

# **Beijing Digital Telecom Co., Ltd.**

## **RULES OF PROCEDURES FOR THE GENERAL MEETINGS**

### **Chapter 1 General Provisions**

**Article 1** In order to ensure the standardized operation of the general meeting of Beijing Digital Telecom Co., Ltd. (hereinafter referred to as the “Company”) and safeguard the legitimate rights and interests of shareholders, these rules (hereinafter referred to as the “Rules”) are hereby formulated in accordance with the Company Law 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 Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other relevant laws and administrative regulations as well as the Articles of Association of Beijing Digital Telecom Co., Ltd. (hereinafter referred to as the “Articles of Association”).

**Article 2** The shareholders of the Company shall be legal persons or natural persons holding shares in the Company in accordance with the provisions of the Articles of Association. The shareholders of the Company shall enjoy the rights of the owners to the return of assets, major decision-making and selection of managers in accordance with the relevant provisions of the Articles of Association, and shall assume obligations in accordance with the relevant provisions of the Articles of Association.

All shareholders who legally and validly hold shares of the Company are entitled to attend the meetings of the general meeting and enjoy the rights to know, speak, question and vote in accordance with the law.

**Article 3** The general meeting shall be the authority of the Company and shall exercise its powers within the scope of the provisions of the Company Law and the Articles of Association.

**Article 4** The Company shall convene meetings of the general meeting in strict accordance with the relevant provisions of the laws, administrative regulations, the Articles of Association and these Rules to ensure that shareholders are able to exercise their rights in accordance with the law.

The Board of Directors of the Company shall effectively perform its duties and organize the general meeting in good faith and on time. All directors of the Company shall diligently perform their duties, exercise their powers in accordance with the law, and ensure the normal convening of the general meeting. The secretary of the Board of the Directors of the Company shall be responsible for the implementation of the preparatory and organizational work for the convening of the meeting.

**Article 5**

The general meeting shall exercise the following powers and functions:

- (i) To elect and replace directors and deciding on their remuneration;
- (ii) To consider and approve the report of the Board of Directors;
- (iii) To consider and approve the Company's profit distribution plan and loss remediation plan;
- (iv) To make resolutions on the increase or reduction of the registered capital of the Company;
- (v) To make resolutions on matters such as merger, demerger, dissolution, liquidation or change of corporate form of the Company;
- (vi) To make resolutions on the issuance of corporate bonds;
- (vii) To make resolutions on the employment, dismissal or non-renewal of the employment of accounting firms by the Company;
- (viii) To amend the Articles of Association;
- (ix) To consider and approve matters relating to the change of use of proceeds;
- (x) To consider the share incentive plan and employee share ownership plan;
- (xi) To consider the purchase or sale of material assets by the Company within one year in excess of thirty percent of the Company's total audited assets for the most recent period;
- (xii) To consider and approve the guarantee matters which shall be resolved by the general meeting as provided for in the Articles of Association; and
- (xiii) To consider other matters which shall be resolved by the general meeting as provided for by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and the Articles of Association.

Subject to the laws and regulations and the mandatory requirements of the listing rules of the listing places, the general meeting may authorize or delegate to the Board of Directors the matters it has authorized or delegated to the Board of Directors.

**Article 6**

The following external guarantee activities of the Company shall be considered and approved by the general meeting:

- (i) Any guarantee provided after the total amount of external guarantees of the Company and its controlling subsidiaries exceeds 50% of the audited net assets of the latest period;

- (ii) Any guarantee provided after the total amount of external guarantees of the Company exceeds 30% of the audited total assets of the latest period;
- (iii) The amount of external guarantees provided by the Company within one year in an amount exceeds 30% of the Company's latest audited total assets;
- (iv) Guarantees provided for guarantee recipients with a gearing ratio exceeding 70%;
- (v) The amount of a single guarantee exceeds 10% of the latest audited net assets;
- (vi) Guarantees provided to shareholders, de facto controllers and their related parties; and
- (vii) Other guarantees required to be considered by the general meeting as the laws and regulations, regulatory documents, the Hong Kong Listing Rules and Articles of Association specify.

The Board of Directors shall review and approve guarantee to third parties not required to be approved by a general meeting. When considering the resolution of providing guarantee for shareholders, de facto controllers and their connected parties at the general meeting, such shareholders or shareholders who are controlled by the de facto controllers shall abstain from voting on such resolution. The resolution shall be approved by more than half of the voting rights held by other shareholders present at the general meeting.

