

## **The Rules of Procedure of the Shareholders' General Meetings**

### **Chapter 1 General Provisions**

- Article 1 In accordance with the Company Law of the People's Republic of China (the "Company Law"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and the Articles of Association of Legend Holdings Corporation (the "Articles of Association") and other laws, and the laws of the place where the Company's shares are listed, the Rules are formulated based on the actual situation of the Company in order to safeguard the legitimate rights and interests of Legend Holdings Corporation (the "Company") and its shareholders, clarify the duties and authority of the shareholders' general meetings, and ensure the standardized, efficient and smooth operation of the shareholders' general meetings and the exercise of its authority in accordance with the laws and ensure the effective exercise of authority by the shareholders.
- Article 2 The Rules shall apply to the shareholders' general meetings of the Company and shall be binding on the Company, all shareholders, shareholders' proxies, directors, supervisors and senior management of the Company and other relevant persons attending and present at the shareholders' general meetings.
- Article 3 The shareholders' general meetings consist of all shareholders of the Company and shall exercise the authority prescribed by law, administrative regulations, the Listing Rules and the Articles of Association. No entity or individual may unlawfully interfere with the shareholders' exercise of their own rights.
- Article 4 Shareholders who legally hold shares of the Company are entitled to attend or appoint a proxy to attend the shareholders' general meetings and have the rights to information, questioning and voting in accordance with the laws and regulations, the Articles of Association and the Rules. Shareholders and shareholders' proxies attending the shareholders' general meetings shall strictly observe the provisions of the Company Law and other relevant laws, the Articles of Association and the Rules, maintain the order of the meeting and not infringe upon the legitimate rights and interests of other shareholders.

Article 5      The Board of Directors of the Company shall strictly observe the provisions of the Company Law and other relevant laws, administrative regulations, the Listing Rules, the Articles of Association and the Rules regarding the convening of shareholders' general meetings and organize the meeting in a serious and timely manner. All directors of the Company shall exercise due diligence to ensure that the shareholders' general meeting is held properly and that their authority is exercised in accordance with the law.

Article 6      The Secretary of the Board of Directors of the Company is responsible for the preparation and organization of the shareholders' general meeting.

## **Chapter 2 General Provisions of the Shareholders' General meetings**

Article 7      Matters to be resolved by the shareholders' general meeting as required by laws, administrative regulations, the Listing Rules and the Articles of Association, must be considered by the shareholders' general meeting in order to protect the rights of shareholders of the Company to make decisions on such matters. The shareholders' general meeting shall exercise its authority within the scope of relevant laws and regulations and the Articles of Association.

Article 8      The shareholders' general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with laws:

- (1) to elect and remove directors and supervisors not being staff representatives and to determine matters relating to the remuneration of the directors and the supervisors;
- (2) to consider and approve the reports of the Board of Directors;
- (3) to consider and approve the reports of the Board of Supervisors;
- (4) to consider and approve the Company's profit distribution plan and plan for recovery of losses;
- (5) to resolve on increase or reduction in the Company's registered capital;
- (6) to resolve on the issue of debentures, any kind of shares, warrants or other similar securities by the Company;
- (7) to resolve on the merger, demerger, dissolution, liquidation or change of form of business of the Company;
- (8) to amend the Articles of Association;

- (9) to decide on the engagement, re-appointment or dismissal of the accounting firms;
- (10) to consider and approve the external guarantees subject to the approval of the shareholders' general meeting;
- (11) to consider and approve the purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company's latest audited total assets;
- (12) to consider and approve the changes in the use of proceeds from fundraising activities;
- (13) to consider and approve the share incentive plan and the employee share ownership scheme;
- (14) to resolve on the repurchase of the Company's shares by reason of those circumstances stipulated in subparagraphs (1) and (2) of Article 25 of the Articles of Association;
- (15) to resolve on any other matters to be resolved thereby as required by laws, administrative regulations and the Articles of Association;
- (16) to consider other matters as required by the listing rules of the stock exchange of the locality on which the Company's shares are listed.

