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(Considered and passed at the general meeting held on January 15, 2019)

CHAPTER I GENERAL PRO ISIONS

A 1 The Rules of Procedure for the board of directors (the "Board") of China International Marine Containers (Group) Co., Ltd. (the "Company") (the "Rules of Procedure") are formulated in accordance with the Company Law of the People's Republic of China (the "**C a Law**"), Guidelines for Establishing Independent Directors System in Listed Companies (the "**I D s G s**"), Governance Standards of Listed Companies (the "**G a S a a s**"), Articles of Association of China International Marine Containers (Group) Co., Ltd. (the "**A s Ass a** ") and other relevant laws, administrative regulations and normative documents to regulate the discussion procedures of the Board and to

(2) no more than five years have lapsed since termination of the execution period for penalty on a crime of corruption, bribery, encroachment of property, embezzlement or disrupting socialist economic order, or no more than five years have lapsed since termination of the execution period for deprivation of political rights due to committing a crime;

(3) no more than three years have lapsed since conclusion of liquidation owing to the bankruptcy of a company or enterprise where the person served as a director or factory manager or president and was personally liable for the bankruptcy;

(4) no more than three years have lapsed since the date of cancellation of the business license and winding-up of a company or enterprise on account of illegal business operations where the person served as the legal representative and was personally liable;

(5) a relatively large amount of personal debt is overdue but remains unpaid;

(6) the person is under investigation by the judicial authorities after a claim has been brought for breaking criminal law, pending conclusion of the case;

(7) the person is not eligible for enterprise leadership under the laws and administrative regulations;

(8) the person is not a natural person;

(9) no more than five years have lapsed since the person was found guilty of violating relevant securities regulations and involved in fraud or dishonesty as adjudged by relevant regulatory authorities;

(10) the person is currently being prohibited from participating in securities market by the China Securities Regulatory Commission and such barring period has not elapsed;

(11) no more than two years have lapsed since the Shanghai Stock Exchange or the Shenzhen Stock Exchange has declared the person to be inappropriate; and

(12) other circumstances specified by laws, administrative regulations or rules.

For any election and appointment of a director in contravention of the provisions prescribed by this Article, such election, appointment or employment shall be void and null. Where a director falls into any of the aforesaid circumstances in his/her term of office, the director shall be removed from office.

A 7 New director shall, within one month after being appointed at the general meeting, sign a "directors' declaration and undertaking" and submit it to the Board and the Shenzhen Stock Exchange for filing.

A 8 Directors shall be elected or replaced by the general meeting. The term of office of directors is three years, renewable upon re-election at its expiry. A director may not be removed from office by the shareholders' general meeting without any reason before his/her term of office expires. The general meeting may by ordinary resolution remove any director before the expiry of his/her term of office (but without prejudice to such director's right to claim damages under any contract), subject to full compliance with the relevant laws and administrative regulations.

Written notice of the intention to nominate candidates for directors and their consent to accept the nomination shall be lodged with the Company after the despatch of the notice of the general meeting and no later than seven days before the holding of the general meeting. The minimum notice period of such written notice is seven days.

A 9 The term of office of directors commences from the date of appointment up to the expiry of the current term of office of the Board. In the event that the term of a director falls upon expiry whereas the new member of the Board is not re-elected in time, the existing director shall continue to perform his/her duties in accordance with laws, administrative regulations, rules of regulatory authorities and the provisions of the Articles of Association until the re-elected director assumes office.

A 10 The Chairman and Vice Chairman shall be the directors of the Company and shall be elected and removed by a simple majority of votes (more than five directors) of all directors.

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A 11 Directors shall comply with the laws, administrative regulations and the Articles of Association, and shall fulfill obligations to the Company as follows:

(1) not to abuse his/her position to accept bribes or other illegal income or misappropriate the properties of the Company;

(2) not to misappropriate the funds of the Company;

(3) not to set up accounts in his/her own name or in the name of any other person for the purpose of depositing any of the assets or funds of the Company;

(4)

Other than the circumstances referred to in the preceding paragraph, the resignation of a director shall become effective upon submission of his/her resignation report to the Board.

