



CHINA COMMUNICATIONS CONSTRUCTION COMPANY LIMITED

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

RULES OF PROCEDURES FOR MEETINGS OF THE BOARD

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Chapter 1 General Provisions

Article 1 In order to further standardize the deliberation methods and decision-making procedures of the Board of Directors of China Communications Construction Company Limited (the “**Company**”), and ensure scientific, democratic, and law-based decision-making by the Board, the Rules are hereby established pursuant to the Company Law of the People’s Public of China (the “**Company Law**”), the Securities Law of the People’s Public of China, the Code of Corporate Governance for Listed Companies, and other relevant regulations as well as the Articles of Association of China Communications Construction Company Limited (the “**Articles of Association**”).

Article 2 The Board is the main decision-making body for the Company’s operations, responsible for setting strategies, making decisions, and preventing risks, and decides the important matters of the Company with the authority granted by the Articles of Association and the general meeting. It is responsible to the general meeting and shall report its performance to the general meeting.

Article 3 The Board shall adhere to statutory, transparency and unity of authority and responsibility, grasp the functional positioning, faithfully perform its duties and responsibilities, improve the level of scientific, democratic and law-based decision-making, safeguard the interests of the shareholders and the Company, the legitimate rights and interests of the employees, and promote the high-quality development of the Company.

Article 4^{Note} The Rules shall apply to the Board of Directors, the special committees under the Board, directors, and relevant departments and persons of the Company involved in the Rules.

Note: No amendment is made.

Chapter 2 Composition and Structure of the Board of Directors

Article 5 The Board shall consist of seven (7) to nine (9) members. At least one-third of the members of the Board shall be independent directors. The Board shall include one employee director, who shall be elected by the Company's employee representative meeting or other forms of democratic election. Except for the employee director, other directors shall be elected or changed by the general meeting, and may be dismissed by the general meeting before their terms are expired.

Article 6 The Board shall have one Chairman and no more than two Vice Chairmen. Chairman and Vice Chairman shall be elected and removed by a simple majority of votes of all directors.

Article 7 The term of office of directors is three (3) years, renewable upon reelection at its expiry.

Chapter 3 Duties and Powers of the Board of Directors

Article 8 The Board of Directors shall report to the general meeting and 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 formulate the Company's development strategies and plans;
- (4) to determine the Company's business plans and, investment plans, investment and financing schemes, and investment projects above certain amounts;
- (5) to determine the Company's annual financial budget plan and final accounts plan;
- (6) to formulate the Company's profit distribution plan and loss recovery plan;
- (7) to formulate proposals for increases or reductions of the Company's registered capital and for the issuance and listing of corporate bonds or other securities;
- (8) to draft plans for material acquisition, share repurchase, merger, division, dissolution or change in corporate form;
- (9) to determine issuance of shares not exceeding twenty (20) percent of the shares in issue within one year under the authorisation of the general meeting, but the funding with non-monetary assets as consideration shall be resolved by the general meeting;

(10) to determine buyback of the Company's shares under the following circumstances:

1. shares are used for employee stock ownership plan or equity incentive;
2. shares are used for conversion of corporate bonds issued by the Company that are convertible into stocks;
3. it is necessary for the Company to maintain its value and shareholders' interests.

In the event that the laws, regulations, and relevant rules of the securities competent authorities and stock exchanges in the place of listing of the Company's shares provide for the above matter otherwise, such provisions shall be followed.

- (11) to determine matters relating to the Company's external investment, asset acquisition and disposal, asset mortgage, external guarantee, asset management mandate, connected transaction, external donation and financial assistance; the matters, if subject to resolutions made at the general meeting under the regulations of the jurisdiction where the shares are listed, shall be approved by the Board before submitting to the general meeting for approval;
- (12) to determine the financial assistance provided by the Company for other persons to obtain the shares of the Company or its parent company, provided that the total accumulative amount of the financial assistance shall not exceed ten (10) percent of the total issued share capital;
- (13) to determine the issuance of corporate bonds within the authorisation of the general meeting;
- (14) to determine the establishment of the Company's internal management structure;
- (15) to determine the establishment and cancellation of the Company's branches and subsidiaries, and the plans for conversion, division, reorganisation or dissolution of the Company's subsidiaries;
- (16) to determine the major income distribution plans for the Company's employees, and formulate equity incentive plan and employee stock ownership plan;
- (17) to determine the appointment or dismissal of the Company's president, the secretary of the Board, and decide on their remuneration, rewards and penalties; pursuant to the president's nominations, to determine the appointment or dismissal of senior officers including vice presidents and chief financial officer of the Company and to decide on their remuneration, rewards and penalties; and decide on the head of the internal audit institution;

