中国神华
CHINA SHENHUA

中国神华能源股份有限公司
CHINA SHENHUA ENERGY COMPANY LIMITED

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

(Stock Code: 01088)

RULES OF PROCEDURE OF THE BOARD OF DIRECTORS

The Rules have been passed at the first extraordinary general meeting for 2004 held on 28 December 2004, and amended by the Board authorised at the 2005 annual general meeting held on 12 May 2006, the first extraordinary general meeting for 2007 held on 24 August 2007, the 2011 annual general meeting held on 25 May 2012, the 2018 annual general meeting held on 21 June 2019, the 2019 annual general meeting held on 29 May 2020 and the first extraordinary general meeting for 2025 held on 29 August 2025.

CHAPTER 1 GENERAL PROVISIONS

Article 1

In order to regulate the operation of China Shenhua Energy Company Limited (hereinafter referred to as the "Company"), improve the work efficiency and lawful and scientific decision making level of the Board, regulate the composition, duties, authorities and operation procedure of the Board, and maintain the Company's interests and the legitimate rights and interests of shareholders, the Rules of Procedure of the Board was formulated in accordance with existing laws, administrative regulations, departmental rules, and other normative documents of the People's Republic of China (hereinafter referred to as the "laws and regulations"), including the Company Law of the People's Republic of China, the Guidance for the Articles of Association of Listed Companies, the Code of Corporate Governance of Listed Companies and the regulatory rules of the places where shares of the Company are listed and the Articles of Association of China Shenhua Energy Company Limited (hereinafter referred to as the "Articles of Association").

Article 2

The board of directors (hereinafter referred to as the "Board") is a standing decision-making body of the Company which shall perform its duties according to law, leveraging on its functional positioning of "determining strategies, making decisions and preventing risks", exercise its functions and powers as stipulated in the Articles of Association, fairly treat all shareholders, pay attention to the legitimate rights and interests of other stakeholders, and ensure the Company to comply with the provisions of laws and regulations, the regulatory rules of places where shares of the Company are listed and the Articles of Association.

CHAPTER 2 DUTIES AND FUNCTIONS OF THE BOARD

Article 3

The Board shall be accountable to the shareholders at general meetings, and shall exercise the following functions and powers:

(1) to convene the general meeting of shareholders and to report on its work to the shareholders at general meetings;

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

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

(4) to consider and approve the Company's annual financial budgets;

(5) to formulate the Company's annual financial reports;

(6) to formulate the Company's profit distribution proposal and loss recovery proposal;

(7) to formulate proposals for the increase or reduction of the Company's registered capital, the issuance of the Company's debentures or other securities and the listing;

(8) to draw up plans for any substantial acquisition, repurchase of the Company's shares or the merger, division, dissolution and transformation of the Company;

(9) to decide on the external investment, purchase and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, external donations, etc. within the authority granted by the general meeting of shareholders;

(10) to decide on the Company's internal management structure;

(11) to decide on the appointment or removal of the Company's chief executive officer and secretary to the board of directors, and to engage or remove any other senior officers according to the nomination of the chief executive officer, and to decide on their remuneration, rewards and penalties;

(12) to promote the construction of rule of law of the Company, and supervise the management on governing the Company according to the law;

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

(14) to formulate proposals for any amendment to the Company's Articles of Association;

(15) to manage the Company's disclosure of information;

(16) to decide the Company's risk management system, including risk assessment, financial control, internal audit, legal risk control, and monitor the implementation;

(17) to propose to the general meeting of shareholders of the engagement or replacement of an accounting firm for the audit of the Company's accounts;

(18) to listen to the working reports of the chief executive officer, and to monitor his/her work;

(19) to approve the Company's sustainable development strategies, management systems, and to consider and review the progress and actions for sustainable development;

(20) to formulate and disclose annual sustainable development reports and environment, society and corporate governance reports;

(21) to exercise any other functions and powers provided by laws and regulations and the regulatory rules of places where shares of the Company are listed and conferred upon by the Articles of Association or the shareholders at general meetings.

