

China International Marine Containers (Group) Co., Ltd.

Rules of Procedure for the Board of Directors

(Considered and passed at the annual general meeting for 2023
held on 26 June 2024)

CHAPTER I GENERAL PROVISIONS

Article 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 “**Company Law**”), the Administrative Measures for Independent Directors of Listed Companies, Governance Standards of Listed Companies (the “**Governance Standards**”), Articles of Association of China International Marine Containers (Group) Co., Ltd. (the “**Articles of Association**”) and other relevant laws, administrative regulations and normative documents to regulate the discussion procedures of the Board and to improve the working efficiency and scientific decision-making levels of the Board.

Article 2 The Board is the executive arm of the Company’s general meeting of shareholders. It performs its duties and implements the resolutions passed at the general meetings according to the Company Law, the Administrative Measures for Independent Directors of Listed Companies, Governance Standards, Articles of Association and the Rules of Procedure. The Board shall be accountable and report to the shareholders’ general meeting.

Article 3 The Rules of Procedure is a binding document to regulate the action conducted by the Board and ensure the scientific and efficient operation of the Board.

CHAPTER II COMPOSITION OF THE BOARD

Article 4 The Board shall consist of nine members, including one Chairman, two Vice Chairmen and three independent directors, at least one of the independent directors is an accounting professional.

All of the directors of the Company shall perform the obligations faithfully, honestly and diligently according to the laws, administrative regulations, department rules and the provisions of the Articles of Association.

Article 5 Directors may hold a concurrent post as President or other senior management personnel of the Company, provided that the total number of directors who are serving concurrently as President or other senior management personnel together with the staff representative director shall not be more than half of all the directors.

Article 6 Directors shall be natural persons and shall not be required to hold any shares in the Company.

Article 7 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.

Article 8 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.

Article 9 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. The executive directors are also the senior management of the Company.

The Chairman and Vice Chairman shall exercise his/her duties and powers and undertake corresponding obligations in accordance with the laws, administrative regulations, the provisions of the Articles of Association, and resolutions of the general meeting and Board meetings.

Article 10 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, the Nomination Committee, the Risk Management 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, of which the members of the Audit Committee shall be directors who are not senior management officers of the Company. More than half of the members of the Remuneration and Appraisal Committee, the Audit Committee and the Nomination Committee shall be independent directors, who shall convene the meetings of such committees, and all members of the Audit Committee shall be nonexecutive directors. 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.

Article 11 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.

Article 12 The main functions of the Remuneration and Appraisal Committee are:

- (1) to study and formulate the appraisal standards for directors and senior management personnel, conduct such appraisal and make recommendations;
- (2) to make recommendations to the Board on the remuneration policy and structure for all directors and senior management personnel and on the establishment of formal and transparent procedures for developing such remuneration policy;
- (3) to make recommendations to the Board on the remuneration packages of directors and senior management personnel taking into account remuneration paid by comparable companies, time commitment and responsibilities of directors and employment conditions elsewhere in the Group;

- (4) to review the remuneration proposals for directors and senior management personnel of the Company with reference to the corporate objectives, business policies and goals established by the Board;
- (5) to review the compensation payable to executive directors and senior management personnel for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and reasonable and not excessive;
- (6) to review the compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; the compensation arrangements relating to dismissal or removal of any non-executive directors who are members of the Remuneration and Appraisal Committee shall be reviewed by other members of the Remuneration and Appraisal Committee;
- (7) to ensure that no directors or any of their associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) are involved in determining his/her own remuneration; the remuneration of any non-executive directors who are members of the Remuneration and Appraisal Committee shall be determined by other members of the Remuneration and Appraisal Committee who shall also make recommendations to the Board on such matter;
- (8) to formulate the equity incentive plans in accordance with the requirements of relevant laws, regulations or regulatory documents; to be responsible for considering and/or approving the administration of equity plans and matters relating to share schemes as described under Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and to be responsible for the administration of equity plans, including but not limited to reviewing the eligibility of participants, conditions of grant and conditions of exercise of the equity incentive plans; the equity incentive plans shall be submitted to the general meeting for approval according to the laws;
- (9) other matters authorized by the Board of Directors as well as other powers conferred by the laws, regulations, relevant regulatory rules in the jurisdictions where the shares of the Company are listed, this rules of procedures, terms of reference of the Remuneration and Appraisal Committee and the Board; should there be any inconsistency in the relevant regulatory rules in the jurisdictions where the shares of the Company are listed, the Remuneration and Appraisal Committee shall report its decisions or proposals to the Board.

