

**GOLDWIND SCIENCE&TECHNOLOGY
CO., LTD.**

Rules of Procedure for the Board of Directors

June 2024

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Chapter 1 General Provisions

- 1.1 The Rules of Procedure for the Board of directors (the “**Board**”) of GOLDWIND SCIENCE&TECHNOLOGY CO., LTD. (the “**Company**”) (the “**Rules of Procedure**”) are formulated in accordance with the Company Law of the PRC, the Securities Law of the PRC, Governance Standards of Listed Company, the Guidelines on Articles of Association, the Administrative Measures for Independent Directors of Listed Companies, the Listing Rules of Shenzhen Stock Exchange, the No. 1 Self-regulatory Guidelines for Listed Companies of Shenzhen Stock Exchange- Standardized Operation of Companies Listed on the Main Board, other relevant laws, administrative regulations and normative documents, and the Articles of Association of GOLDWIND SCIENCE&TECHNOLOGY CO., LTD. (the “**Articles of Association**”) to further regulate the discussion methods and procedures of the Board , to promote directors and the Board to effectively perform their duties, and to improve the standard operations and scientific decision-making levels of the Board.
- 1.2 The Board shall establish the office of the Secretary of the Board to handle daily affairs. The Secretary of the Board is in charge of the office of the Secretary of the Board, and the Securities Affairs Representative shall assist the Secretary of the Board in handling daily affairs.
- 1.3 The Rules of Procedure will be revised from time to time in lines with relevant laws, administrative regulations, normative documents and the Articles of Association. In case of any conflict between the provisions of the Rules of Procedure and the provisions of relevant laws, administrative regulations, normative documents and the Articles of Association, the relevant provisions of relevant laws, administrative regulations, normative documents and the Articles of Association shall prevail.

Chapter 2 Qualification and Tenure of Directors of the Company

- 2.1 The Board is established by the Company and shall be responsible to the shareholders’ general meeting. Directors shall be natural persons. A person who falls into any of the following circumstances shall not serve as a director of the Company:
 - (1) civil incompetence or limited civil competence;
 - (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 of property 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 manager 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 currently being prohibited from participating in securities market by the China Securities Regulatory Commission and such barring period has not elapsed;
- (7) has been publicly identified as unsuitable for being a director of a listed company by the stock exchange and such barring period has not elapsed;
- (8) other circumstances specified by laws, administrative regulations or rules.

2.2 The Board shall be composed of nine directors, including three independent directors, of which at least one accounting professional. The Board shall elect one Chairman and one Vice Chairman.

Directors may also undertake the president position or other senior management positions of the Company. However, the number of directors that also undertake the president position or other senior management positions of the Company and that serve as employee representatives shall be not more than half but not less than one-third of the total number of directors.

2.3 Directors shall be elected or replaced by the general meeting and may be removed by the general meeting before his/her term of office expires. Each term of office of directors is three years, renewable upon re-election at its expiry. In the event that a director's term of office expires and is not re-elected in time, the existing Director shall continue to perform his/her duties in accordance with relevant provisions of laws, administrative regulations, departmental rules and the Articles of Association until the re-elected director assumes office.

The Chairman and Vice Chairman shall be elected by a simple majority of votes of all directors.

Subject to compliance with all relevant laws and administrative regulations, the shareholders' general meetings may by Ordinary Resolution remove any Director whose term of office has not expired (however this will not prejudice any requests for compensation which may be raised pursuant to any contract).

Directors are not required to hold shares in the Company.

2.4 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) not to lend funds of the Company to any other person or use the property of the Company to provide guarantee for any other person without the consent of the shareholders' general meeting or the Board in contravention of the provisions of the Articles of Association;
- (5) not to enter into contracts or carry out transactions with the Company in contravention of the provisions of the Articles of Association or without the consent of the shareholders' general meeting;
- (6) not to, without the consent of the shareholders' general meeting, abuse his/her position to seize business opportunities for himself/herself or for other persons which should otherwise belong to the Company, or operate a business similar to that of the Company for himself/herself or for other persons;
- (7) not to misappropriate commissions derived from transactions entered into by the Company;
- (8) not to disclose confidential information of the Company without authorization;
- (9) not to damage the interests of the Company by taking advantage of his/her connections with the Company;
- (10) other faithful obligations as required by the laws, administrative regulations, departmental rules and the Articles of Association.