- (18) to formulate the Company's basic management system;
- (19) to determine and to monitor the implementation of the Company's risk management system, including risk assessments, financial control, internal audit and legal risk control;
- (20) to formulate the proposed amendments to the Articles of Association;
- (21) to deal with information disclosures of the Company;
- (22) to formulate the Company's major accounting policies and accounting estimate change plans;
- (23) to propose to the general meeting for appointment or replacement of the accounting firms serving as the auditors of the Company;
- (24) to receive the work report submitted by the president and to review his performance;
- (25) to formulate the work report of the Board;
- (26) to exercise other duties and powers specified in the laws, administrative regulations, rules of regulatory authorities or the Articles of Association and conferred by the general meetings.

The share issuance in item (9) and the financial assistance in item (12) in the first paragraph of this article shall be considered by the Board and passed by two-thirds or more of all directors.

The buyback of shares in item (10) in the first paragraph of this article shall be considered by the Board and passed by half of all directors, and the Board shall require the attendance of at least two-thirds of the directors.

The external guarantee in item (11), and the financial assistance in the first paragraph of this article shall be considered by the Board and passed by a simple majority of all directors, and shall also be approved by two-thirds or more of directors present at the Board meeting.

Where the Board's decisions on the issuance or buyback of shares result in change in the Company's registered capital or the number of issued shares, amendments to the relevant provisions of the Articles of Association regarding such matters shall not require further approval by the general meeting.

The Board's resolutions on the remaining matters in the first paragraph shall be passed by a simple majority of all directors unless otherwise expressly specified in the listing rules of the jurisdiction where the shares are listed or the Articles of Association.

Article 9 Under necessary, reasonable and legitimate circumstances, the Board may, subject to the approval of a simple majority of all directors, authorise the Chairman of the Board or the president to exercise certain duties and powers and to determine the specific issues which are relevant to the matters being resolved but are unable or unnecessary to be determined immediately at a Board meeting. The Board shall be the responsible party for regulating the management of the delegation and shall not be exempted from the responsibilities stipulated in the laws, administrative regulations, state-owned assets regulatory rules and normative documents by virtue of the delegation. The Board shall not authorise the Chairman of the Board and the president to exercise duties and powers that shall be exercised by the Board in accordance with laws. The Board shall implement explicit plan as to the content, scope, amount and procedures of relevant matters under authorisation. Any re-delegation by the Chairman of the Board or the president to others must be approved by the Board.

Article 10 The Chairman of the Board shall perform the following duties and powers:

- (1) to preside over general meetings and to convene and preside over board meetings;
- (2) to procure and check the implementation of resolutions of board meetings;
- (3) to sign securities certificates issued by the Company;
- (4) to define the systems necessary for the operations of the Board, and to coordinate its operation;
- (5) to sign important documents of the Board and, on behalf of the Company, the legally binding important documents;
- (6) to nominate the candidates of the secretary of the Board of Directors;
- (7) to exercise special disposition power on corporate events in accordance with the laws and the Company's interests in case of force majeure or an emergency that precludes the convening of a board meeting on a timely basis, and provide post-event reports to the Board;
- (8) to exercise certain duties and powers of the Board as authorised by the Board during the intermission of Board meetings;
- (9) other duties and powers under the laws and regulations and the Articles of Association, or as authorised by the Board.

Article 11 The Board shall not, without prior approval of shareholders in a 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 thirty-three percent of the value of the Company's fixed assets as stated in the latest balance sheet approved by the general meeting.

The "disposal of fixed assets" as referred to in this Article includes the transfer of interest in certain assets but excludes the usage of fixed assets for provision of guarantee.

The effectiveness of transaction of the Company's disposal of fixed assets will not be affected by a breach of the first paragraph of this Article.

Article 12^{Note} Prior to making decisions on material issues of the Company, the Board of Directors shall first hear the opinions of the Party Committee of the Company. When the Board appoints senior management members of the Company, the Party Committee of the Company shall consider and provide opinions on the candidates nominated by the Board of Directors or the president, or recommend nominees to the Board of Directors or the president.