## **Chapter 2 Convening of the general meeting**

**Article 7**      The general meeting shall be divided into the annual general meeting and the extraordinary general meeting. The annual general meeting is generally convened by the Board of Directors. The annual general meeting shall be held once a year and shall be held within six months after the end of the preceding fiscal year.

The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances:

- (i) When the number of directors is less than the number specified in the Company Law or less than two-thirds of the amount required by the Articles of Association;
- (ii) When the Company's unrecovered losses amount to one-third of its total share capital;

- (iii) When shareholders holding individually or collectively more than 10% of the Company's shares (including preferred shares with voting rights restored, etc.) request;
- (iv) When the Board of Directors deems it necessary;
- (v) When the Audit Committee proposes to convene it; and
- (vi) In other cases as provided by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules or the Articles of Association.

**Article 8**

The place for holding the general meeting is: the place of domicile of the Company, the position in which the Company produces and operates or other place as determine by other meeting. The general meeting shall have a venue and be held on-site. The Company may also, as needed, simultaneously use virtual methods such as electronic communications conferencing and electronic voting methods including online platforms to enable shareholders to participate in and vote at the general meeting.

Directors and external certified public accountants who participate in a general meeting in person via electronic means including telephone or video conferencing shall be deemed present at the meeting.

**Article 9**

Subject to the consent of more than half of all the independent non-executive directors, the independent non-executive directors have the right to propose to the Board of Directors to convene an extraordinary general meeting. With respect to the proposal of the independent non-executive directors to convene an extraordinary general meeting, the Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide written feedback on whether it agrees or disagrees to convene the meeting within ten days after receiving the proposal.

If the Board of Directors agrees to convene an extraordinary general meeting, it will give notice of the convening the general meeting within five days after the Board of Directors' resolution is made; If the Board of Directors do not agree to convene the extraordinary general meeting, it shall state the reasons in writing.

**Article 10**

The Audit Committee shall have the right to propose to the Board of Directors to convene an extraordinary general meeting and shall submit the proposal in writing to the Board of Directors. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide written feedback on whether it agrees or disagrees with the convening of the extraordinary general meeting within ten days after receiving the proposal.

If the Board of Directors agrees to convene an extraordinary general meeting, it will issue a notice of the convening the general meeting within five days after the Board of Directors' resolution is made, and any changes to the original proposal in the notice shall be subject to the consent of the Audit Committee.

If the Board of Directors does not agree to convene an extraordinary general meeting, or fails to provide feedback within ten days of receipt of the proposal, it shall be deemed that the Board of Directors is unable to perform or fails to perform its duty to convene a meeting of the general meeting, and the Audit Committee may convene and preside over the meeting on its own.

#### **Article 11**

Shareholders who individually or collectively hold more than 10% of the shares of the Company (including preferred shares with voting rights restored, etc.) shall have the right to request the Board of Directors to convene an extraordinary general meeting and shall submit their request in writing to the Board of Directors. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide written feedback on whether it agrees or disagrees with the convening of the extraordinary general meeting within ten days after receiving the request.

If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening of the general meeting within five days after the Board of Directors' resolution is made, and any changes to the original request in the notice shall be approved by the relevant shareholders.

If the Board of Directors does not agree to convene an extraordinary general meeting or fails to provide feedback within ten days after receiving the request, the shareholders who individually or collectively hold more than 10% of the Company's shares (including preferred shares with voting rights restored, etc.) have the right to propose to the Audit Committee to convene the extraordinary general meeting, and shall submit the request in writing to the Audit Committee.

If the Audit Committee agrees to convene an extraordinary general meeting, it shall issue a notice of convening of the general meeting within five days of receipt of the request, and any changes to the original request in the notice shall be subject to the consent of the relevant shareholders.

If the Audit Committee fails to issue a notice of the general meeting within the prescribed period, it shall be deemed that the Audit Committee does not convene and preside over the general meeting, and that shareholders who individually or collectively hold more than 10% of the Company's shares (including preferred shares with voting rights restored, etc.) for more than 90 consecutive days may convene and preside over the meeting themselves.

#### **Article 12**

If the Audit Committee or shareholders decide to convene a general meeting on their own, they shall notify the Board of Directors in writing.

Before the announcement of the resolution of the general meeting, the shareholding (including preferred shares with voting rights restored, etc.) ratio of the convening shareholder shall not be less than 10%.