The shareholders' general meeting may authorize or delegate the Board of Directors to transact the matters authorized or delegated by it, including but not limited to carrying out the following matters at the shareholders' general meeting:

- 1. subject to the applicable laws, regulations and the Listing Rules, to give a general mandate to the Board of Directors to issue, allot and deal with additional overseas- listed shares not exceeding 20% of all the issued shares (or other proportions as required by the applicable laws, regulations and the Listing Rules) and authorize the Board of Directors to make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares;
- 2. to authorize the Board of Directors, within the cap amount of debt issuance, to determine the specific terms and the relevant matters in relation to the issuance of the debt financing instrument(s) such as domestic short-term financial instruments, mid-term financial notes, corporate bonds, overseas USD bonds based on the needs of production, operation and capital expenditure as well as the market conditions, including but not limited to the determination of the actual

value, interest rate, term, targeted group and use of proceeds of the bond(s), as well as the preparation for, execution and disclosure of all necessary documents thereof subject to the aforementioned limits.

Article 9      The provision of external guarantees by the Company shall be considered and approved by the Board of Directors. The guarantee offered by the Company to a shareholder or de facto controller of the Company shall be resolved by the shareholders' general meeting.

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

If a director or senior management officer violates a provision on the approval authority or consideration procedure for the provision of external guarantees as specified in laws, administrative regulations or the Articles of Association, thereby causing the Company to sustain a loss, he shall be liable for damages and the Company may institute a legal action against him or her in accordance with the law.

Article 10     The Company shall not, without the approval of the shareholders' general meeting by a special resolution, enter into any contract with any party (other than the directors, supervisors and senior management officers) pursuant to which such party shall be in charge of management of the whole or any substantial part of the Company's business, unless the Company is in crisis or under any other special circumstances.

Article 11     A general meeting shall either be an annual general meeting or an extraordinary general meeting. Annual general meeting shall be held once every year and within 6 months from the close of the preceding accounting year.

The Board of Directors shall convene an extraordinary general meeting within 2 months from the date of occurrence of any event below:

- (1) when the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association;
- (2) when the unrecovered losses of the Company amount to one-third of the total amount of its paid-in share capital;
- (3) where any shareholder(s) holding individually or collectively 10% or more of the Company's shares request(s) in writing for the convening of an extraordinary general meeting;

- (4) when deemed necessary by the Board of Directors or when requested by the Board of Supervisors;
- (5) when proposed by two or more of independent directors;
- (6) other situations stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange of the locality where the Company's shares are listed or the Articles of Association.

In any of the circumstances referred to in subparagraphs (3), (4) and (5) above, the matter for consideration proposed by the party requesting the holding of the extraordinary general meeting shall be included in the agenda of such meeting.

### **Chapter 3 Convening of Shareholders' General Meetings**

Article 12 The Board of Directors shall convene the shareholders' general meeting in time and within the period specified in Article 11 of the Rules.

Article 13 The Board of Supervisors is entitled to make a written proposal to the Board of Directors requesting the convening of an extraordinary general meeting. The Board of Directors shall, as stipulated by the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within 10 days of the receipt of the proposal.

In the event that the Board of Directors agrees to convene an extraordinary general meeting, it shall serve a notice of the general meeting within five days after such resolution was passed by the Board of Directors; any changes to the original proposal in the notice shall be subject to the consent of the Board of Supervisors.

In the event that the Board of Directors disagrees to convene an extraordinary general meeting, or no reply was furnished within 10 days upon the receipt of the proposal, the Board is deemed to be unable or fail to perform the duty of convening a general meeting, in which case the Board of Supervisors may convene and preside over such meeting by itself.

Article 14 Shareholder(s) individually or collectively holding more than 10% of the shares carrying voting rights at the meeting to be convened may, by signing one or more counterpart written requisition(s) stating the object of the meeting, demand the Board to convene an extraordinary general meeting. The Board shall as soon as possible after receipt of such written requisition(s) proceed to so convene the extraordinary general meeting. The shareholdings referred to above shall be calculated as at the date of the delivery of the written requisition(s).

the Board of Directors shall, pursuant to the provisions of the laws, administrative regulations and the Articles of Association, indicate, in a written feedback within ten days after receipt of the request, its agreement or disagreement to convening an extraordinary general meeting. If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of such meeting within five days after the board resolution is made. In the event of any change to the original proposal set forth in the notice, the consent of the requisitionist shall be obtained.