Article 4

The Board shall determine the authority relating to external investment, asset purchase and disposal, asset mortgage, external guarantees, consigned financial management and related transactions and external donations, and shall establish strict examination and decision-making procedures; and organize relevant experts and professionals to make assessments on material investment projects that are subject to approval at general meeting, and report to the general meeting for approval.

Material matters of the Company shall be subject to the group decision-making of the Board. The Board shall not authorise the chairman of the Board, chief executive officer and others to exercise the statutory functions and powers it is supposed to under the laws.

In delegating some of its duties and functions to the management, the Board shall clearly define the scope, provided that it is in compliance with laws and regulations, the regulatory rules of places where shares of the Company are listed and the Articles of Association.

The Company shall formulate the administrative measures on Board authorization, and formally divide the rights pertaining to the Board and those conferred to the management to exercise. The Company shall regularly review the aforesaid division of duties and functions to ensure that the Company's requirements are satisfied.

CHAPTER 3 COMPOSITION OF THE BOARD AND ITS COMMITTEES

Article 5

The Company shall establish a Board which consists of nine directors. The Board shall comprise executive directors, non-executive directors, independent non-executive directors (hereinafter referred to as the "Independent Directors") and employee directors, in which, one of them is employee director and independent directors shall represent at least one-third of the Board and at least one of them shall be an accounting professional. The Board shall have a Chairman, and may have one vice Chairman if necessary. Chairman and Vice Chairman of the Board shall be elected by more than one half of all directors.

The executive directors referred to above shall be the directors participating in the production and operation of the Company; the non-executive directors shall be the directors without participating in the production and operation of the Company.

Article 6

Each director shall not accept the appointment unless he/she can be sure to give sufficient time and attention to the affairs of the Company.

Article 7

The chairman shall not concurrently serve as the chief executive officer. The responsibilities between the chairman and the chief executive officer shall be clearly separated and defined in written form.

Article 8

Non-employee representative directors shall be elected or changed at a general meeting, and can be removed before maturity of the term of office at a general meeting of shareholders. Employee director shall be elected or changed through employees' democratic election. The term of office of directors shall be three (3) years. Upon maturity of the current term of office, a director shall be eligible to offer himself/herself for re-election and reappointment.

The term of office of directors shall commence from the date of appointment up to the maturity of the current term of office of the Board. In the event that the terms of directors fall upon maturity whereas the members of the Board are not re-elected in time, the existing directors shall continue to perform their duties in accordance with the laws and regulations and the Articles of Association until the re-elected directors assume their office.

Senior management can be held concurrently by directors provided that the number of directors appointed as the senior management and employee representative directors shall not exceed one-half of the total number of directors of the Company.

Article 9

The Chairman of the Board is authorized to exercise the following powers:

(1) to preside over general meetings and to convene and preside over meetings of the Board;

(2) to supervise and check on the execution of the resolutions of the Board;

(3) to sign important documents of the Board;

(4) in case of emergency circumstances of force majeure events such as extraordinary natural disasters, to exercise special disposal powers which are in compliance with legal requirements and are in the interests of the Company on matters of the Company and report to the Board and the general meeting after the settlement of the event;

(5) Save where otherwise stipulated on the investment to other enterprises or provision of guarantees to anyone else by the Company, to make decisions on the contracts, transactions and arrangements with amounts not exceeding ten percent of the audited net assets value of the Company in the previous year;

(6) to exercise other functions and powers conferred by the Board or laws, regulations and the internal rules and regulations of the Company to be performed by the Chairman of the Board.

The Vice Chairman of the Company shall assist the Chairman of the Board in his/her work; where the Chairman of the Board is unable to perform his/her duties, the Vice Chairman shall carry out such duties; where the Vice Chairman of the Board is unable to perform his/her duties, a director shall be elected by more than one half of the directors to perform such duties.

Any decisions on operations involving major transactions or related party transactions shall be made in compliance with the requirements of the securities regulatory authorities and the regulatory rules of places where shares of the Company are listed.

Article 10

The functions of the non-executive directors shall include, but are not limited to the following:

(1) participating in Board meetings of the Company to provide independent opinions on issues of strategy, policy, Company's performance, accountability, resources, key appointments and standards of conduct;

(2) taking the lead where potential conflicts of interests arise;

(3) serving on the Audit and Risk Management Committee, Nomination Committee, Remuneration and Assessment Committee and Board committees, if invited;

(4) scrutinising the Company's performance in achieving defined corporate goals and objectives, and monitoring the reporting of such performance.