**Article 13** The Board of Directors and the secretary of the Board of Directors will cooperate with the general meeting convened by the Audit Committee or the shareholders themselves. The Board of Directors will provide the register of shareholders as at the date of the shareholding determination.

**Article 14** When a general meeting is convened by the Audit Committee or by the shareholders, the Company shall bear all the necessary expenses thereof.

**Article 15** The Board of Directors and other conveners shall take necessary measures to ensure the normal order of the meetings of the general meeting. Any interference with the general meetings, provocation and infringement of the legitimate rights and interests of shareholders and will be promptly reported to the relevant authorities for investigation and handling.

A general meeting shall be convened by the chairperson of the Board of Directors who shall be the chairperson of the meeting; if the chairperson of the Board of Directors is unable to attend the meeting for any reason, the vice-chairman of the board of Directors shall convene the meeting and be the chairman of the meeting. When the vice-chairman is unable or fails to perform his duties, a Director jointly elected by more than half of the total number of the Directors shall perform the said duties.

The decision whether or not to adopt a resolution at a general meeting convened by the Audit Committee on its own initiative shall be final and shall be presided over by the convener of the Audit Committee. In the event that the convener of the Audit Committee is unable to perform his or her duties or fails to perform his or her duties, a member jointly elected by more than half of the members of the Audit Committee shall preside over the meeting.

In the case of a general meeting convened by the shareholders themselves, the convener shall elect a representative to preside over the meeting.

If the presiding officer of the general meeting violates the rules of procedure to prevent the general meeting from continuing, the meeting may elect a person to act as the presiding officer and continue the general meeting with the consent of a majority of the shareholders present at the general meeting on site who have the right to vote.

### **Chapter 3 Proposals for the general meeting**

**Article 16** The contents of a proposal shall be within the terms of reference of the general meeting, and have definite agenda and specific matters for resolution, and shall comply with the relevant provisions of the laws, administrative regulations and these Articles of Association.

**Article 17** When the Company convenes a general meeting, the Board of Directors, the Audit Committee and shareholders who individually or collectively hold more than 1% of the total number of shares of the Company (including preferred shares with voting rights restored, etc.) shall have the right to submit proposals to the Company.

Shareholders(s) who individually or jointly hold 1% or more of the shares of the Company (including preferred shares with voting rights restored, etc.) is/are entitled to proposed additional resolutions in writing to the convener before the general meeting is held. The convener shall issue a supplemental notice of meeting with two days after receiving such extraordinary resolution, announce the contents of such extraordinary resolution and submit the same to the general meeting for consideration. However, extraordinary resolution that violate laws, administrative regulations, or the Articles of Association, or are not within the authority of the general meeting, shall be excluded.

Unless in the circumstance set out hereinabove, the convener may not, after publishing the notice of the general meeting, make any change to the motions set forth in such notice or add any new motions. No motion shall be passed at a general meeting on any matter not specified in the notice of general meeting or in a supplementary notice or is not in accordance with the provisions of the Articles.

#### **Chapter 4 Notice of the general meeting**

**Article 18** When the Company convenes an annual general meeting, a written notice shall be given at least 21 days before the meeting; when it convenes an extraordinary general meeting, a written notice shall be given 15 days before the meeting, informing all the shareholders of record of the matters to be considered at the meeting, as well as the date and place of the meeting.

Notice of a general meeting convened by the Company shall be made by means of an announcement.

The announcement referred to in the preceding paragraph shall be made by the media/website recognized by the stock exchange where the Company's shares are listed as designated by the Company for the publication of the Company's announcements and other media where information is required to be disclosed. Where the Company's notice is delivered by way of announcement, the date of publication of the first announcement shall be the date of delivery, and once the announcement is made, the notice shall be deemed to have been received by all relevant persons.

**Article 19** The notice of a general meeting shall include the following:

- (i) the time, venue and duration of the meeting;
- (ii) matters and proposals to be submitted for consideration at the meeting;
- (iii) a statement in conspicuous language that all common shareholders (including shareholders of preferred shares whose voting rights have been restored) are entitled to attend the general meeting and may appoint a proxy in writing to attend the meeting and vote, and that such shareholder's proxy need not be a shareholder of the Company;

- (iv) The shareholding registration date of the shareholders entitled to attend the general meeting;
- (v) The name and telephone number of the permanent contact person for the meeting; and
- (vi) voting time and voting procedure of voting via online or by other means (if the meeting is held through online or by other means).