Chapter 4 Special Committees of the Board

Article 13 According to the Articles of Association, the Board shall set up strategy and investment and ESG committee, audit and risk committee, remuneration and review committee, nomination committee, etc. Where necessary, the Board may also set up other committees and adjust the existing committees.

Article 14 These special committees shall develop working rules, which shall take effect after being approved by the Board.

Article 15 The establishment, composition and adjustment of special committees shall be proposed by the Chairman of the Board after consultation with relevant Directors and shall take effect after approval by the Board of Directors.

Note: No amendment is made.

Article 16 The audit and risk committee consists of not less than three directors who hold no senior management positions in the Company, and independent directors shall be a simple majority. Employee directors may become members of the audit and risk committee. The audit and risk committee shall be chaired by an independent director who is nominated by the Chairman of the Board, and is subject to the approval of the Board. The chairman of the audit and risk committee shall have accounting or financial management related professional experience. All members of the audit and risk committee shall have relevant professional knowledge and commercial experience to perform the duties of the committee.

Article 17 The audit and risk committee exercises the duties and powers of the supervisory committee as prescribed under the Company Law. It is responsible for reviewing the Company's financial information and its disclosures, supervising and evaluating the internal and external audits and internal controls. The following matters shall be submitted to the Board for consideration after the approval by a majority of all members of the audit and risk committee:

- (1) disclosure of financial information in financial accounting reports and periodic reports, and internal control evaluation reports;
- (2) appointment or dismissal of the accounting firm that undertake the Company's auditing business;
- (3) appointment or dismissal of the Company's chief financial officer;
- (4) changes in accounting policies, accounting estimates or correction of material accounting errors for reasons other than changes in accounting standards;
- (5) other matters as provided by laws, administrative regulations, the provisions of the China Securities Regulatory Commission, the regulatory rules in the place of listing of the Company's shares and the Articles of Association.

Article 18 The audit and risk committee shall hold at least one (1) meeting every quarter, and may hold an extraordinary meeting when two (2) or more members propose, or when the chairman of the committee deems it necessary. The quorum of the meeting of the audit and risk committee shall be more than two-thirds of the members are present.

Decisions made by the audit and risk committee shall be approved by more than half of the members of the audit and risk committee.

Each member shall have one vote when voting on a resolution of the audit and risk committee.

The audit and risk committee shall prepare meeting minutes for its resolutions in accordance with the regulations, and the members of the audit and risk committee attending the meeting shall sign on the meeting minutes.

Article 19 The strategy and investment and ESG committee shall be composed of not less than three directors and chaired by the Chairman of the Board. The strategy and investment and ESG committee are/is responsible for studying corporate development strategies, plans and investment decision-making, and make recommendations to the Board on the following matters:

- (1) to make recommendations on corporate development strategies and mid-to-long term development plans;
- (2) to make recommendations on the proposal for increases or reductions of the Company's registered capital, issuance of corporate bonds, merger, division and dissolution and;
- (3) to make recommendations on the development initiatives of new markets and businesses;
- (4) to make recommendations on the Company's material business restructuring, external acquisition, merger and disposal of assets, material organisational restructuring and adjustment proposals that are subject to the approval of the Board;
- (5) to review the Company's annual operation plans and investment plans and make recommendations on the Company's plans on investments, financing that are subject to the approval of the Board;
- (6) to formulate and review the Company's ESG strategies and practices and make recommendations on the Company's annual ESG report;
- (7) other matters as provided by laws, administrative regulations, the provisions of the China Securities Regulatory Commission, the regulatory rules in the place of listing of the Company's shares and the Articles of Association.

Article 20 The nomination committee consists of not less than three directors. The committee shall be chaired by the Chairman or an independent director, and independent directors shall be a simple majority. The nomination committee shall be responsible for drawing up selection criteria and procedures of directors and senior management members, selecting and reviewing the candidates for directors and senior management members and their qualifications, and making recommendations to the Board on the following matters:

- (1) nomination, appointment or dismissal of directors;
- (2) appointment or removal of senior management members;
- (3) other matters as provided by laws, administrative regulations, the provisions of the China Securities Regulatory Commission, the regulatory rules in the place of listing of the Company's shares and the Articles of Association.

The Board shall record and disclose in its resolutions the opinion of the nomination committee and the specific reasons for not adopting or fully adopting the recommendations of the nomination committee.