Income gained by Directors in violation of this provision shall belong to the Company; if any losses are caused to the Company thereby, Directors shall bear the appropriate liabilities for damages.

2.5 Directors shall, in accordance with applicable laws, administrative regulations and the Articles of Association, perform the following responsibilities of diligence to the Company that they:

- (1) shall exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with the state's laws, administrative regulations and economic policies, not going beyond the scope of business specified in the Company's business license;
- (2) shall treat all shareholders fairly;
- (3) shall stay abreast of the operations and management of businesses of the Company;

- (4) shall provide signatory confirmation for the securities issuance documents and periodic reports of the Company; ensure that the Company discloses information in a timely and fair manner, and the information disclosed is true, accurate, and complete; in the event that the truthfulness, accuracy, completeness of the securities issuance documents cannot be guaranteed or there exists disagreement, they shall express their opinions and state reasons in the written confirmation which the Company should disclose. If the Company does not disclose, directors, supervisors and senior management personnel may directly apply for disclosure;
- (5) shall truthfully provide relevant information and data to the Supervisory Committee, and shall not obstruct the Supervisory Committee or Supervisors from performing their duties;
- (6) shall perform other responsibilities of diligence stipulated by laws, administrative regulations, departmental regulations, and these Articles.

2.6 In the event that the directors fail to attend the Board meeting in person or by proxy on two consecutive occasions, they shall be deemed to be unable to perform their duties. The Board shall propose to the shareholders' general meeting for a replacement of the Director.

Directors shall make a written statement and disclose it to the public in any of the following circumstances:

- (1) Fail to attend the Board meeting in person on two consecutive occasions;
- (2) Fail to attend the Board meeting in person more than one half of the total number of the Board meetings during the twelve consecutive months of the term of office.

In the event that independent directors fail to attend the Board meeting in person or by proxy on two consecutive occasions, the Board shall propose to convene a general meeting to remove the independent director from office within thirty days from the date of such occurrence.

2.7 Directors may request to resign prior to the expiration of their term of office. The resigning director shall submit a written resignation report to the Board.

In the event the number of members of the Board of the Company is less than the minimum number required by law as a result of resignation of any Director, the existing Directors shall perform their duties as directors in accordance with relevant provisions of laws, administrative regulations, departmental rules and Articles of Association before the newly elected Directors take office.

If the resignation of an independent director results in the number of independent

directors being less than one-third of the members of the Board, or if the proportion of independent directors on specialized committees does not meet the requirements, or if there is no accounting professional among the independent directors, the resignation report of the independent director shall not take effect until the next independent director fills the vacancy created by his/her resignation. Before the resignation report takes effect, the independent director who intends to resign shall still continue to perform his/ her duties in accordance with the relevant laws, administrative regulations and the Articles of Association.

Other than the circumstance mentioned in the foregoing paragraph, the resignation of Directors shall be effective immediately upon the service of the resignation report on the Board. In the case of the circumstance mentioned in the foregoing paragraph, the Company shall complete the by-election within sixty days from the date of the occurrence of the preceding fact.

- 2.8 Directors shall be liable for compensation if the Company incurred any losses due to violations of applicable provisions of laws, administrative regulations, department rules or Articles of Association on the part of the Directors in performing their duties.

Chapter 3 Duties and Powers of the Board

- 3.1 The Board shall be responsible to the shareholders' general meeting and shall perform the following duties and powers:

- (1) to be responsible for convening the shareholders' general meetings and reporting on its work to the shareholders' general meetings;
- (2) to implement the resolutions of the shareholders' general meetings;
- (3) to decide on the business plans and investment proposals of the Company;
- (4) to formulate the proposed annual financial budget and final accounts of the Company;
- (5) to formulate the Company's profit distribution plan and plan for recovery of losses;
- (6) to formulate the Company's proposals for increases in or reductions of the Company's registered capital and the issue of bonds or other securities and plans for listing of the Company;
- (7) to prepare plans for major acquisitions or repurchase of the shares of the Company, and for the merger, division, dissolution or changing of the form of the Company;
- (8) to determine on establishment of the internal management structure of the Company;
- (9) to determine on matters relating to purchase or sale of major assets, asset mortgage, provision of guarantees, connected transactions and external