The notice of the general meeting and the supplementary notice shall fully and completely disclose the specific contents of all proposals, as well as all information or explanations necessary to enable shareholders to make a reasonable judgment on the matters to be discussed. If the matters to be discussed require the opinion of the independent non-executive directors, the opinion of the independent non-executive directors and the reasons therefore shall be disclosed at the same time when the notice of the general meeting or supplementary notice is issued.

#### **Article 20**

If the general meeting is to discuss matters relating to the election of Directors, the notice of the meeting will fully disclose the details of the candidates for Directors, including at least the following:

- (i) personal information such as educational background, work experience and part-time jobs;
- (ii) whether there is any connected relationship with the Company or the controlling shareholders and de facto controllers of the Company;
- (iii) disclosure of the number of shares held in the Company; and
- (iv) whether he/she has been penalized by the CSRC and other relevant authorities and disciplined by the stock exchange.

Each candidate for Director shall be submitted as a separate proposal.

#### **Article 21**

For shareholders of unlisted shares issued within the territory by the Company, notices of the general meeting may also be issued by way of public announcements, and the announcement to shareholders of unlisted shares issued within the territory by the Company shall be published in a media that meets the conditions prescribed by the CSRC. Upon publication of such announcements, the holders of unlisted shares issued within the territory by the Company shall be deemed to have received the notice for the general meeting.



In respect of H shareholders, the notice of general meeting shall be given to the H shareholders of the Company by sending them in electronic form or providing them with notice of general meetings by other means or by posting them on the Company's website as well as on the website of the Hong Kong Stock Exchange, and, subject to the fulfillment of the conditions set out in the laws and administrative regulations, the Hong Kong Listing Rules and these Articles of Association, all H shareholders shall be deemed to have received notice of the relevant general meeting once the announcement has been made.

**Article 22** After the notice of the general meeting is issued, the meeting shall not be postponed or canceled without justifiable reasons, and the proposals set out in the notice of general meeting shall not be canceled. In the event of postponement or cancellation, the convener shall make an announcement at least two working days prior to the scheduled date of the meeting and state the reasons therefore.

**Article 23** The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, a person entitled to such notice shall not invalidate the meeting and the resolutions made thereat.

## **Chapter 5 Convening of the general meeting**

**Article 24** All shareholders of ordinary shares (including preferred shareholders with restored voting rights), shareholders holding shares with special voting rights or their proxies whose name appears on the register of members on the record date have the right to attend the general meeting (whether in person or through a secure, economical and convenient online or other virtual means utilizing technology) and exercise their rights to vote pursuant to relevant laws, regulations and the Articles of Association.

Shareholders may attend and vote at the general meeting in person or by proxy.

**Article 25** Individual shareholders attending the meeting in person shall present their personal identity cards or other valid documents or certificates that can identify them. Proxies attending the meeting shall present their personal identity cards and the authorization letters from the shareholder.

Corporate shareholders shall be represented by its legal representative or proxies authorized by the legal representative. Legal representatives attending the meeting shall present their personal identity cards or valid documents that can prove its identity as the legal representative. Proxies attending the meeting shall present their personal identity cards or the authorization letter legally issued by the corporate shareholder.

- Article 26** The authorization letter issued by shareholders to authorize other persons to attend the general meeting shall clearly state the followings:
- (1) The names of the shareholder, the class and number of shares held by the shareholder;
  - (2) The names of the proxies;
  - (3) Specific instructions of the shareholders, including instructions to vote for, against or abstain from voting on each of the items in the agenda of the meeting and others;
  - (4) The signing date and the effective period of the authorization letter; and
  - (5) Signature (or seal) of the shareholders who appoint the proxies. For a corporate shareholder, the proxy must be affixed with the common seal.
- Article 27** For letters authorizing a voting proxy signed by other representatives of the shareholders, and the letters authorizing the representative to sign or other documents of authorization shall be notarized. Such notarized authorization letters or other documents of authorization shall, along with the letters authorizing proxies, be placed at the Company's address or any other places specified in the notice convening the meeting.
- Article 28** A registration book for attending the general meeting shall be prepared by the Company. The registration book shall set forth the names of attendees (or the attending units), their identity card numbers, number of voting shares held or represented, and name of the appointer (or the appointing unit), etc.
- Article 29** When the general meeting requests the director or senior management to attend the meeting, directors, senior management shall also be present at the meeting. The directors and senior management personnel shall provide explanation and clarification to the inquiries and suggestions raised by the shareholders at the general meeting.
- Article 30** The presiding officer of the meeting shall announce the number of shareholders and proxies attending the meeting on-site and the total number of shares holding voting rights before voting, and the number of shareholders and proxies attending the meeting on-site and the total number of shares holding voting rights shall be based on the registration of the meeting.