If the Board of Directors does not agree to convene an extraordinary general meeting or fails to give any feedback within ten days upon receipt of the requisition, shareholders individually or collectively holding 10% or more shares of the Company are entitled to demand the Board of Supervisors to convene an extraordinary general meeting by signing one or more counterpart written requisition(s).

Where the Board of Supervisors agrees to convene an extraordinary general meeting, it shall issue a notice of such meeting within five days upon receipt of the above written requisition. In the event of any change to the original requisition set forth in the notice, the consent of the relevant shareholders shall be obtained.

In the case of failure to issue the notice for the shareholders' general meeting within the prescribed period, the Board of Supervisors shall be deemed as not to convene and preside over the general meeting, in which case, shareholder(s), for more than 90 consecutive days, individually or collectively holding more than 10% of the shares carrying voting rights at the meeting to be convened may convene the meeting on their own accord, following the same procedure of convening a shareholders' meeting by the Board of Directors as much as possible.

Article 15     The Board of Directors shall be informed in writing if the Board of Supervisors or shareholders decide on their own to convene a general meeting. Shareholders convening the general meeting shall hold no less than 10% of the shares of the Company prior to the announcement of the resolutions of such meetings.

Article 16     The Board of Directors and the secretary of the Board shall provide any assistance necessary for the general meeting convened by the Board of Supervisors or shareholders. The Board of Directors shall provide the register of shareholders on the date for shareholding registration.

Article 17     All necessary expenses incurred for the general meeting convened by the Board of Supervisors or shareholders shall be borne by the Company.

## **Chapter 4 Proposal and Notification of Shareholders' General Meetings**

Article 18 When the Company convenes a shareholders' general meeting, the Board of Directors, the Board of Supervisors and shareholders individually or collectively holding more than 1% of shares of the Company are entitled to submit proposals to the Company.

Shareholders individually or collectively holding 1% or more of the total voting shares of the Company are entitled to propose new resolutions in writing to the Company and submit to the convener 10 days prior to the convening of the shareholders' general meeting. The ad hoc proposals shall have clear subject and specific matters for resolution. The convener of the shareholders' general meeting shall issue a supplemental notice of general meeting to other shareholders within 2 days after the receipt of such proposal and announce the contents of the ad hoc proposals, unless the ad hoc proposals violate the provisions of the laws, administrative regulations and the Articles of Association, or do not fall within the scope of the shareholders' general meeting.

Except as referred to in the preceding paragraph, the convener shall not amend the proposals set out in the notice of the general meeting or add any new proposals subsequent to the issue of the notice.

Article 19 To convene an annual general meeting, the Company shall give notices 21 days before the date of meeting, informing each shareholder of the matters proposed to be considered at the meeting and the date and place of the meeting. To convene an extraordinary general meeting, the Company shall notify each shareholder 15 days before the date of meeting.

Article 20 The proposals for shareholders' general meeting shall be submitted or delivered in writing to the Board of Directors, and the content of the proposals shall fall within the authority of the shareholders' general meeting, have clear topics and specific matters to be resolved, and comply with the relevant provisions of laws, administrative regulations, the Listing Rules and the Articles of Association.

Article 21 Matters not set out in the notice referred to in Article 18 and Article 19 of the Rules shall not be resolved at a shareholders' general meeting.

Article 22 Notice of a shareholders' general meeting shall include the following contents:

- (1) the time and place of the meeting;
- (2) matter(s) and proposal(s) submitted to the meeting for consideration;

- (3) containing a legible statement that all ordinary shareholders (including preference shareholders with voting rights restored) are entitled to attend the meeting, and may appoint proxies in writing to attend the meeting and vote on their behalf and such proxy is not necessarily be a shareholder of the Company;
- (4) any other items required to be contained by the laws, administrative regulations, departmental rules or the Listing Rules.

Article 23 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the meeting and the resolutions passed at the meeting.

### **Chapter 5 Holding of Shareholders' General Meetings**

Article 24 The Company shall hold the shareholders' general meeting at the place of residence of the Company or at the place specified in the notice of the shareholders' general meeting.

