by ballot, it shall be voted by open ballot.

Article 44 In respect of the resolutions of the Board of Directors, each attendant shall cast one vote. In the event that the number of dissenting votes equal to that of affirmative votes, the Chairman shall have the right to cast one more vote.

Article 45 Three options in form of the affirmative vote, negative vote and abstention are available for the directors to show their voting intentions. The participating directors shall choose one of them. Where any participating director fails to choose or chooses two or more options at the same time, the moderator of the meeting shall ask the relevant director to make

second round of choosing. The directors who refuse to choose or fail to return after leaving the meeting without any choosing shall be deemed to have abstained from voting.

Article 46 For voting by show of hands, when the attending directors vote, the secretary of the board shall count the votes in time. For voting by open ballot, after the voting of attending directors, the clerks from the board office shall collect ballots cast by the directors in time, and the ballots shall be counted by the secretary of the board under the supervision of a director. If the secretary of the board is unable to attend the board meeting due to some reason, the presider shall appoint other person to count the voting results.

If the meeting is held on site, the presider of the meeting shall announce the voting results forthwith. In other cases, the president of the meeting shall require the Secretary of the Board to notify the Directors of the voting results before the next business day after the close of the specified voting time.

If the Directors vote after announcement of the voting results by the presider of the meeting or after close of the specified voting time, their votes shall be disregarded.

Article 47 Except for matters provided in Article 48 herein, a resolution on a proposal considered and passed at the Board meeting shall be voted for by more than half of all the Directors. Where any provision in any laws, administrative regulations, normative documents and the Articles of Association prescribes a higher proportion of affirmative votes cast by Directors for the adoption of resolutions by the Board, such provision shall prevail.

When the Board forms a resolution on any security matter within its functions and powers in accordance with the Articles of Association of the Company, the consents of more than half of all directors of the Company and two-third or more participating directors are necessary.

In case of any discrepancy on the contents or meanings of different resolutions, the resolution formed later shall prevail.

Article 48 The Directors shall avoid voting on the relevant proposal in the following circumstances:

(1) Where the stock exchange where the shares of the Company are listed stipulates that the directors shall avoid voting;

(2) Where the Director is of the view that he/she shall avoid voting;

(3) Any other circumstances under which the Director shall avoid voting as a result of his/her being related to the enterprise involved in the proposal as prescribed in the Articles of Association;

Where any director abstains from voting, the Board meeting may be held when more than half of the non-connected directors attend the meeting. The resolution of the Board meeting shall be passed by more than half of the non-connected directors. If the number of non-connected attending directors is smaller than 3, the relevant proposal shall not be voted on but shall be submitted to the general meeting for deliberation.

Article 49 If any director as individual or any other company for which he serves is directly or indirectly connected with any existing or scheduled contract, transaction or arrangement with the Company (excluding appointment contract), the director shall disclose to the Board the nature and extent of his connection as soon as practicable, whether or not such connected matters require approval from the Board under normal circumstances.

Article 50 The Board shall act in strict accordance with the authorization of the shareholders meeting and the Articles of Association, and shall not form a resolution by means of exceeding given authority.

Article 51 Where any proposal is not adopted, the proposals with the same contents shall not be deliberated in the Board meeting within a month provided that no significant change is found in the relevant conditions and factors.

Article 52 When more than half of the participating directors or more than two independent directors consider that they can not make a judgment on the relevant matters because the proposal is not clear or specific, or because of other reasons such as inadequate

meeting materials, the meeting moderator shall ask for suspension of voting on the topic in the meeting.

The directors who propose to suspend voting shall provide explicit prerequisite for the proposal to be resubmitted for deliberation.

Article 53 If necessary, the whole process of the Board meeting convened on site or through video, telephone or any other means can be recorded.

Article 54 The Secretary of the Board shall arrange the Office staff to keep the minutes of the Board meeting. The meeting minutes shall include the following items:

- (1) Session, date, venue and convening mode of the meeting;
- (2) Issuance and receipt of the meeting notices;
- (3) Meeting convener and moderator;
- (4) Personal and authorized attendance conditions of the directors;
- (5) Proposal considered at the meeting, key points in speeches and main opinions of each directors with regard to the relevant matters and their voting intentions on the proposal;
- (6) Voting manner and results of each proposal (the voting result shall specify the number of voting for, against or abstained);
- (7) Other matters considered to be recorded by the participating directors.

Minutes shall be signed by the Board secretary and the person taking the minutes.

Draft and final versions of the minutes of the meetings shall be sent to all directors for their comment and records within a reasonable time after the meeting.

Article 55 In addition to the meeting minutes, the Secretary of the Board may also arrange the Office staff of the Board to work out a clear and concise meeting summary as

well as make a separate resolution record based on the voting result and the formed resolutions.

Article 56 The participating directors shall sign the meeting minutes and resolution record for confirmation on behalf of themselves and the directors who authorize them to attend. Any director who has different views on the meeting minutes or the resolution record can make a written explanation when signing the minutes; when necessary, he/she shall report it to the regulatory authorities timely; he/she can also make a public statement.

Where any director fails to sign for confirmation as proceeding article stipulates and make a written explanation on his/her different views, or fails to report it to the regulatory authorities or make a public statement, he/she shall be deemed to have fully agreed with the contents of the meeting minutes and the resolution record.

Article 57 Board meeting documents, including meeting notices and meeting materials, meeting attendance signature book, the power of attorney of appointing directors, meeting taping information, votes, meeting minutes signed and confirmed by attending directors, meeting summaries, resolution records, resolution announcements, etc. shall be filed by the secretary of the Board for a term of at least ten years.

Article 58 The announcement of the Board resolutions shall be handled by the secretary of the Board in accordance with the relevant provisions of the stock exchange on which the shares of the Company are listed.

Prior to the disclosure of announcement of resolutions, the participating directors and other members attending the meeting, including the recording and service personnel, shall bear the duty of confidentiality on the contents of resolutions.

Article 59 The chairman shall urge the staff to implement the resolutions of the Board, and notify the implementation of resolutions that have been adopted at the following meetings of the Board.

Chapter 8 Supplementary Provisions

Article 60 Matters not covered by the Rules shall be executed in accordance with the relevant laws, administrative regulations, regulatory documents, the rules of the stock exchange on which the shares of the Company are listed and the provisions of the Articles of Association of the Company.

Article 61 Both “above” and “below” referred to in the Rules include the given figure; “over”, “lower than” and “higher than” shall exclude the given figure.

Article 62 As an appendix to the Articles of Association, the Rules shall be laid down by the Board of Directors and shall come into force since the date when the overseas listed foreign shares (H shares) issued by the Company are listed on the main board of the Stock Exchange of Hong Kong Limited upon the consideration and approval at the general meeting. The original Working Procedure of the Board of Directors shall automatically become null and void from the day of enforcement of the Rules.

Article 63 The Rules shall be construed and interpreted by the Board of the Company.