Article 13 The main functions of the Audit Committee are:

- (1) to monitor and assess the performance of the external auditing job and to make proposals regarding the appointment or replacement of the external auditor;
- (2) to monitor and assess the performance of the internal auditing job, to supervise the internal audit system of the Company and its implementation;
- (3) to be responsible for the coordinations between the external auditing and the internal auditing;
- (4) to examine the financial information of the Company and the disclosure thereof;
- (5) to monitor and assess the internal control of the Company;
- (6) matters relating to laws and regulations, regulations of the place where the Company's shares are listed, these Articles of Association, implementing regulations of the Audit Committee of the Board of Directors of the Company and other matters authorized by the Board of Directors.

Article 14 The main functions of the Nomination Committee are:

- (1) to develop criteria and procedures for the selection of Directors and senior management, and to offer advice in this regard;
- (2) to select qualified Director candidates and senior management candidates;
- (3) to review the selection of Director candidates and senior management candidates and offer advice in this regard;
- (4) to deal with matters relating to laws and regulations, regulations of the place where the Company's shares are listed, these Articles of Association, implementing regulations of the Nomination Committee of the Board of Directors of the Company and other matters authorized by the Board of Directors.

Article 15 The Risk Management Committee is mainly responsible for the risk management, compliance management, establishment of internal control system and other related responsibilities of the Company, the specific responsibilities of which shall be stipulated in the relevant terms of reference.

Article 16 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.

Article 17 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

Article 18 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.

Article 19 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, connected transaction and donations within the authorisation of the general meeting;
- (9) to determine the composition of the Company's internal management structure;
- (10) to determine the employment and the dismissal of the Company's secretary to the Board and to decide on their appraisal, remuneration, rewards and penalties; and pursuant to the Chairman's nominations, to determine the employment and the dismissal of the president, vice presidents, chief financial officer, chief compliance officer and chief legal counsel and to decide on the appraisal, remuneration, rewards and penalties of the senior management personnel;
- (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 Chairman and President of the Company and to review their performance of the Chairman and President;

- (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.

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

Any matters beyond the authority of the general meeting shall be submitted to the general meeting for consideration.

Article 20 The external guarantees of the Company shall be passed by more than two-thirds of the directors present at the meeting of the Board and shall require the consent and approval of a simple majority of all directors, while the external guarantees specified in Article 57 of the Articles of Association shall also be considered and approved by the general meeting of the Company.

Article 21 The Board shall conduct strict examinations on external investments, acquisition, disposal and mortgage of assets, external guarantees, asset management mandate, related-party transactions and external donations. 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. Each of the external investments, acquisition, disposal and mortgage of assets decided by the Board in 12 consecutive months shall not exceed 30% of the audited net assets of the Company for the previous year respectively, unless it is considered and approved at the general meeting or expressly authorized.

Article 22 Unless otherwise stipulated in the Articles of Association and this rules of procedures, the following transactions are subject to the approval of the Board:

- (1) the total amount of assets involved in the transaction exceeds 10% of the latest audited total assets of the Company; where the total amount of assets involved in the transaction exceeds 50% of the latest audited total assets of the Company, such transaction shall also be submitted to the general meeting for consideration; and if such total amount of assets involved in the transaction has both book value and assessed value, the higher shall be used for calculation;
- (2) the net assets involved in the subject matter (such as equity interest) of the transaction exceeds 10% of the latest audited net assets of the Company, and the absolute amount of which exceeds RMB10 million; where the net assets involved in the subject matter (such as equity interest) of the transaction exceeds 50% of the latest audited net assets of the Company, and the absolute amount of which exceeds RMB50 million, such transaction shall also be submitted to the general meeting for consideration; and if such net assets involved in the transaction has both book value and assessed value, the higher shall be used for calculation;