A 18 Upon a director's resignation becoming effective or at the expiry of his/her term of office, the director shall complete all handover procedures with the Board, and his/her fiduciary obligations to the Company and the shareholders shall not necessarily cease after the termination of tenure and shall remain effective within one year after the termination of tenure.

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A 27 Independent directors shall be independent. The following persons shall not act as independent directors:

(1) the employees of the Company or its subsidiaries, and their lineal relatives and major social connections (lineal relatives refer to spouses, parents and children, and the major social connections refer to brothers and sisters, parents-in-law, daughters-in-law, sons-in-law, spouses of brothers and sisters, and brothers and sisters of spouses);

(2) the natural person shareholders directly or indirectly holding more than 1% of issued shares of the Company or any of the ten largest shareholders of the Company and their lineal relatives;

(3) persons who hold a position in the shareholders directly or indirectly holding more than 5% of issued shares of the Company or any of the five largest shareholders of the Company and their lineal relatives;

(4) persons who, at any time during the immediately preceding period of one year, have fallen into any of the three categories listed above;

(5) persons providing financial, legal and consultation services to the Company or its subsidiaries;

(6) other persons specified by the Articles of Association; and

(7) other persons as prescribed by the China Securities Regulatory Commission.

A 28 The Board, the Supervisory Committee, or shareholders individually or jointly holding more than 1% of issued shares of the Company are entitled to nominate independent directors to be elected at the general meetings.

A 29 Nominator(s) of independent directors shall obtain the consent of the nominee prior to any nomination. The nominator shall acquire all the personal particulars of his/her nominee as to their profession, education, job po spous5(w)62.0.51(Asene1n)15(y 3rities Re)15(gulatory Commis

A **31** When holding a shareholders' general meeting for the election of independent

A 35 In addition to the powers of directors conferred by laws and administrative regulations, the Company shall grant the following special powers to the independent directors:

(1) Substantial connected transactions (representing the connected transactions proposed to be entered into between the Company and a connected person with a total amount exceeding RMB3,000,000 or 5% of the Company's latest audited net assets value) shall be approved by independent directors before submission to the Board for discussion;

Before making a judgment, independent directors may appoint an intermediary to issue the report of independent financial adviser as the basis for their judgment.

(2) to propose to the Board for the appointment or removal of accounting firms;

(3) to propose to the Board to convene extraordinary general meetings;

(4) to propose to convene the Board meetings;

(5) to engage independently external auditors and advisers;

(6) to publicly obtain the rights to vote from the shareholders prior to the general meetings.

To exercise the above-mentioned powers, the independent director(s) shall obtain the consent of more than half of all the independent directors.

Where any such proposal is not adopted or any such power cannot be exercised normally, the Company shall disclose the relevant information.

A 36 Upon unanimous consent of all the independent directors, independent directors may appoint external auditing and consulting agencies independently to provide auditing or consulting services on specific matters of the Company at the expense of the Company.

A 37 The Company shall provide all the necessary conditions to the independent directors:

(1) The Company shall ensure that independent directors are entitled to the same right to information as other directors. For the matters required to be decided by the Board, the Company shall advise the independent directors in advance within stipulated time and provide them with adequate information. If the independent directors think that the said information is insufficient, the independent directors are entitled to request supplemental information. Where two or more independent directors are of the view that the information is insufficient or the demonstrations are not specific, they may jointly propose in writing to the Board to postpone the meeting of the Board or the discussion of the matter in question, and the Board is obliged to accept such proposal. The information provided by the Company to the independent directors shall be kept by the Company and the independent directors for a period of no less than five years;

(2) The Company shall provide the independent directors with the necessary working

(3) When the independent directors are performing their duties, employees of the Company shall cooperate with them practically and shall not refuse, obstruct, or conceal or interfere with the exercise of their powers independently;

(4) Expenses regarding engaging intermediaries by the independent directors or other expenses necessary for exercise of their powers shall be borne by the Company;

(5) The Company shall pay the independent directors subsidies of appropriate sums. The standards of the said subsidies shall be proposed by the Board and approved by the general meeting and shall be disclosed in the annual report of the Company. Apart from the above-mentioned subsidies, the independent directors shall not acquire other additional and undisclosed interests from the Company and its substantial shareholders or institutions and officers of common interests with the Company;

(6) The Company shall establish the necessary insurance mechanism for independent directors to minimize risks possibly incurred by normal performance of the duties of the independent directors.