- donations within the scope of authority conferred by the shareholders' general meetings;
- (10) subject to the principle of prudent authorization, the shareholders' general meeting may authorize the Board of the Company to determine on matters relating to the Company's (including any Subsidiary controlled by it) investment and entrusted financing for each financial year where in each case the amount does not exceed 50% of the latest audited net assets of the Company, and may also authorize the Chairman or Subsidiaries controlled by the Company to determine on such matters within the scope of the authorization by establishing a comprehensive system, unless as otherwise provided by the securities exchange of the place where the shares of the Company are listed;
 - (11) to formulate proposals for amendments to the Articles of Association;
 - (12) to decide on the engagement or dismissal of the Company's President, Secretary to the Board and other senior management and determine their remuneration and matters related to reward and punishment, to decide on the engagement or dismissal of the Company's CFO, Vice Presidents, Chief Engineers, and other senior management personnel of the Company in accordance with the nominations provided by the CEO and the President, and determine on matters of remuneration, reward and punishment of such persons;
 - (13) to formulate the basic management system of the Company;
 - (14) to deal with information disclosures of the Company;
 - (15) to decide on the engagement of sponsors;
 - (16) to formulate the share incentive schemes and employee shareholding schemes of the Company;
 - (17) to listen to the work report of the President of the Company and to inspect the work of the President;
 - (18) to propose to the shareholders' general meeting for the engagement or replacement of the accounting firm in charge of auditing for the Company, unless otherwise provided by Articles of Association;
 - (19) to determine on the salary standard, benefits and bonuses plan of the Company;
 - (20) to determine the format of specialized committees, and to engage and dismiss relevant personnel;
 - (21) other authorities given by the laws, administrative regulations, departmental rules and regulations and the Articles of Association.

Resolutions for connected transactions of the Company made by the Board will not take effect unless signed by the independent non-executive directors.

Matters beyond the scope of authority conferred by the general meetings shall be submitted to the general meeting for consideration and approval.

Each type of statutory functions and powers of the Board shall be exercised collectively by the Board, and shall not be delegated to be exercised by others, nor be modified or deprived by means of the Articles of Association or the resolutions

of general meeting. Other functions and powers of the Board specified in the Articles of Association that involve material businesses and matters shall be determined collectively and shall not be delegated to be exercised individually by the Chairman, the President or other entities.

3.2 The Board of the Company shall account to the shareholders' general meeting for the non-standard audit opinions issued by the registered accountant with regard to the financial reports of the Company.

3.3 Subject to the principle of prudent authorization, the shareholders' general meeting may authorize the Board of the Company to exercise the following rights with regard to matters of purchase and sale of assets, provision of guarantees and so forth:

- (1) to determine on matters of purchase and sale of major assets by the Company (including Subsidiaries controlled by it) for each year that in each case do not exceed 30% of the latest audited total assets of the Company;
- (2) matters of provision of guarantees by and mortgage of assets of the Company shall require the approval of over two-thirds of all the directors present at the Board meeting and the approval of over two-thirds of all the independent directors; besides, matters of provision of guarantees as stipulated in Article 6.03 of the Articles of Association shall be submitted to the shareholders' general meeting for approval upon agreement of the Board in accordance with this provision.

3.4 The Chairman shall exercise the following functions and authorities:

- (1) to preside over the shareholders' general meeting and convene and preside over Board meeting;
- (2) to organize the implementation of the responsibilities of the Board, and to supervise the implementation of Board resolutions;
- (3) to sign the Company's shares, corporate bonds and other valuable securities;
- (4) to sign major documents of the Board and other documents which require signature by the legal representative of the Company;
- (5) to exercise the powers of the legal representative;
- (6) to be responsible for jobs relating to the Company's strategy research and management, corporate culture building as well as auditing;
- (7) to hold the final approval rights for major decisions of the Company (including Subsidiaries of the Company) regarding finance and human resources (the engagement and dismissal of mid-level management staff, the proposal for the engagement and dismissal of senior management personnel);
- (8) in case of major natural disaster or other circumstances of force majeure, to exercise special management of matters of the Company in accordance with laws, regulations, and the interests of the Company, and subsequently to report

- to the Board and the shareholders' general meeting;
- (9) other powers authorized by the Board.

3.5 The Board shall establish such specialized committees as the Nomination Committee, Strategy Committee, Audit Committee, Remuneration and Assessment Committee, etc. All specialized committees are responsible to the board, and perform their duties in accordance with the Articles of Association and the Board's authorization. Proposals should be submitted to the Board of for deliberation and decision. All such committees shall consist of directors, and members of the Audit Committee are directors who do not serve as senior management of the Company. The majority of the members of the Audit Committee, Nomination Committee and Remuneration and Assessment Committee shall be independent directors, who shall convene the meetings of such committees. The convener of the Audit Committee shall be an accounting professional.