The shareholders' general meeting shall be held in a venue as a physical meeting. The Company shall, on condition that the general meeting is held legally and validly, enable shareholders to have access to the general meeting by internet or other means. The shareholders that have participated in the meeting through access of any aforesaid means and could vote legally and validly shall be deemed as having attended the meeting.

Shareholders may attend the shareholders' general meeting in person or appoint another person to attend and exercise their voting rights on their behalf within the scope of the authorization, both of which have the same legal effect.

Article 25 The Board of Directors and other conveners shall take necessary measures to ensure the normal order of the shareholders' general meeting. Measures shall be taken to stop acts that cause an interference with the shareholders' general meeting, a nuisance, and infringement of shareholders' lawful rights and interests and such acts shall be promptly reported to the relevant authorities for investigation.

Article 26 All holders of ordinary shares or shareholders' proxies registered on the date for registration of shares are entitled to attend the shareholders' meeting.



Article 27 Any shareholder who is entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one or more persons (whether or not a shareholder) as his proxy to attend and vote on his behalf. A proxy so appointed shall be entitled to exercise the following rights in accordance with the authorization from that shareholder:

- (1) the shareholder's right to speak at the meeting;
- (2) the right to demand, whether on his own or together with others, a poll;
- (3) the right to vote on a poll.

Article 28 The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing, or if the appointor is a legal person, either under seal or under the hand of a director or attorney duly authorized.

Article 29 The instrument issued by a shareholder to appoint a voting proxy to attend a general meeting shall specify the followings:

- (1) the name of the proxy;
- (2) whether the proxy has the right to vote;
- (3) instruction(s) for voting for or against, or abstaining from voting on each resolution as stated in the agenda of the general meeting;
- (4) the date of issuance and expiry of the proxy form;
- (5) the signature (or seal) of the appointor. If the appointor is a corporate shareholder, the corporate seal shall be affixed.

Such a form shall contain a statement that in the absence of specific instructions from the appointor, the proxy may vote as he thinks fit.

Article 30 Where the shareholders attend a shareholders' general meeting in person, the shareholders shall produce their identity cards or other valid proofs or evidences of their identity, in the case of attendance by proxies, the proxies shall produce valid proofs of their identities and the instruments appointing the voting proxies.

For a corporate shareholder, its legal representative or the proxy appointed by its legal representative shall attend the meeting. A legal representative attending a meeting shall produce his/her identity card, and valid proof of his/her capacity as a legal

representative. A proxy authorized by the legal representative to attend a meeting shall produce his/her identity card, and a written power of attorney duly issued by the legal representative of the corporate shareholder.

Article 31 If the instrument appointing the voting proxy is signed by the agent on behalf of the shareholder, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the instrument appointing the voting proxy, be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting.

If the appointor is a legal person, its legal representative or any person authorized by the resolutions of the Board of Directors or other governing body shall attend the shareholders' general meeting of the Company as the appointor's representative.

Where such shareholder is a Recognized Clearing House (or its nominees), it may authorize one or more persons as it thinks fit to act as its representative(s) at any class meeting provided that, if more than one person are so authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized. The person(s) so authorized will be entitled to exercise the same power on behalf of the Recognized Clearing House (or its nominees) as if such person were an individual shareholder of the Company.

Article 32 Where the appointor has deceased, incapacitated to act, withdrawn the appointment or the power of attorney or where the relevant shares have been transferred prior to the voting, a vote given by the proxy in accordance with the power of attorney shall remain valid provided that no written notice of such event has been received by the Company prior to the commencement of the relevant meeting.

Article 33 All directors, supervisors and secretary to the Board shall attend the shareholders' general meetings, and senior management officers shall be present at the meetings. The directors, supervisors and senior management of the Company may attend the shareholders' general meeting through telephone or video conference and other electronic means, which are deemed as attendance in person.

Article 34 A shareholders' general meeting shall be presided by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his duties, the Board of Directors shall designate a director of the Company to convene and preside over the meeting. If no chairman of the meeting has been so designated, shareholders present may elect one person to be chairman of the meeting. If for any reason the shareholders fail to elect a chairman, the shareholder (including proxy thereof) attending the meeting and holding the largest number of shares vested with voting rights shall be the chairman of the meeting.