## **Chapter 6 Voting and Resolutions at the general meeting**

- Article 31** Resolutions of a general meeting shall be divided into ordinary resolutions and special resolutions.
- Ordinary resolutions at a general meeting shall be passed by a majority of the votes held by shareholders attending the general meeting.

Special resolutions at a general meeting shall be passed by more than two-thirds of the votes held by shareholders attending the general meeting.

The shareholders referred to herein include shareholders who appoint proxies to attend the general meeting.

**Article 32** Shareholders (including shareholders' proxies) shall exercise their voting rights at the general meeting by the amount of voting shares they represent, and each share shall have one vote.

Shares of the Company held by the Company shall not have voting rights, and such shares shall not be counted towards the total number of shares with voting rights present at the meeting of the general meeting.

All shareholders shall have the right to speak and vote at the general meetings (whether in person or through a secure, economical and convenient online or other virtual means utilizing technology), except if any shareholder should waive his/her voting right on a particular matter, or is restricted to vote only for or against the matter, in accordance with the Hong Kong Listing Rules, in which case such shareholder should waive his/ her voting right or abstain from voting in accordance with the provisions therein; any vote casted by or on behalf of any shareholder in violation of such provisions or restriction shall not be counted into the poll result.

**Article 33** Shareholders attending a general meeting shall express one of the following opinions on the proposals submitted for voting: approval, opposition or abstention.

Votes that are not filled in, incorrectly filled in, unidentified, or not cast shall be deemed to be a waiver of the voter's right to vote, and the number of shares held by the voter shall be counted as an "abstention".

Where any shareholder is, under the Hong Kong Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only in favor of (or only against) any particular resolution, any votes cast by or on behalf of such shareholder in violation of such requirement or restriction shall not be counted.

**Article 34** In the election of directors at a general meeting, if there are more than two slots for election, the shareholders (including the shareholders' proxies) shall have voting rights equal to the number of slots to be elected for each share held by them, and they may either elect one person centrally with all of their voting rights or elect several persons in a dispersed manner, provided that they shall give an explanation on the distribution of their voting rights.

**Article 35** The following matters shall be adopted by ordinary resolution of the general meeting:

- (i) reports on the work of the Board of Directors;
- (ii) profit distribution plan and loss compensation plan formulated by the Board of Directors;
- (iii) the appointment and removal of members of the Board of Directors and their remuneration and methods of payment; and
- (iv) matters other than those stipulated by laws, administrative regulations, the Hong Kong Listing Rules or the Articles of Association, which shall be passed by special resolution.

**Article 36** The following matters shall be adopted by a special resolution at a general meeting:

- (i) the increase or reduction of the Company's registered capital;
- (ii) the separation, division, merger, dissolution and liquidation of the Company;
- (iii) amendments to the Articles of Association;
- (iv) major purchase or dispose of assets or guarantees by the Company within one year in an amount equal to or exceeding 30% of the total audited assets for the most recent period;
- (v) share incentive scheme; and
- (vi) any other matters which, as provided by law, administrative regulations, the Hong Kong Listing Rules or the Articles of Association, and in the opinion of the general meeting by ordinary resolution, will have a material impact on the Company and which require the passing of a special resolution.

**Article 37** In the event the matters of connected transactions are considered at a General Meeting, connected shareholders shall abstain from voting upon such connected transactions and the number of voting shares represented by such shareholders shall not be counted in the total number of valid votes. The announcement of the resolution of such meeting shall fully disclose the votes of the unrelated shareholders.

Prior to the completion of review and voting on the connected transactions at the general meeting, the related shareholders shall submit a request for disqualification to the presiding officer of the meeting and the presiding officer of the meeting shall announce it to the general meeting. During the voting on the connected transactions, the related shareholders shall not be allowed to vote on such matters.

Before the completion of review and voting on the connected transactions at the general meeting, the non-connected shareholders (including proxies) shall have the right to request the presiding officer to disqualify the connected shareholders from voting on such matters and explain the reasons therefor, and the related shareholders requested to disqualify themselves from voting shall not be allowed to cast their votes during the voting on the said matters if they have no objection to the request to disqualify themselves from voting on such matters. If the shareholder requested to be recused considers that he is not a related shareholder and does not need to fulfil the recusal procedure, he shall explain the reasons at the general meeting, and if the shareholder requested to be recused is determined to be a related shareholder, he shall not vote on the matter at the meeting. In the event of any of the above circumstances, the person taking the minutes of the general meeting shall record the above circumstances in detail in the minutes of the meeting.