3.6 The detailed implementation rules for duties and discussion procedures of the specialized committees of the Board shall be separately formulated by the Board.

Chapter 4 Meeting of the Board

4.1 Board meetings are divided into regular meetings and extraordinary meetings.

4.2 Board meeting shall be convened at least 4 times a year by the Chairman.

4.3 The Board shall convene an extraordinary meeting in any of the following situations:

- 4.3.1 if proposed by shareholders representing more than 10% of the voting rights;
- 4.3.2 if jointly proposed by more than one-third of the directors;
- 4.3.3 if proposed by more than one-half of the independent directors;
- 4.3.4 if proposed by the Supervisory Committee;
- 4.3.5 if deemed necessary by the Chairman;
- 4.3.6 if proposed by the President;
- 4.3.7 if required by the securities regulatory department;
- 4.3.8 other circumstances specified in the Articles of Association.

Chapter 5 Notification of Meetings

5.1 To convene regular and extraordinary meetings of the Board, the Secretary of the Board shall arrange the office of the Secretary of the Board to notify the notice of the meeting 10 days prior thereto and submit them to all directors, supervisors and the president in accordance with ways stipulated in Article 5.2 of these Rules of Procedure, of which the regular meetings of the Board shall be notified 14 days

prior thereto. If the specialized committees of the Board hold a meeting, the Company shall in principle provide relevant materials and information no later than three days before the meeting of the specialized committees.

- 5.2 The notice of regular and extraordinary meetings of the Board can be served in one of the following ways:
- 5.2.1 send by special person;
 - 5.2.2 fax;
 - 5.2.3 email.
- 5.3 In case of urgent matters extraordinary Board meetings may be convened upon proposal by the Chairman or more than one-third of all the Directors without being restricted by the regulations of this Rule regarding notice of meeting.
- 5.4 The documents of the Board shall be prepared by the relevant competent department organized by the Secretary office of the Board of the Company. The company shall provide directors with sufficient meeting materials, including relevant background materials on the agenda of meetings, all information, data required by the directors to vote on resolutions. The Company shall reply to the inquiries raised by directors in time and supplement relevant meeting materials in accordance with the directors' requirements before the meeting.
- 5.5 The notice of meetings shall be written in Chinese which include topics of meetings. Provide English version if necessary.
- 5.6 The notice of Board meeting shall include the following details:
- 5.6.1 date and venue of the meeting;
 - 5.6.2 meeting period;
 - 5.6.3 particulars of matters and resolutions to be considered at the meeting;
 - 5.6.4 the date of notification
- 5.7 After the written notice of the Board Meeting is issued, if it is necessary to change the time and place of the meeting or add, change, or cancel meeting proposals, the written change notice should be sent 3 days before the original meeting date, to explain the situation and the relevant content and related materials of new proposals.

Chapter 6 Convening and Presiding of Meetings

- 6.1 Procedures for convening and presiding meetings of the Board:

Meetings of the Board shall be convened and presided by the Chairman. The Vice

Chairman shall perform the duties if the Chairman is unable or fails to perform his duties; if the Vice Chairman is unable or fails to perform his duties, a Director shall be proposed jointly by more than half of all the Directors to perform such duties.

6.2 Board meetings shall be held only if more than half of directors are present. If relevant directors refuse or neglect to attend meetings and meetings cannot meet the minimum number of people required for the opening of meetings, the Chairman and the Secretary of the Board shall promptly report to the regulatory authority.

6.3 Participations of the Board shall include:

- (1) all directors;
- (2) The President and the Secretary of the Board shall attend the Board meeting as non-voting participants;
- (3) Supervisors shall attend the Board meetings as non-voting participants;

If necessary deemed by the presider of the Board meeting, he/she shall notify other relevant person to attend the Board meeting as non-voting participants.

6.4 Directors shall attend Board meetings in person in principle. If a director is unable to attend a Board meeting due to whatever reasons, he/she shall review meeting materials in advance to form a clear opinion, and appoint another director in writing to attend on his/her behalf.

The form of entrustment shall state:

- (1) the name and ID number of the appointer and proxy;
- (2) the reason why the appointer cannot attend the meeting;
- (3) the scope of the appointer's authorization and instructions on voting on proposals;
- (4) the signature and date of the appointer and proxy.