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

A shareholders' general meeting convened by the Shareholders themselves shall be presided over by a representative elected by the convener.

When a shareholders' general meeting is held and the chairman violates the Rules which makes it difficult for the shareholders' general meeting to continue, a person may be elected at the shareholders' general meeting to act as the chairman so as to carry on with the shareholders' general meeting, subject to the approval of more than half of the attending shareholders having the voting rights.

If for any reason the shareholders fail to elect a chairman, the shareholder (including proxy thereof) attending the meeting and holding the largest number of shares vested with voting rights shall be the chairman of the meeting.

Article 35 If a shareholder requests to raise a question at the shareholders' general meeting, he or she shall obtain permission from the chairman of the shareholders' general meeting. Questions shall be addressed in the order of the questions raised (or in the order of the number of shares held by the shareholders or the appointors of proxies if questions are raised at the same time). Shareholders should begin their statements by reporting their names or the shareholders they represent and the amount of shares they hold. The chairman of the shareholders' general meeting shall arrange the respond to shareholders' questions at the shareholders' general meeting depending on the situation.

The directors, supervisors and senior management shall answer and explain on any enquiries and proposals made by the shareholders at the shareholders' general meeting, except any matters involving the trade secrets of the Company that cannot be disclosed.

Article 36 Minutes of a shareholders' general meeting shall be prepared by the secretary to the Board of Directors. The convener shall ensure that the contents of the minutes are true, accurate and complete.

## **Chapter 6 Votings and Resolutions at Shareholders' General Meetings**

Article 37 Resolutions of shareholders' general meetings are classified as ordinary resolutions and special resolutions.

To adopt an ordinary resolution, more than half of the votes represented by the shareholders (including proxies) present at the meeting must be cast in favor of the resolution.

To adopt a special resolution, two-thirds or more of the votes represented by the shareholders (including proxies) present at the meeting must be cast in favor of the resolution.

A shareholder (including his proxy) attending the meeting shall vote in favor of or against, or abstain from voting on each resolution relating to every matter which has been put to vote at the relevant meeting. If a shareholder or his proxy casts abstention vote or abstains from voting, any vote cast by such shareholder or his proxy shall not be counted in the voting results of the Company.

Article 38 The following matters shall be resolved by ordinary resolutions at a shareholders' general meeting:

- (1) the work reports of the Board of Directors and the Board of Supervisors;
- (2) any plans formulated by the Board of Directors for distribution of profits and for making up losses;
- (3) any appointment or removal of members of the Board of Directors and the Board of Supervisors (except for staff representative supervisors), and their remuneration and manner of payment thereof;
- (4) any matters other than those to be approved by special resolution as required by the laws, administrative regulations or the Articles of Association.

Article 39 The following matters shall be resolved by special resolutions at a shareholders' general meeting:

- (1) an increase in or a reduction of the Company's share capital;
- (2) any demerger, spin-off, merger, dissolution and liquidation of the Company;
- (3) any amendment to the Articles of Association;
- (4) the purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company's latest audited total assets;
- (5) the share incentive plan to be considered and approved;
- (6) any other matters prescribed by the laws, administrative regulations, the Listing Rules, the Articles of Association, or the Rules, and those approved as an ordinary resolution at a shareholders' general meeting that may have material impact on the Company and are required to be approved by a special resolution.

Article 40 Shareholders (including proxies) exercise their voting rights in accordance with the number of shares with voting rights represented by them, and each share entitles the shareholder one vote.

Shares held by the Company carry no voting rights and shall not be counted into the total number of shares with voting rights held by shareholders attending the meeting.

Where any shareholder is, under the applicable laws and regulations and the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for (or only against) any particular resolution, any votes cast by such shareholders (or their proxies) in contravention of such requirement or restriction shall not be counted.

Article 41 When any matters pertaining to connected transactions are considered in a shareholders' general meeting, the connected shareholders shall abstain from voting, and the shares with voting rights held by them shall not be counted in the total number of valid votes.