- (3) the operating revenue generated by the subject matter (such as equity interest) of the transaction in the most recent financial year exceeds 10% of the audited operating revenue of the Company in the most recent financial year, and the absolute amount of which exceeds RMB10 million; where the operating revenue generated by the subject matter (such as equity interest) of the transaction in the most recent financial year exceeds 50% of the audited operating revenue of the principal business of the Company in the most recent financial year, and the absolute amount of which exceeds RMB50 million, such transaction shall also be submitted to the general meeting for consideration;
- (4) the net profit generated by the subject matter (such as equity interest) of the transaction in the most recent financial year exceeds 10% of the audited net profit of the Company in the most recent financial year, and the absolute amount of which exceeds RMB1 million; where the net profit generated by the subject matter (such as equity interest) of the transaction in the most recent financial year exceeds 50% of the audited net profit of the Company in the most recent financial year, and the absolute amount of which exceeds RMB5 million, such transaction shall also be submitted to the general meeting for consideration;
- (5) the transaction consideration (including debts and expenses assumed) exceeds 10% of the latest audited net assets of the Company, and the absolute amount of which exceeds RMB10 million; where the transaction consideration (including debts and expenses assumed) exceeds 50% of the latest audited net assets of the Company, and the absolute amount of which exceeds RMB50 million, such transaction shall also be submitted to the general meeting for consideration;
- (6) profit arising from the transaction exceeds 10% of the audited net profit of the Company in the most recent financial year, and the absolute amount of which exceeds RMB1 million; where profit arising from the transaction exceeds 50% of the audited net profit of the Company in the most recent financial year, and the absolute amount of which exceeds RMB5 million, such transaction shall also be submitted to the general meeting for consideration;
- (7) all guarantees of the Company; where those are subject to the consideration of the general meeting shall also be submitted to the general meeting for consideration;
- (8) other matters which shall be decided by the Board as required by the laws and regulations, rules of the stock exchanges and other regulatory documents;
- (9) any transaction that, in the opinion of the Chairman, need to be submitted to the Board for consideration.

The above transactions involving the purchase or sale of assets do not include the purchase of raw materials, fuel and power, and the sale of products, commodities and other assets related to daily operations, except for asset replacements involving the purchase or sale of such assets.

Article 23 The following related transactions are subject to the consideration and approval of the Board:

- (1) any related transaction between the Company and the related natural person involving an amount exceeding RMB300,000;
- (2) any related transaction between the Company and the related legal person involving an amount exceeding RMB3 million and accounting for over 0.5% of the absolute value of the latest audited net assets of the Company;
- (3) any related transaction between the Company and the related person involving an amount exceeding RMB30 million and accounting for over 5% of the absolute value of the latest audited net assets of the Company, which should also be submitted to the general meeting for consideration;
- (4) other related transactions which shall be decided by the Board as required by the laws and regulations, rules of the stock exchanges and other regulatory documents or the Articles of Association;
- (5) any related transactions that, in the opinion of the Chairman, need to tender a submission to the Board for consideration.

CHAPTER IV MEETINGS OF THE BOARD

Section 1 Convening and Notification of Meetings of the Board

Article 24 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.

Article 25 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 jointly proposed by more than half of the independent directors.

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.

Article 26 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.

Article 27 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 meeting materials are incomplete, the proof is not adequate or not timely provided, they may write to the Board to postpone to convene the Board meeting or postpone the discussion of the issues, the Board shall duly accept.

Section 2 Convention and Resolution of Meetings of the Board

Article 28 Meetings of the Board shall be chaired over by the Chairman. In the event that the Chairman is unable to or does not perform such duties, one vice Chairman jointly elected by more than half of all the directors should chair the meeting; in the event that two Vice Chairmen are unable to or fail to perform such duties, one director jointly elected by more than half of all the directors shall chair the meeting.