A 38 Independent directors shall convetelmeeting of the independent directors at least once each year to exchange working experiences, summarize experiences and lessons and probe into working ideas.

A 39 In case an independent director fails to personally attend the Board meetings three times consecutively, the Board shall recommend the shareholders' general meeting to remove such independent director.

A 40 Save as stated above and the provisions of Article 6 of the Rules of Procedure and the Articles of Association which provide for the conditions when an independent director shall not be an independent director, an independent director shall not be removed before the expiry of his/her term. In the case of any early removal, the Company shall make a special disclosure thereof. Any removed independent director who thinks that the Company has not any proper reason to remove him/her may make public statement.

A 41 Any independent director may resign before the expiry of his/her term. A resigning independent director shall deliver his/her written notice of resignation to the Board, and shall make a statement on any conditions related to his/her resignation or conditions which he/she considers the shareholders and creditors of the Company shall be brought to attention.

If the proportion of independent directors of the Board of the Company falls below the minimum statutory requirement as provided in relevant regulations as a result of the resignation of independent director, the resignation report of such independent director shall only be effective upon his/her vacancy is filled by the newly appointed independent director.

A 42 Shareholders individually or jointly hold more than 1% of shares of the Company may challenge the independent director or propose removal against the said independent director in the belief that the said independent director has no qualification or competency to exercise his/her duties or fail to perform his/her duties independently or fail to safeguard the legal interests of the Company and the middle and small investors therein. The independent director questioned shall responsively make explanation and disclosure about the inquiry. The Board of the Company shall, upon receipt of the relevant inquiry or proposed removal, responsively hold a special meeting for discussion, and disclose the results thereof.

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(3) to coordinate and manage the relationship between the Company and its investors, to play host to investors' visits, to answer investors' enquiries, and to provide investors with access to information disclosed by of the Company;

(4) to prepare Board meetings and general meetings in accordance with the legal procedures, and to prepare and submit the documents to be considered for the relevant meetings;

(5) to participate in Board meetings and produce signed minutes of meetings;

(6) to be responsible for the confidentiality of corporate information prior to its disclosure, to draw up relevant confidentiality measures, to procure all members of the Board of the Company and relevant informed persons to keep information in confidentiality prior to its disclosure, and to take timely remedial measures upon leaks of insider information and to report the same to the Shenzhen Stock Exchange;

(7) to be responsible for keeping the Company's register of members and directors, as well as the information about the holding of shares in the Company by the major shareholders, directors, supervisors and senior management personnel, and the documents and minutes of Board meetings and general meetings and so on;

(8) to assist the directors, supervisors and senior management personnel to understand laws related to information disclosure, administrative regulations, rules, other regulatory documents and the Articles of Association, as well as their legal responsibilities under the listing agreement;

(9) to procure the Board to exercise its duties and powers lawfully; to alert directors present at the meeting of any potential violation of the laws, administrative regulations, rules, other regulatory documents and the Articles of Association that a Board resolution intended to be made at a meeting of the Board may cause, and to seek the views of the attending supervisors in this respect; if the aforesaid resolution is insisted upon by the Board, the secretary to the Board shall record the views of relevant supervisors and individuals in the minutes, and promptly report to the Shenzhen Stock Exchange;

(10) to discharge such other duties as provided by the relevant laws, administrative regulations and other regulatory documents.