**Article 38** When proposals are voted on at the general meeting, two shareholders' representatives shall be appointed to count, and monitor counting of, the votes. Where any shareholder has interests in any issue considered, the said shareholder or proxy thereof shall not participate in counting and monitoring of ballots.

**Article 39** When votes are cast on proposals at the general meeting, attorneys, representatives of the shareholders shall be jointly responsible for scrutinizing and counting votes and shall announce the voting results at the meeting. The voting result shall be recorded in the meeting minutes. Where the laws, administrative regulations and other regulatory documents and the Hong Kong Listing Rules provide otherwise for the manner of vote counting and scrutinizing, such provisions shall apply.

Prior to the formal announcement of voting results, the relevant parties from the company, the persons responsible for counting votes and scrutinizing the conduct of the relevant poll, the major shareholders, relevant internet service provider involved in relation to voting at the general meeting, and by other means, shall be obliged to keep the status of voting confidential.

**Article 40** The chairperson of the meeting may count the votes cast if he has any doubt about the result of a resolution submitted for voting; if the chairperson fails to do so, shareholders or shareholders' agents attending the meeting who disagree with the announcement of the result made by the chairperson have the right to request for the counting of the votes immediately after the announcement is made, and the chairperson shall organize the counting of the votes immediately.

**Article 41** The resolution of the general meeting shall be promptly announced. The announcement shall state the number of attending shareholders and proxies, their number of voting shares and their percentages to the total number of the voting shares in the Company, the voting method or methods, the voting result for each proposal, and the details of each resolution passed in the meeting.

- Article 42** Where a proposal has not been passed or the resolutions of the preceding general meeting have been changed at the current general meeting, special mention shall be made in the announcement of the resolutions of the general meeting.
- Article 43** Where a resolution on the election of Directors is passed at the general meeting, the term of office of the newly-elected Director shall commence on the day that relevant election resolution is passed at the general meeting.
- Article 44** Where a proposed resolution in relation to the payment of cash dividends, the issue of bonus shares or the capitalization of capital reserves has been passed at a general meeting, the Company shall implement the specific plans within two months after the conclusion of the general meeting.
- Article 45** Shareholders may inspect copies of meeting minutes during the Company's office hours free of charge. If any shareholder requests a copy of the relevant meeting minutes from the Company, the Company shall send the copy within seven days after receiving a reasonable fee.

#### **Chapter 7 Minutes of the general meeting**

- Article 46** There shall be minutes of the general meeting, which shall be taken by the secretary of the Board of Directors. The minutes shall record the following contents:
- (i) the time, venue, agenda and name or names of the convener of the meeting;
  - (ii) the names of the chairperson, and the names of Directors and senior management present at the meeting;
  - (iii) the number of shareholders and proxies attending the meeting, the total number of shares holding voting rights and their proportion to the total number of shares of the Company;
  - (iv) the deliberation, main points of speeches and voting results of each proposal;
  - (v) shareholders' queries or suggestions and the corresponding replies or explanations;
  - (vi) names of counsel, tellers and scrutineers; and
  - (vii) other contents that shall be included in the minutes of the meeting as stipulated in the Articles of Association.

**Article 47** The convener shall ensure that the contents of the minutes are true, accurate and complete. The convener of the meeting or his representative, the presiding officer of the meeting, the secretary of the Board of Directors and the directors and senior management attending the meeting shall sign the minutes of the meeting. The minutes of the meeting shall be kept together with the register of signatures of the shareholders attending the meeting on site and the proxy form for proxy attendance, and the valid information on the voting situation on the internet and other means for a period of not less than ten years.

## **Chapter 8 Supplementary Provisions**

**Article 48** These Rules shall be formulated by the Board of Directors and shall become effective upon approval by the general meeting; amendments to these Rules shall be proposed by the Board of Directors and shall become effective upon approval by the general meeting.

**Article 49** The general meeting authorizes the Board of Directors to interpret these Rules.

**Article 50** For the purpose of these rules, “more”, “more than” include the present number.

**Article 51** Where any matter not covered in these Rules or inconsistent with the provisions of laws, administrative regulations, other relevant regulatory documents and the Articles of Association, the provisions of laws, administrative regulations, other relevant regulatory documents and the Articles of Association shall prevail.