Article 21 The remuneration and assessment committee consists of not less than three directors, and independent directors shall be a simple majority. The committee shall be chaired by an independent director who is nominated by the Chairman of the Board, and is subject to the approval of the Board. The remuneration and assessment committee is responsible for formulating the assessment criteria for directors and senior management members, conducting assessments, formulating and reviewing the remuneration decision mechanisms, decision-making processes, payment and cessation of payment recovery arrangements, and other remuneration policies and plans for directors and senior management members. The committee shall make recommendations to the Board on the following matters:

- (1) the remuneration of directors and senior management members;
- (2) the formulation or amendment of equity incentive plans, employee stock ownership plans, and the granting of rights to incentive recipients and the achievement of conditions for the exercise of such rights by incentive recipients;
- (3) the arrangement of stock ownership plans for directors and senior management members in the event of a proposed spin-off of a subsidiary they are belonged to;
- (4) other matters as provided by laws, administrative regulations, the provisions of the China Securities Regulatory Commission, the regulatory rules in the place of listing of the Company's shares and the Articles of Association.

The Board shall record and disclose in its resolutions the opinion of the remuneration and assessment committee and the specific reasons for not adopting or fully adopting the recommendations of the remuneration and assessment committee.

Article 22^{Note} The special committees are special working organs subordinated to the Board of Directors, providing advice, opinions and suggestions for the Board's major decisions.

- (1) The special committees shall establish regular meeting systems, put forward special opinions on a proposal of the Board meeting, and enhance the scientific and democratic nature of decision-making procedures of the Board meeting;
- (2) When the special committees perform their duties and powers, the directors shall fully express their opinions. Upon any disagreement, the different opinions shall be submitted to the Board of Directors with explanations;
- (3) The special committees cannot make any resolution in the name of the Board of Directors;
- (4) The special committees may engage intermediaries to provide professional advice at the cost of the Company;
- (5) The senior management and business division of the Company is obliged to provide services for the Board and its special committees. Under the consent of the Board, the senior management and head of the business divisions of the Company can take part in the work of the special committees;
- (6) When necessary, the special committees can set up the working groups. The working groups consist of the senior management and heads of relevant departments of the Company, is mainly responsible for providing services for the special committees, communicating with the relevant authorities (including the agencies engaged by the special committees in the proceedings), and organizing the Company's subsidiaries and functional departments to provide necessary documents for the special committees.

Chapter 5 Board Meetings

Article 23^{Note} Board meetings include regular meetings and extraordinary meetings.

Article 24 The Board shall at least hold two regular meeting in the first half and in the second half of each year respectively.

Note: No amendment is made.

Article 25 The Chairman of the Board shall convene and preside over an extraordinary meeting of the Board within ten days upon receipt of a proposal in one of the following situations when it is:

- (1) proposed by the shareholders representing more than one-tenth of the voting shares;
- (2) proposed by more than one-third of the directors or the audit and risk committee;
- (3) considered necessary by the Chairman of the Board;
- (4) proposed by a simple majority of independent directors;
- (5) proposed by the president of the Company;
- (6) other circumstances under the laws and regulations or the Articles of Association.

Article 26^{Note} If an extraordinary board meeting is proposed to be held according to the preceding Article, a written proposal with the signature (seal) of proposer shall be submitted through the office of the Board or directly to the Chairman. A written proposal shall include the following:

- (1) name of the proposer;
- (2) reason for the proposal or objective matters on which the proposal is based;
- (3) convention time or timeframe, venue and method proposed;
- (4) clear and specific proposal;
- (5) contact details of the proposer, date of the proposal, etc.

Article 27^{Note} The content of the proposal shall be relevant to the matters within the duties and powers of the Board specified in the Articles of Association. The materials relevant to the proposal should be submitted together.

Note: No amendment is made.

Article 28^{Note} Upon receiving the above written proposal and relevant materials, the office of the Board shall present them to the Chairman on the same day. If the Chairman believes the proposal is not clear or specific, or the related materials are inadequate, the proposer may be requested to make modification or supplementation. The Chairman shall convene and preside over a meeting of the Board within ten (10) days upon receipt of the proposal or the request of the securities regulatory authorities.

Article 29^{Note} The meetings of the Board shall be convened and presided over by the Chairman. If the Chairman is unable to or does not perform his/her duties, the meetings shall be convened and presided over by the Vice Chairman. If there is not a vice chairman or the Vice Chairman is unable to or does not perform his/her duties, a director jointly elected by a half or more of the directors shall convene and preside over the meetings.