A 47 For the purpose of exercising his/her duties and functions, the secretary to the Board is entitled to access the financial situation and business operation of the Company, to attend relevant meetings involving information disclosure, to consult all documents related to information disclosure, to request relevant departments and staff of the Company to provide relevant documents and information at an appropriate time.

If the secretary to the Board encounters improper or significant interruption when performing his/her duties, he/she may report directly to the Shenzhen Stock Exchange.

A 48 The Company shall take an active role in establishing an adequate system of investor relationship management and enhancing communications between the Company and its shareholders, especially its public shareholders, through various channels. The secretary to the Board shall be responsible for the management of investor relationships of the Company.

A 49 The Company shall submit relevant information on the candidate of the secretary to the Board to the Shenzhen Stock Exchange in five business days prior to the meeting for election of the secretary to the Board. If the Shenzhen Stock Exchange raises no objection within five business days after it receives such information, the Board may appoint such person.

A 50 A director or other senior management personnel of the Company may concurrently serve as the secretary to the Board. No accountant of the accounting firm or attorney of the law firm engaged by the Company shall concurrently serve as the secretary to the Board.

Where a director concurrently serves as the secretary to the Board and a certain act needs to be done by directors and the secretary to the Board respectively, he/she shall not do the act in his double capacities.

A 51 The secretary to the Board shall be nominated by the Chairman of the Board, and be appointed or removed by the Board.

The removal of the secretary to the Board shall have a good reason and shall not be unfair.

Upon removal of the secretary to the Board by the Company or resignation of the secretary to the Board, the Company shall promptly report to the Shenzhen Stock Exchange to explain the reasons and publish an announcement thereof.

The secretary to the Board shall be entitled to submit a personal statement in respect of unfair removal by the Company or his/her resignation to the Shenzhen Stock Exchange.

A 52 The secretary to the Board shall be dismissed by the Company within one month from the date of the occurrence of one of the following circumstances:

(1) any circumstance as stipulated under Article 45 hereof;

(2) non-performance of duties for over three consecutive months;

(3) significant errors and malpractice in the performance of his/her duties, causing material losses to investors;

(4) violation of laws, administrative regulations, rules, other regulatory documents or the Articles of Association, causing material losses to investors.

A 53 The Company shall appoint a secretary to the Board within three months after the resignation of the former secretary to the Board.

Under special circumstances where the vacancy of the secretary to the Board has lasted for more than three months, the Chairman of the Board shall take the office of the secretary to the Board till an official appointment of the secretary to the Board is made by the Company.

A 54 In addition to the appointment of the secretary to the Board, the Company shall appoint a securities affairs representative to assist the secretary to the Board to perform his/her duties. When the secretary to the Board is unable to implement his/her duties, the securities affairs representative shall exercise his/her rights and perform his/her duties on his/her behalf. Under the circumstances aforesaid, the responsibility of the secretary to the Board in respect of information disclosure shall not be automatically waived.

A securities affairs representative shall have attended the Board Secretary Qualification Certificate Training Course organized by the Shenzhen Stock Exchange and shall obtain a Board Secretary Qualification Certificate.

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A 55 The Board of Directors of the Company may set up several special committees, including the Strategy Committee, the Remuneration and Appraisal Committee, the Audit Committee, etc., so as to assist the Board in the execution of its duty, or give recommendations or advices on the decisions of the Board under the leadership of the Board. All such committees shall consist of directors. The majority of the members of the Remuneration and Appraisal Committee and the Audit Committee shall be independent directors, who shall convene the meetings of such committees. The Audit Committee shall consist of at least three members, while the convenor thereof shall have expertise in accounting.

Each of the specialized committees shall formulate their respective implementation rules to ensure lawful and effective performance of their duties. These implementation rules are attached as appendices to the Rules of Procedure, which form an integral part hereof.

A 56 The main function of the Strategy Committee is to do research and make proposals on the long-term development strategy and major investment decisions of the Company.