Article 29 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. Unless otherwise stipulated in the Articles of Association and this rules of procedures, resolutions of the Board must be passed by more than half of all directors (more than five directors).

Article 30 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.

Article 31 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.

Article 32 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.

Article 33 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.

Article 34 The total amount of the external guarantee to be considered at a meeting of the Board under the authority given by the shareholders' general meeting shall not exceed 50% of the Company's latest audited net assets.

Article 35 When a director is considered a connected person of the enterprise involved in a resolution of the Board meeting, such director shall refrain from voting on such resolution nor can he/she exercise any voting rights on behalf of other directors. Such director shall declare the nature and extent of his interests to the Board at the earliest opportunity. The Board meeting may be held if it is quorated by more than one half of the unconnected directors. Resolutions of the Board meeting shall be passed by more than one half of the unconnected directors. If the number of unconnected directors present at the Board meeting is less than three, such matter shall be put forward to a shareholders' general meeting for discussion and consideration.

Unless an interested director has disclosed his interests to the Board in accordance with the previous paragraphs of this Article and the contract, transaction or arrangement was approved by the Board at a meeting at which such interested director was not counted in the quorum and abstained from voting, the contract, transaction or arrangement is voidable at the instance of the Company, except as against a bona fide third party thereto.

Directors with connected relationship referred to in this Article include those set out as follows or those who are under one of the following circumstances:

- (1) the counterparty of a transaction;
- (2) direct or indirect controller of the counterparty of a transaction;
- (3) person who holds a position in the counterparty, or in any legal person or other organization that can directly or indirectly control the counterparty, or any legal person or other organization that can be directly or indirectly controlled by the counterparty;
- (4) close family member(s) of the counterparty of a transaction or its direct or indirect controller;
- (5) close family member(s) of the counterparty of a transaction or directors, supervisors and senior management of its direct or indirect controller;
- (6) directors authenticated by the CSRC, stock exchange(s) where the Company's shares are listed or the Company that may affect his/her independent commercial judgment for other reasons.

Article 36 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.

Article 37 The vote on Board resolutions shall be taken by way of registered poll.

Article 38 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.

Article 39 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.

Article 40 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.

Article 41 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.

Article 42 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, resolutions of the shareholders' general meeting thus causing severe 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.

Article 43 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 V SUPPLEMENTARY PROVISIONS

Article 44 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.

Article 45 The “transactions” stipulated in the Article 22 of this rules of procedures include the following types of events that occur outside the daily operating activities of the Company:

- (1) purchase or disposal of assets;
- (2) investments (including entrusted financing, investments in subsidiaries, etc.);
- (3) provision of financial assistance (including entrusted loans);
- (4) provision of guarantee (including those for the controlling subsidiaries);
- (5) lease or rental of assets;
- (6) entrusted or contracted asset and business management;
- (7) donating or receiving assets as a gift;
- (8) debt or debt restructuring;
- (9) transfer or acquiring research and development projects;
- (10) entering into authorization agreements;
- (11) waiver of rights (including waiver of pre-emptive right, priority for invited capital contribution and other rights);
- (12) other transactions authenticated by the stock exchange(s) on which the Company’s shares are listed.

Article 46 The matters not covered in the Rules of Procedure shall be implemented in accordance with the relevant provisions of national laws, regulations, departmental rules, mandatory regulatory documents, the stock exchange(s) on which the Company is listed and the Articles of Association. Should there be any inconsistency between the Rules of Procedure and the relevant provisions of national laws, regulations, departmental rules, mandatory regulatory documents, the stock exchange(s) on which the Company is listed and the Articles of Association, the relevant provisions of laws, regulations, departmental rules, mandatory regulatory documents, stock exchange(s) where the Company’s shares are listed and the Articles of Association shall prevail.

Article 47 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.

Article 48 The Rules of Procedure come into effect after approval by the general meeting.

Article 49 The Rules of Procedure shall be interpreted by the Board of the Company.