The proxy shall submit a written form of entrustment to the meeting presider and state the entrusted attendance in the meeting registration book.

6.5 The appointer and proxy attending Board meetings shall obey the following principles:

- (1) Non-related directors shall not appoint related directors to attend on their behalf; nor shall related directors accept the entrustment of non-related directors in the case of reviewing related transactions;
- (2) Independent directors shall not appoint non-independent directors to attend on their behalf, nor shall non-independent directors accept the entrustment of

independent directors;

(3) Directors shall not appoint other directors to attend meetings without specifying their own intentions to vote on proposals, and relevant directors shall not accept discretionary entrustment and entrustment with unclear authorization.

(4) A director shall not accept the entrustment of more than two directors, nor shall a director appoint a director who has accepted the entrustment of two other directors to attend on his/her behalf.

6.6 The convening of Board meetings is based on the principle of physical meeting. If necessary, with the premise of ensuring that directors can fully express their opinions and the consent of the convener (presider), it shall also be held by video, telephone, or signing a written resolution. Board meetings shall also be convened on-site simultaneously with other methods.

If not held on-site, the number of directors present at the meeting shall be calculated by directors who shown by video and expressed their opinions during the telephone conference, and the actual receipt of valid votes such as fax or e-mail within the prescribed time limit.

Directors should be deemed to attend Board meetings in person in the event that any directors attend Board meetings through telephone, video or other electronic communication facilities, and that all directors participating in the meeting can talk to each other.

Chapter 7 Procedure and Voting of Meetings

7.1 The presider of meetings shall invite directors present at Board meetings to express clear opinions on each proposal.

7.2 The presider of meetings shall stop it in time in the event directors repeat the speech on the same proposal and the speech exceeds the scope of the proposal, which affects other directors' speech or hinders the normal progress of the meeting.

7.3 Except with the unanimous consent of all directors present at the meeting, the Board meeting shall not vote on proposals which are not included in the meeting notice unless all directors present at the meeting express unanimous opinions.

7.4 Directors shall carefully read relevant meeting materials and express their opinions independently and prudently on the basis of fully understanding the situation.

- 7.5 Directors shall ask the convener of the meeting, the president and other senior management personnel, specialized committees, accounting firms and law firms and other relevant personnel and institutions before the meeting for information that is needed for decision-making. They shall also suggest the president that representatives of the above-mentioned persons and institutions to explain the relevant situation during the meeting.
- 7.6 Voting by Board of directors which uses written ballot shall be conducted by one person and one vote.
- 7.7 Directors' voting intentions are divided into approval, opposition and abstention. The participating directors shall vote on one of the above intentions. If they do not vote or choose more than two choices at the same time, the president of meetings shall request the relevant directors to re-select. Those who refuse to vote again are regarded as abstaining and those who leave the venue halfway without voting are regarded as abstaining.
- 7.8 After voting by directors present at the meeting, the Securities Affairs Representative and relevant staff shall collect the votes of the directors in time for statistics. The president of the meeting shall announce the statistical results on the spot.
- 7.9 More than half of all directors of the Company shall vote in favour of proposal for the proposal to be and passed and form relevant resolutions, except for the circumstances specified in Article 7.10 of these Rules of Procedure. Resolutions of the Board shall be approved by more directors in accordance with the provisions of laws, administrative regulations and the Articles of Association.

In accordance with the Articles of Association, the directors shall make resolutions on the guarantee matters within their authority with the consent of more than two-thirds of directors attending the meeting.

In case of any contradiction in the content and meaning of different resolutions, the latter resolution shall prevail.

- 7.10 Directors shall avoid voting on relevant proposals in case of any following circumstances:
- (1) The situation that directors should avoid voting which is stipulated by Listing Rules of the Stock Exchange;
 - (2) The situation that directors think themselves should avoid voting;
 - (3) The situation that directors should avoid voting because of their association

with the Company involved in the meeting proposal which is stipulated by the Articles of Association.

In the case of directors avoiding voting, relevant Board meetings can be held when more than half of unrelated directors are present, and resolutions shall be passed by more than half of unrelated directors. If the number of unrelated directors present at the meeting is less than three, directors shall not vote on relevant proposals which shall submit to the shareholders' general meeting for consideration.

7.11 The Board shall act strictly accordance with the authorization of the shareholders' general meeting and the Articles of Association, and shall not forming resolutions exceeding its power.