A 57 The main functions of the Remuneration and Appraisal Committee are:

(1) to study and formulate the appraisal standards for senior management personnel, conduct such appraisal and propose the remuneration policy and plan;

(2) to make recommendations for the appraisal standards and the remuneration policy and plan for directors as well as appraisal for directors; and

(3) other matters authorized by the Board of Directors.

A 58 The main functions of the Audit Committee are:

(1)

(3) to be responsible for the communication between the external auditing and the internal auditing;

(4) to examine the financial information of the Company and the disclosure thereof;

(5) to examine the Company's risk management and internal control systems;

(6) matters relating to laws and regulations and these Articles of Association and other matters authorized by the Board of Directors.

A 59 Each of the special committees can engage intermediaries to provide professional advice for its decision-making, and the relevant expenses shall be borne by the Company.

A 60 The special committees shall report to the Board and their proposals shall be submitted to the Board for examination and approval.

CHAPTER III DUTIES AND POWERS OF THE BOARD

A 61 The Board shall be accountable to the general meeting and report to the general meeting its work over the past year on the annual general meeting.

A 62 The Board shall exercise the following duties and powers:

(1) to convene general meetings and report to the meetings;

(2) to implement the resolutions passed at general meetings;

(3) to determine the Company's business plans and investment schemes;

(4) to prepare the Company's annual financial budget and final accounts;

(5) to formulate the Company's profit distribution plan and loss recovery plan;

(6) to formulate proposals for increases or reductions of the Company's registered capital and for the issuance and listing of bonds or other securities;

(7) to draft plans for material acquisition, purchase of shares of the Company, or merger, division, dissolution and change in corporate form;

(8) to resolve on matters relating to the Company's external investment, asset acquisition and disposal, asset mortgage, external guarantee, asset management mandate and connected transaction within the authorisation of the general meeting;

(9) to determine the composition of the Company's internal management structure;

(10) to appoint or dismiss the Company's president and the secretary to the Board; and pursuant to the president's nominations, to appoint or dismiss senior officers including vice presidents and chief financial officer of the Company and to determine their remuneration, rewards and penalties;

(11) to formulate the Company's basic management system;

(12) to formulate the proposed amendments to the Articles of Association;

(13) to deal with information disclosures of the Company;

(14) to propose to the general meeting for appointment or replacement of the accounting firms serving as the auditors of the Company;

(15) to receive work report submitted by the president of the Company and to review his/her performance;

(16) to evaluate and determine the nature and extent of risks the Company is willing to take in achieving its strategic objectives, and to ensure that the Company establishes and maintains appropriate and effective risk management and internal control systems;

(17) to supervise the management on the design, implementation and monitoring of the risk management and internal control systems;

(18) to exercise other duties and powers specified in the laws, administrative regulations, rules of regulatory authorities or the Articles of Association.

The Board's resolutions on the matters set out in the preceding paragraphs, save for items (6), (7), (12) and external guarantees which shall require the consent of more than two-thirds of the directors, shall be passed by a simple majority of all directors.

A 63 Save for external guarantees specified in Article 64 of the Articles of Association which shall be considered and approved by the general meeting of the Company, all other guarantees shall be passed by more than two-thirds of the directors present at the meeting of the Board and shall require the consent of more than two-thirds of all independent directors of the Company.

CHAPTER I MEETINGS OF THE BOARD

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A 64 Board meetings shall be held on a regular basis. The Board shall at least hold four regular meetings each year. Board meetings shall be convened by the Chairman and written notice of the meeting shall be served on all directors and supervisors fourteen days before the date of the meeting.

A 65 An ad hoc meeting of the Board shall be convened and presided over by the Chairman within ten (10) days upon his receipt of a request for meeting under any of the following circumstances:

(1) if deemed necessary by the Chairman;

(2) if proposed by shareholders representing more than 10% of the voting rights;

(3) if jointly proposed by more than three directors;

(4) if proposed by the Supervisory Committee;

(5) if proposed by the president;

(6) if jointly proposed by more than half of the independent directors.

A 66 The form of notice of convening an extraordinary meeting of the Board shall be as follows: written notice of the meeting shall be served on all directors and supervisors five days before the date of the extraordinary meeting of the Board.