Article 30 The office of the Board shall send the written notice of meeting bearing its seal to all directors, president and the secretary of the Board by hand, email, designated electronic communication system of the Company or other modes within fourteen (14) days or five (5) days respectively before a regular or extraordinary board meeting. Where the notice is not served by direct delivery, telephone acknowledgement and relevant records shall be made.

Where an extraordinary board meeting needs to be convened as soon as possible in emergency, the notice of meeting may be sent by telephone or by other oral means, but the convener shall make explanations at the meeting.

Article 31 A written notice of board meeting shall at least include:

- (1) time, venue and duration of the meeting;
- (2) the form of the meeting;
- (3) matters to be considered (proposals to the meeting);
- (4) convener and chair of the meeting, the proponent of the extraordinary meeting and his written proposal;
- (5) meeting materials needed for voting of directors;
- (6) requirement for directors to attend the meeting in person or by proxy;
- (7) date on which the notice is sent, contact person and means of contact.

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

Note: No amendment is made.

Article 32 If, after the written notice of a regular board meeting is sent, it is necessary to change the time, venue, etc. of the meeting or add, change or cancel proposals to the meeting, a written notice of change shall be sent three (3) days before the original designated date for convening the meeting, to explain why and provide contents and documents relating to the new proposals. Where the notice of change is sent in less than three (3) days in advance, the date of meeting shall be postponed accordingly or the meeting shall be held on schedule upon approval by all the attending directors in writing.

If, after the notice of a provisional board meeting is sent, it is necessary to change the time, venue, etc. of the meeting or add, change or cancel proposal for the meeting, then it shall be necessary to seek the prior consent of all the attending directors and make relevant records.

Article 33 A board meeting shall be attended by a simple majority of all directors. If the quorum of the meeting cannot be met as a result of any director's refusal to attend or absence without reasons, the Chairman and the secretary of the Board shall report to the regulatory authorities in time.

The president and the secretary of the Board who do not concurrently serve as directors shall attend board meetings; head of the disciplinary committee may attend board meetings. The chair of meeting may, if considers necessary, notify other relevant persons to attend the Board meeting.

Article 34 Directors shall attend board meetings in person. If a director is unable to attend the meeting in person for any reason, he shall review the meeting materials and furnish clear opinions in advance and appoint other director to attend the meeting on his behalf.

The power of attorney shall set out:

- (1) names of the principal and the proxy;
- (2) brief opinions of the principal on each proposal;
- (3) scope and term of validity of the authorisation and the principal's directions for voting intent on respective proposals;
- (4) signatures of the principal and the proxy, date, etc.

The director who appoints other director to sign a written confirmation on regular report on his behalf shall specify such authorisation in the power of attorney.

The proxy director shall present the power of attorney in written to the chair of meeting and explain proxy attendance in the attendance book.

Article 35^{Note} A director appointed as the proxy of another director to attend the meeting shall exercise the rights of a director within the scope of authority conferred by the appointing director. Where a director is unable to attend a board meeting and has not appointed a proxy to attend the meeting on his behalf, he shall be deemed to have waived his right to vote at the meeting.

Article 36^{Note} Where an appointing director and the proxy director attend the meeting of the Board, the following principles shall be followed:

- (1) When considering connected transactions, the unconnected directors shall not authorise the connected directors to attend the meeting, and the connected directors shall not accept the appointment by an unconnected director;
- (2) The independent directors shall not authorise the non-independent directors to attend the meeting, and the non-independent directors shall not accept the appointment by the independent directors;
- (3) The directors shall not authorize in their sole discretion other directors to attend the meeting without giving their personal opinions and voting intentions on the proposed resolutions, and the relevant directors shall not accept appointment with full discretion or with unclear authorisation;
- (4) A director shall not accept authorization from more than two directors, and the directors shall not authorize other directors who have already been granted authorization by two other directors.

Article 37 Convening and voting of a meeting of the Board shall be conducted either on site or by teleconference, video conference or other means of electronic communication. An extraordinary board meeting may be held and voted by way of circulation of written resolutions, which shall be signed by the attending directors, so long as the directors are able to fully express their opinions.

In case that a meeting is not held on-site, the number of attending directors shall be calculated by including the directors who are on the spot as showed by video, the directors who have expressed opinions in the telephone conference, valid votes actually received within the prescribed deadline via faxes, e-mails, or the written confirmation letters submitted by the directors after the meeting proving that they have attended the meeting.