Article 11

The Strategy and Investment Committee, Audit and Risk Management Committee, Remuneration and Assessment Committee, Nomination Committee and Safety, Health, Environment and ESG Working Committee and other Board committees are established under the Board. The Board committees shall conduct research on specialized matters, provide advice and recommendations as references for the Board's decision.

All members of the Board committees shall be directors. Independent Directors shall represent more than one half of members of the Audit and Risk Management Committee, the Nomination Committee and the Remuneration and Assessment Committee, and shall serve as the convener. The Audit and Risk Management Committee shall comprise of three members, who are non-executive directors not serving as senior management of the Company, and the convener shall be an accounting professional among the independent directors. The employee representative in the Board of the Company can serve as a member of the Audit and Risk Management Committee.

Article 12

All committees of the board of directors shall formulate their working rules which will come into effect upon approval of the Board.

Article 13

The Company shall have one secretary to the Board, who shall be responsible for preparing the general meeting and Board meeting of the Company, keeping relevant documents, managing the information of shareholders of the Company, dealing with information disclosure related matters, investor relations related work and others.

The Company has formulated the terms of reference for secretary to the Board in order to regulate the above works.

Article 14

The Board has established the Board Office as the administrative organisation of the Board, which is led by the secretary to the Board and responsible for daily operation of the Board.

Article 15

The directors must comply with the Model Code as set out in Appendix C3 of the Listing Rules of the Hong Kong Stock Exchange; the Board shall also establish written guidelines relating to dealing of the Company's securities by employees, terms of which shall not be less stringent than those set out in the Model Code.

CHAPTER 4 RULES OF THE BOARD MEETING

Article 16

Based on the regularity in which Board meetings are being held, the Board meetings comprise regular Board meetings and extraordinary Board meetings.

Article 17

Regular Board meetings shall comprise:

(1) Approval of the Company's financial report by the Board:

1. Annual Board meeting

The Board meeting shall be held within 120 days subsequent to the end of the Company's previous financial year, primarily to review the Company's annual report and deal with any other relevant matters. An annual Board meeting shall be held to ensure that annual report of the Company is despatched to shareholders within the time frame required by relevant laws and regulations, the regulatory rules of places where shares of the Company are listed and the Articles of Association, to ensure that preliminary annual financial results of the Company shall be announced within the time frame required by relevant laws and regulations, the regulatory rules of places where shares of the Company are listed and the Articles of Association, and that the annual general meeting shall be held within six (6) months subsequent to the end of the Company's previous financial year.

2. Interim Board meeting

The Board meeting shall be held within 60 days subsequent to the end of the first six-month period of the Company's financial year, primarily to review the Company's half-yearly report and transact any other relevant matters.

3. Quarterly Board meeting

The Board meeting shall be held in the first month of the second and fourth quarters of the calendar year respectively, primarily to review the quarterly report of the previous quarter of the Company and handle other relevant matters.

(2) Board meeting for year-end review

The Board meeting shall be held at the end of each year or at the beginning of the coming year, primarily to receive and review the report of the chief executive officer regarding the implementation of tasks scheduled for the year and the arrangements for tasks in the coming year.

Article 18

The chairman shall convene and preside over an extraordinary Board meeting within ten days upon receipt of any demand in the following circumstances:

(1) if proposed by shareholders representing more than one-tenth of the voting rights;

(2) if the chairman considers it necessary;

(3) if proposed by the vice chairman;

(4) if proposed by more than one-third of the directors jointly;

(5) if proposed by majority of the Independent Directors jointly;

(6) if requisitioned by the Audit and Risk Management Committee;

(7) if proposed by the chief executive officer.

Article 19

The Board meetings or extraordinary meetings may also be held by means of telephone or using similar communication devices, provided that the directors present can clearly hear the conversations of other directors as well as the exchanges of communication. All attending directors shall be deemed as present at the meeting in person. Board meetings held in such manner shall be recorded. Directors present at the Board meeting who are not able to sign the resolutions of the meeting thereat shall be conducted in the form of verbal voting. The verbal voting of the directors shall have the same effect as that executed in a written form, but the directors shall subsequently execute a written confirmation.