A 67 A notice of Board meeting shall set out the following information:

(1) date and venue of the meeting;

(2) duration of the meeting;

(3) reasons to convene such meeting and business to be discussed;

(4) date of the notice.

A 68 The notice of board meeting and the relevant documents shall be prepared by the secretary to the Board. These documents shall be delivered to all directors before the meeting. The Directors shall consider the documents to the Board and fully consider them to give opinions. Where two or more independent directors consider that the information provided is insufficient or the proof is not enough, they may jointly write to the Board to postpone to convene the Board meeting or postpone the discussion of the issues, the Board shall duly accept and disclose the relevant circumstances in a timely manner.

A 69 Meetings of the Board shall be presided over by the Chairman. In the event that the Chairman is unable to perform such duties, he/she shall designate the vice Chairman or a director to chair the meetings on his/her behalf. In the event that the Chairman neglects his/her duties for no reason, or does not designate any specific personnel to act on his/her behalf, a director, proposed by the vice Chairman or jointly by more than half of the directors, shall be responsible for presiding over the meetings.

A 70 Meetings of the Board shall be held only if more than five directors are present. Each director shall have one vote in respect of each resolution of the Board. Resolutions of the Board must be passed by more than half of all directors (more than five directors). Matters relating to external guarantee to be considered by the Board under the authority granted by the general meeting shall be passed by two-thirds of all directors (more than six directors).

A 71 Directors shall attend Board meetings in person. If a director is unable to attend a Board meeting due to whatever reasons, he/she may appoint another director in writing to attend on his/her behalf. The form of entrustment shall state the name of the proxy, the matters to be entrusted, scope of authorisation and validity period, and shall be signed or sealed by the appointer. The directors attending the meeting on other's behalf shall exercise his/her rights within the scope of authorisation. If a director does not attend a Board meeting, and fails to appoint a proxy to attend the meeting on his/her behalf, the director shall be deemed to have waived his/her voting right at that meeting.

An independent director can entrust another independent director to attend a Board meeting, subject to the condition that each meeting of the Board shall be attended by at least two independent directors.

A 72 Upon the convening of a Board meeting, the Chairman or the presider of the meeting shall first announce the topics, and arrange the discussion in accordance with the agenda of the meeting. The Chairman or the presider of the meeting is entitled to determine the discussion time of each topic, whether to stop the discussion, whether to move on to the next issue, etc. The Chairman or the presider of the meeting shall earnestly preside over the meeting, listen fully to the directors present at the meeting and ensure the efficiency of discussion and the rationality of decision-making.

A 73 In light of the agenda of the meeting, the Board may summon other persons relating to the subjects of the meeting to explain relevant situation or listen to relevant opinions. Attendees who are not a member of the Board shall not be involved in the discussion, or intervene the progress, voting or resolution of the meeting.

A 74 In principle, the Board will not review the topics or matters not stated in the notice of the meeting. Under special circumstances where new topics or matters need to be added to the agenda, such topics or matters may only be considered and resolved upon approval by more than two-thirds of the directors present at the meeting. The Chairman or the presider of the meeting may employ the voting procedures to vote on the addition of the new topics or matters, when necessary.

A 75 The Board shall conduct strict examinations on external investments, acquisition, disposal and mortgage of assets as well as external guarantees. The Board shall organise relevant experts and professionals to make assessments on material projects and then tender a submission to the general meeting for approval. Within a period of twelve consecutive months, the respective aggregate amount of external investments, acquisition, disposal and mortgage of assets as well as external guarantees shall not exceed 30% of the audited net asset value of the Company in the previous year.

A 76 All directors shall perform due diligence on and strictly control liability risk incurred from external guarantees, and shall bear joint liability for loss resulting from nonconforming or improper external guarantees. The aggregate amount of the external guarantees of the Company to be considered by the Board under the authority granted by the general meeting shall not exceed 50% of the latest audited net asset value of the Company.