Article 42 Voting at a shareholder's general meeting shall be taken by registered vote.

Article 43 A vote demanded on such matters as the election of chairman or the adjournment of the meeting shall be taken immediately. A vote demanded on any other matters shall be taken at such time as the chairman may decide, and the meeting may proceed to discuss other matters. The results of the vote to be taken shall still be deemed to be a resolution of that meeting.

Article 44 On a poll taken at a meeting, a shareholder (including a proxy) entitled to two or more votes needs not cast all his votes in the same way.

Article 45 At a shareholders' general meeting, the approach and procedures for nomination of directors and supervisors (except for staff representative supervisors) are as follows:

- (1) the list of candidates for directors and supervisors may, by way of a written proposal, put forward to the shareholders' general meeting about the candidates for directors and supervisors (not being staff representatives). However, the number of candidates proposed shall comply with the provisions of the Articles of Association, and shall not exceed the number to be elected. The aforesaid proposal shall be served to the Company at least seven days before the convening of the shareholders' general meeting.
- (2) within the number of members as specified by the Articles of Association and based on the number of proposed candidates for election, directors and supervisors may propose a list of recommended candidates for directors and supervisors, which shall be submitted to the Board of Directors and Board of

Supervisors for examination. After the list of candidates for directors and supervisors is determined based on the examination by the Board of Directors and Board of Supervisors and the adoption of a resolution, it should be proposed in writing at a general meeting.

- (3) the written notices of the intention to nominate a candidate for election as a director or a supervisor (not being staff representative), the acceptance of nomination by such potential candidate, and the relevant written materials of the nominated candidate, shall be given to the Company no less than seven days prior to the date of convening the shareholders' general meeting (such seven-day period shall commence no earlier than the second day after the issue of the notice of the meeting at which the election shall be conducted and end no later than seven days prior to the shareholders' general meeting). The Board of Directors and Board of Supervisors shall provide shareholders with biographical details and basic information on the candidates for directors and supervisors.
- (4) the period given to the Company for nomination of a candidate for election as a director or a supervisor and to nominees for providing the aforesaid notice and documents shall be no less than seven days (such period shall commence from the day following the date of issuing the notice of convening the shareholders' general meeting).
- (5) at the shareholders' general meeting, voting for each candidate for a director and supervisor shall be taken separately.
- (6) in the case of ad hoc addition or replacement of any director or supervisor, the Board of Directors and Board of Supervisors shall put forward a proposal to the general meeting for such election or replacement.

Article 46 Before voting on a proposal at the shareholders' general meeting, it shall be ensured that shareholders understand the procedures for voting by poll.

Article 47 The chairman of the meeting shall announce the details and result of the voting of each resolution and announce whether a resolution has been passed or not based on the voting result.

If the chairman of the meeting has any doubt as to the result of a resolution put to the vote of the meeting, he may have the votes counted. If the chairman of the meeting fails to have the votes counted, any attending shareholder or proxy who objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the result, and the chairman of the meeting shall have the votes counted immediately.

Article 48 If votes are counted at the shareholders' general meeting, the counting result shall be recorded in the minutes of the meeting.

The minutes of the meeting together with the attendance lists of shareholders and proxy forms shall be kept at the domicile of the Company.

### **Chapter 7 Supplementary Provisions**

Article 49 The Rules shall become effective after being formulated by the Board of Directors and upon approval by the shareholders' general meeting, the same applies when revising.

Article 50 In the Rules, the meaning of "more than", "or more" and "within" includes the underlying number, while "exceed", "less than" and "over" does not include the underlying number.

Article 51 The Board of Directors of the Company is authorized by the general meeting of shareholders to interpret the Rules.

Article 52 For any matters that are not contained in the Rules and any provisions of the Rules that conflict with the laws, or the Articles of Association that are formulated or amended through lawful procedures, and the laws of the place or the relevant regulations of the stock exchange where the Company's shares are listed, the laws, the Articles of Association and the laws of the place or the relevant regulations of the stock exchange where the Company's shares are listed shall be prevailing.

*Should there be any discrepancies between the Chinese and English versions of this Rules, the Chinese version shall prevail.*