A regular meeting does not include the practice of obtaining board consent through the circulation of written resolutions.

For matters subject to approval by resolution at an extraordinary Board meeting, if the Board has delivered the contents of resolution to be resolved to all directors in written form (including facsimile) and the number of consenting directors reached the number of required person for making such decision as stipulated under the Articles of Association, a valid resolution is thereby formed, and the convening of Board meeting is not required.

CHAPTER 5 PROCEEDINGS OF THE BOARD MEETING

Article 20

Proposal of resolutions

Board resolutions proposed shall be based primarily on the following:

(1) matters proposed by the directors;

(2) matters proposed by the Board committees;

(3) matters proposed by the chief executive officer;

(4) matters to be determined by the Board in accordance with the Articles of Association.

Article 21

Collection of resolutions

The secretary to the Board shall collect drafts of the resolutions to be proposed at the Board meeting, those who propose the relevant resolutions shall submit the such drafts together with the relevant explanatory materials fifteen days before the meeting is held.

After collating the relevant information, the secretary to the Board shall set out the time, place and agenda of the Board meeting for submission to the chairman of the Board, who shall ensure that adequate, complete and appropriate information is received by the directors on a timely basis.

Article 22

Holding and chairing of the meeting

The Board meeting shall be convened and presided over by the Chairman of the Board. If the Chairman of the Board is unable to perform or fails to perform his/her duties and responsibilities, such meeting shall be convened and presided over by the Vice Chairman of the Board. If the Vice Chairman of the Board is unable to perform or fails to perform his/her duties and responsibilities, such meeting shall be convened and presided over by a director jointly elected by more than one half of directors.

Upon the election of new session of the Board at a general meeting, the meeting shall be presided over by the director with the most in favour votes at the general meeting (in case that more than one directors with the most votes, then one of them shall be elected as the chairman of the meeting). The chairman of the current session of the Board shall be elected through election.

Article 23

Notice of meeting

(1) A notice of meeting shall be despatched to all directors and other attendees in advance before a Board meeting is held. Such notice shall generally set out:

1. the date and place of the meeting;

2. the duration of the meeting;

3. the reasons and topics for discussion;

4. the despatch date of the notice.

(2) Notices of Board meetings are given in accordance with the following requirements and manners:

1. notice of Board meetings can be delivered in person, fax, express mail, registered mail, email or paperless office system;

2. notices of regular Board meetings shall be given at least ten days in advance of the meeting; notice of extraordinary Board meetings shall be given three days in advance of the meeting;

3. notices shall be given in Chinese, with English versions attached if needed.

If a director has attended the meeting, and did not submit a notice that he/she has not received a notice of the Board meeting on or before the time of attendance, he/she shall be deemed to have been given notice of the Board meeting.

Article 24

Communication before the meeting

In respect of regular Board meetings, and so far as practicable in all other cases, an agenda and accompanying Board papers shall be sent in full to all directors in a timely manner and at least 3 days before the intended date of a Board or its Board committee meeting (or such other period as agreed). During the period from the despatch of a notice of a meeting to the time before the commencement of the meeting, the secretary to the Board shall be responsible for or arranging the communication and liaison with all directors in a timely manner to obtain the opinions or advices from the directors in respect of the relevant proposals. The opinions or advices collected shall be passed to the proposer in order to better revise his/her resolutions. The secretary to the Board shall also arrange the supplementary information necessary for making decisions on relevant proposals to directors in a timely manner, including the background information about the subject matters of the meeting, and other information conducive to the scientific, prompt and prudent decisions of the directors.

Management shall have the obligation to supply the Board and its Board committees with adequate information in a timely manner to enable it to make informed decisions. The information supplied must be complete and reliable. To discharge his/her duties properly, a director may not in all circumstances be able to rely purely on what is volunteered by the management and further enquiries may be required. Where any director requires additional information, other than those volunteered by the management, he/she shall make further enquiries where necessary. The Board and each director shall have separate and independent access to the Company's senior officers. Under normal circumstances, the secretary to the Board shall act as the communication channel between the management and the Board.

