



**CHANGGANG DUNXIN ENTERPRISE COMPANY
LIMITED**

長 港 敦 信 實 業 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2229)

**PROCEDURES FOR SHAREHOLDERS TO CONVENE GENERAL
MEETINGS AND TO PROPOSE A PERSON
FOR ELECTION AS A DIRECTOR**

Date: 26 June 2014

1. The procedures for Shareholders to convene an extraordinary general meeting (“EGM”) (including making proposals or moving a resolution at the EGM)

Shareholders of the Company (the “**Shareholders**” and individually a “**Shareholder**”) holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the board of the directors of the Company (the “**Director(s)**”) (the “**Board**”) or the secretary of the Company (the “**Company Secretary**”), to require an EGM to be called by the Board for the transaction of any business specified in such requisition (including election of directors); and such meeting shall be held within two months after the deposit of such requisition.

The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited with the Board or the Company Secretary at the Company’s principal place of business in Hong Kong at Office No. 3, 13th Floor, Boss Commercial Centre, No. 28 Ferry Street, Kowloon, Hong Kong, and may consist of several documents in like form each signed by one or more requisitionists.

The request will be verified with the Company’s Hong Kong share registrar (the “**Share Registrar**”) and upon their confirmation that the request is proper and in order, the Company Secretary will ask the Board to include the resolution in the agenda for the EGM.

If within 21 days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in the same manner, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Board shall be reimbursed to the requisitionists by the Company.

2. The procedures for Shareholders to propose a person for election as a Director

No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a written notice signed by a shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a written notice by that person to be proposed of his willingness to be elected (including that person's biographical details as required by rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) shall be lodged with the Company Secretary at the Company's principal place of business in Hong Kong at Office No. 3, 13th Floor, Boss Commercial Centre, No. 28 Ferry Street, Kowloon, Hong Kong or the Share Registrar provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven days and that (if the notices are submitted after the dispatch of the notice of the general meeting appointed for such election) the period for lodgment of such notice(s) shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

In the event of discrepancies between the Chinese and the English versions, the English version shall prevail.