A 77 The Board shall not, without prior approval of the general meeting, dispose of or agree to dispose of any fixed assets of the Company where the aggregate of the expected value of the consideration for the proposed disposal and the value of the consideration for any disposal of fixed assets in the four months immediately preceding the proposed disposal exceeds

(4) close family member(s) of the counterparty of a transaction or its direct or indirect controller (including their spouses, parents and parents-in-law, siblings and their spouses, children at the age of 18 or above and their spouses, siblings of spouses and parents-in-law of the children);

(5) close family member(s) of the directors, supervisors and senior management of the counterparty of a transaction or its direct or indirect controller (including their spouses, parents and parents-in-law, siblings and their spouses, children at the age of 18 or above and their spouses, siblings of spouses and parents-in-law of the children);

(6) person authenticated by the China Securities Regulatory Commission, the Shenzhen Stock Exchange or the Company that his/her independent business judgment might be affected due to other reasons.

A 79 Where a director of the Company gives to the Board, before the Company's first consideration of the entering of any contract, transaction or arrangement, a general notice in writing stating that, by reason of the facts specified in the notice, he/she is interested in such contracts, transactions or arrangements which may subsequently be made by the Company, such director shall be deemed to have made a disclosure as required in the preceding articles of the Rules of Procedure.

A 80 The vote on Board resolutions shall be taken by way of registered poll. Each director shall have one vote.

A 81 As long as all directors can fully express their opinions, an extraordinary Board meeting may be held by way of communication (such as videophone, telephone conference and facsimile), and resolutions passed shall be signed by all participating directors and kept by the secretary of the Board.

A 82 After the formation of a Board resolution, the Board of the Company shall fulfill its information disclosure obligations as provided in the relevant national laws, administrative regulations and other regulatory documents.

A 83 Minutes shall be taken for decisions made on matters discussed at the meeting and directors attending the meeting, secretary of the Board and the person taking the minutes shall sign on the minutes. Directors attending the meeting shall have the right to request to record in the minutes details of the statements made by them at the meeting. The minutes of board meetings shall be kept by the secretary of the Board for a period of not less than ten (10) years.

A 84 The minutes of Board meetings shall include the following:

(1) date and venue of the meeting and the name of the convenor;

(2) names of the attending directors and names of those appointed by others to attend the Board meeting;

(3) agenda of the meeting;

(4) main points of the statements of directors;

(5) the method and results of voting for each resolution (the voting results shall clearly state the number of votes for or against the resolution or abstention).

Any matter to be submitted to the general meeting of the Company for consideration shall be separately stated.

A 85 Directors shall sign on Board resolutions and shall be accountable for the Board resolutions. If a Board resolution violates the laws, administrative regulations or Articles of Association thus causing losses to the Company, the directors participating in the resolutions shall be liable to compensate the Company for the losses. However, if it is verified that a director had stated his/her objection when voting and the same was recorded in the minutes, such director may be exempted from such liability.

A 86 Directors attending the meeting shall duly keep the meeting documents, and shall observe their duty and obligation in keeping confidentiality of the meeting documents and content considered on the meeting before the relevant resolution of such meeting is officially disclosed to the public.

CHAPTER SUPPLEMENTARY PROVISIONS

A 87 All references to "over" and "expiry" in the Rules of Procedure shall be inclusive of the stated figure; all references to "not more than", "other than", "lower than", "more than" and "exceed" shall be exclusive of the stated figure; while a reference to "include" means including but not limited to relevant matters or issues stated.

A 88 The matters not covered in the Rules of Procedure shall be implemented in accordance with the relevant national laws, administrative regulations, regulatory documents and the Articles of Association.

A 89 When the Rules of Procedure need to be revised in light of actual changes in circumstances, the revised drafts shall be proposed by the Board and submitted to the Board for approval and to the general meeting for approval before implementation.

A 90 The Rules of Procedure come into effect after approval by the general meeting.

A 91 The Rules of Procedure shall be interpreted by the Board of the Company.