Note: No amendment is made.

Chapter 6 Consideration Procedures and Resolution of the Board Meeting

Article 38 The chairman of the meeting shall request all the directors attending the meeting of the Board to express clear opinions in respect of each proposal.

In case any director repeats the same proposal or the speech of any director exceeds the scope of the discussion item, the chairman of the meeting shall stop such director from affecting the speech of other directors or hindering the normal progress of the meeting promptly.

Unless it is unanimously agreed by all attending directors, the meeting of the Board shall not vote on any proposal not included in the notice of the meeting.

A director who acts as the proxy of another director to attend the Board meeting shall not vote on any proposal not included in the notice of the meeting on behalf of other directors.

Article 39^{Note} The directors shall carefully read documents relating to the meeting and shall express well-informed, independent and discreet opinions.

The directors may, before the meeting, inquire about information needed for decision making from relevant persons or institutions such as the Board office, the convener of the meeting, the president and other senior management members, each of the special committees, the accounting firm and the law firm, or may, while the meeting is underway, suggest to the chair of the meeting that the aforesaid persons or institutions attend the meeting to make relevant explanations.

Article 40 After adequate discussion of each proposal, the chair of the meeting shall submit it separately to voting by the attending directors when appropriate.

One person shall have one vote when voting on the resolution of the meeting, by open ballot and in writing.

Article 41 The voting intent of a director may be “for”, “against” or “abstain”, from which each attending director shall choose one. The chair of meeting shall require those who fail to choose or simultaneously choose two or more intents to re-choose, otherwise such directors shall be deemed as having abstained from voting; anyone who has left the meeting midway without coming back and failed to choose shall be deemed as having abstained from voting.

Note: No amendment is made.

Article 42 Where one-third or more of the attending directors or two or more independent directors consider any proposal not clear or specific, or that judgement cannot be made due to other reasons including inadequate meeting materials, such directors may jointly request that the board meeting or the discussion of certain matters at the meeting or proposals to be postponed, and the Board shall accept such request.

The directors who propose for postponing the voting shall put forward specific requirements for reconsideration of the subject proposal.

Article 43^{Note} After voting by the directors present at the meeting, the securities affairs representative and relevant personnel from the office of the Board shall collect the votes of directors in time, and hand them over to the secretary of the Board of Directors for counting under the supervision of an independent director or other directors.

Article 44^{Note} If the meeting of is held in the form of on-site meeting, the chair of the meeting shall announce the voting results forthwith. In other cases, the chair of the meeting shall require the secretary of the Board of Directors to notify the directors of the voting results before the next business day after the close of the specified voting time.

Article 45^{Note} If the directors vote after announcement of the voting results by the chair of the meeting or after close of the specified voting time, their votes shall be disregarded.

Article 46 Except as specified in paragraph 2 of Article 47 herein, a resolution on a proposal considered and passed at a board meeting shall be voted for by more than half of all directors, each entitled to one ballot. If the approval of more directors is required in reaching the resolutions of the board meeting by laws, administrative regulations and the Articles of Association, such requirements shall apply.

If different resolutions conflict with each other in content and meanings, the resolution formed later shall prevail.

Article 47 In any of the following circumstances, a director shall abstain from voting on relevant proposals and shall not vote on half of other directors:

- (1) where the director shall abstain from voting as required by the listing rules of the stock exchange(s) on which the shares of Company are listed;
- (2) where the director himself considers he should abstain from voting;

Note: No amendment is made.

- (3) other circumstances that the director is connected with the enterprises or individuals that are involved in proposals of the meetings and shall therefore abstain from voting as required by the Articles of Association.

Where any director abstains from voting, the relevant Board meeting may be held with attendance of a simple majority of non-connected directors, and the resolutions made shall be passed by a simple majority of non-connected directors. If the number of non-connected directors present at the Board meeting is less than three (3), the relevant proposals shall not be voted on and shall be submitted to the general meeting for consideration.

Article 48 The Board shall transact business in strict compliance with its scope of authority as mandated by the general meeting and laid down in the Articles of Association, and shall not adopt any resolution beyond its authority.