7.12 Before the annual meeting of the Board, the certified public accountant shall issue a draft audit report in addition to the profit distribution and capital accumulation fund conversion to share capital matters. After the Board makes resolutions involving profit distribution and capitalization of capital reserves based on the draft audit report, the CPA shall issue a formal audit report in accordance with the Board's resolutions on profit distribution and capitalization of capital reserves.

7.13 If the proposal is not approved, the Board shall not consider any proposal with the same content within one month if the relevant conditions and factors have not changed significantly.

7.14 When more than a quarter of all the Directors or two or more independent directors consider that the meeting materials are incomplete, insufficiently argued or not provided in a timely manner, they may jointly propose in writing to postpone to convene the Board meeting or postpone the discussion of such issues, and the Board shall accept. Directors who propose to postpone the voting shall put forward clear requirements for the conditions to be met when the proposal is submitted again for consideration.

Chapter 8 Minutes of Meetings

8.1. The Secretary of the Board shall arrange for the staff of the office of the Secretary of the Board of to take minutes of Board meetings. The minutes of Board meetings shall include the followings:

- (1) session, time, venue and methods of Board meetings;
- (2) convener and presider of Board meetings;
- (3) directors attending Board meetings and directors appointed by others to attend Board meetings;

- (4) notes on procedures and status of Board meetings;
- (5) proposals reviewed by Board meetings; main points and main opinions of each director's statement for each resolution and results of voting;
- (6) the method and results of voting for each proposal (State the specific number of votes for consent, opposition and abstention);
- (7) other matters deemed necessary by directors attending meetings.

8.2. In addition to the minutes of meetings, the Secretary of the Board of shall also arrange for the staff of the office of the Secretary of the Board to make a brief meeting summary. Based on the statistical voting results, make a separate record of the resolutions formed at the meeting. Based on statistical voting results, they shall make a separate record of resolutions formed at the meeting.

8.3. Directors attending the meeting shall confirm the minutes and resolutions of Board meetings by signing on behalf of themselves and directors who appoint them to attend the meeting. If directors have different opinions on the minutes or resolution records of the meeting, they may make a written explanation when signing. If necessary, directors shall report to the supervisory authority in time, and may also make a public statement.

Directors who fail to confirm by signing in accordance with the provisions of the preceding paragraph, and do not make written explanations to their different opinions or report to the regulatory authorities or make a public statement, shall be deemed to fully agree with the contents of the minutes and resolutions.

8.4. Directors shall sign on Board resolutions and shall be accountable for the Board resolutions. If Board resolutions violate the laws, administrative regulations or Articles of Association thus causing losses to the Company, the directors voting in the resolutions shall be liable to compensate the Company's losses. However, if it is verified that directors have state their objections when voting, which is recorded in the minutes, they may be exempted from such liability.

8.5. The announcement of resolutions of the Board shall be handled by the Secretary of the Board in accordance with relevant provisions of stock listing rules of the Stock Exchange. Prior to the disclosure of the resolution announcement, the participating directors and attendees, records and service personnel have the obligation to keep the content of resolutions confidential.

8.6. The Chairman of the Board shall urge the relevant personnel to implement resolutions of the Board, check the implementation of resolutions, and report the implementation of resolutions that have been formed at subsequent Board meetings.

8.7. Board meeting files, including meeting notices, meeting materials, meeting sign-in books, form of entrustment of proxies, votes, meeting minutes signed by directors

attending meetings, resolution records, resolutions, etc. Board meeting files shall be kept for a minimum 10 years.

Chapter 9 Other Items

9.1. The Board shall promptly a revised draft of these rules and submit it to the shareholders' general meeting for consideration in any of the following situations:

9.2.1 a situation that the matters stipulated in these Rules of Procedure conflict with the provisions of the laws, regulations or regulatory documents after the revision of relevant national laws, regulations or regulatory documents, or the formulation and promulgation of new laws, regulations or regulatory documents;

9.2.2 a situation that the matters stipulated in the Rules of Procedure conflict with the provisions of the Articles of Association after they are revised;

9.2.3 the Board or general meeting of shareholders propose to amend Rules of Procedure.

9.2. 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.

9.3. All references to “over” in the Rules of Procedure shall be inclusive of the stated figure.

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

9.5. The Rules of Procedure is prepared by the Board as an annex to the Articles of Association, and will be implemented on the date of approval by the general meeting of shareholders