Article 49 In making decisions on issues such as external investment, asset acquisition and disposal, asset mortgage, external guarantee, trusted asset management and connected transactions, the Board of Directors shall establish strict examination and decision-making procedures; and organise relevant experts and professionals to make assessments on major investment projects. The aforesaid matters, if subject to consideration at the general meeting under relevant laws and regulations or the regulatory rules of the jurisdiction where the shares are listed, shall be approved by the Board of Directors before submitting to the general meeting for approval.

Where matters such as profit distribution and transfer of capital reserve into share capital shall be resolved at the board meeting, but the certified public accountants have not yet provided the official auditors' report, resolutions shall be made in accordance with the draft auditors' report (where other financial data except those concerning profit distribution and transfer of capital reserve into share capital have been determined) provided by the certified public accountants at the meeting. After the certified public accountants provide the official auditors' report, further resolutions shall be made on relevant matters at the meeting.

Article 50^{Note} In the event that a proposal is not approved, the Board meetings shall not consider the proposal with the same content within one (1) month in case there are no significant changes in the relevant conditions and factors.

Article 51^{Note} For board meetings held onsite or through video, telephone, etc., the entire process may be recorded when deemed necessary.

Note: No amendment is made.

Article 52 The decisions on the matters considered at meetings shall be recorded as minutes by the Board. The secretary of the Board shall make the minutes of meetings openly available for inspection in any reasonable period of time by any director, who has made a reasonable notice in respect thereto. Such minutes shall include the followings:

- (1) numbering and session, date and venue of the meeting, and the name of the convener and the chair;
- (2) the names of the attending directors and the names of directors (proxies) attending the board meeting upon appointment by others;
- (3) meeting agenda;
- (4) the gist of speech of directors;
- (5) voting method and result in respect of each resolution (the voting result shall provide the number of votes of “for”, “against” or “abstain” respectively).

Article 53 In addition to the minutes of meeting, the secretary of the Board may also arrange staff members of the office of the Board to make summaries on the convening of the meeting.

Article 54 The attending directors shall sign their names on the resolutions, minutes and summaries of the meeting for confirmation on behalf of themselves or the directors who appoint them to attend the meeting. Where a director holds different opinions on the resolutions, minutes or summaries of the meeting, written explanation may be made upon signing. If necessary, it shall be timely reported to regulatory authorities or announced through public statements.

Where a director neither signs as required by the preceding paragraph nor provides the written explanation for his different opinions or reports to regulatory authorities or gives public statement, the said director shall be deemed as agreeing with resolutions, minutes and summaries of the meeting.

Article 55^{Note} The announcement of the resolutions adopted by the Board shall be made by the secretary of the Board of Directors according to the relevant provisions of the stock exchange in the place where the shares are listed. Before the disclosure of an announcement of resolutions, the attending directors, the persons attending the meeting as non-voting delegates, the personnel for recording and other services, etc. shall be obliged to keep the resolutions confidential.

Note: No amendment is made.

Article 56^{Note} The Chairman shall procure the relevant persons to implement the resolutions formed by the Board, check the implementation of resolutions, and report at future meetings of the Board the implementation of resolutions adopted.

Article 57 Archives of board meetings, including notices of meeting, meeting materials, attendance book, power of attorney for attendance by proxy, voice recording of meeting, ballots, meeting resolutions, meeting minutes, meeting summaries signed by the attending directors for confirmation, announcement of resolutions, etc., shall be kept by the secretary of the Board.

Archives of board meetings shall be kept for at least ten (10) years.

Chapter 7 Supplemental Provisions

Article 58^{Note} For any matter not covered in the Rules, or in the event of any conflict with any provisions of the laws, regulations, listing rules of the place where the Company is listed or the Articles of Association promulgated or amended after the Rules become effective, the provisions of such laws, regulations, listing rules of the place where the Company is listed or the Articles of Association, shall prevail in resolving such conflict.

Article 59^{Note} Unless otherwise stated, terms used in the Rules shall have the same meanings as those defined in the Articles of Association.

Article 60 The Rules are adopted at the general meeting by a resolution and are the appendix to the Articles of Association, and shall come into effect at the same time as the Articles of Association does.

Article 61 The amendments to the Rules shall be proposed by the Board of Directors and submit to the general meeting for consideration and approval.

Article 62^{Note 1} The Board of Directors shall be responsible for interpreting the Rules.

Notes:

1. *No amendment is made.*
2. *Due to the additional articles, the subsequent articles will be renumbered accordingly. In the event of any discrepancy between the Chinese version and the English translation, the Chinese version shall prevail.*

Note: No amendment is made.