The secretary to the Board shall, under appropriate circumstances, arrange for seeking independent professional opinion in respect of the directors' performance of their obligations to the Company, and such expenses shall be borne by the Company. Such request shall be submitted to the secretary to the Board in writing. The secretary to the Board shall reasonably seek appropriate professionals for the provision of opinions on efficiency.

Independent directors may communicate with the secretary to the Board before the convening of Board meeting for making enquiries, requesting additional information and providing opinions and recommendation in respect of matters to be considered. The Board and relevant officers shall diligently study the enquiries, requests and opinions made by independent directors, and promptly report the implementation of resolution revision to the independent directors.

Article 25

Attendance of Meetings

The Board meeting may not proceed until and unless more than one half of the directors (including directors represented by proxy in accordance with the requirements) are present at the meeting.

Directors shall personally attend the meetings of the board of directors. In the event that a director is unable to attend a meeting for any reason, he/she may appoint another director by a written power of attorney to attend on his/her behalf. The power of attorney shall set out the name of the proxy, matters, the scope of the authorisation and validity period, and shall be signed and sealed by the appointer. The appointer shall solely assume legal responsibilities. An Independent Director shall not appoint a non-independent director to vote on his/her behalf.

If any Independent Director who fails to attend two consecutive Board meetings either in person or by appointing another independent director, the Board shall propose the convening of a general meeting to dismiss his/her position as independent director within 30 days from the date of occurrence of such event.

The director attending the meeting on behalf of another director shall exercise rights of director within the scope of the authorisation. If a director did not attend the Board meeting and without appointing another person to attend the meeting on his/her behalf, he/she shall be deemed as abstaining his/her voting rights at such meeting.

Article 26

Discussion of Proposals

The chairman of the meeting shall announce the commencement of the meeting at the prescribed time. Upon the due commencement of the meeting, the directors present shall agree on the agenda. Where more than one-fourth of directors or two Independent Directors hold the view that the information is not complete, without sufficient grounds or not being timely provided, they may propose jointly to postpone the Board meeting or the discussion of certain issues in such meeting, and such proposal shall be adopted by the Board. Unless such request is made directly at the Board meeting, the secretary to the Board shall timely notify directors and attendees upon the receipt of written request jointly made by such directors in respect of the postponement of the Board meeting or the discussion of certain issues in the Board meeting.

After agreeing on the agenda by the directors present, the meeting shall be presided by the chairman of the meeting and proceed to deliberate on matters on the agenda, while the proposers or such other persons appointed by the proposers shall first report to the Board on the relevant work or give explanation of such proposals.

During the consideration of the relevant proposals, proposals and reports at the Board meeting, with a view to a thorough understanding of the main points and the process, the persons in charge of the relevant departments may be requested to sit in such meetings to be heard or inquired about the relevant details for the purpose of reaching a proper resolution. In the event that any proposal being discussed is found with uncertainties or has problems regarding feasibility by more than one-fourth of directors or two Independent Directors during the consideration, the Board shall request the relevant department for an explanation, and the proposal shall be returned for re-submission and not voted upon for the time being.

Article 27

Voting of Proposals

All attending directors shall express their opinions of affirmation, dissention or abstention on the resolutions submitted for consideration by the Board.

Any director attending on behalf of another director as a proxy shall exercise the rights of the appointer within the scope of the authorization.

A director who is absent from a Board meeting without appointing a proxy shall be deemed to have abstained from voting in such meeting.

Unless otherwise provided by the laws, regulations and the Articles, all resolutions of the Board may be passed by more than one-half of all directors.

Resolutions of the Board meeting may be voted upon by a show of hands or by poll. Each director shall have one vote.

A director shall timely report to the Board in written on any board resolution (including the approval of any contract, transaction or arrangement) in which he/she or any of his/her associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) has an interest or is associated with the companies or individual involved in the resolution. The associated directors shall not cast their votes on such resolution, nor exercise voting rights on behalf of other directors. Such Board meeting shall proceed with more than one-half of the non-interested directors present, and resolutions of such meeting shall be passed by more than one-half of the non-interested directors. In the event that the number of non-interested directors present is less than three (3), then such matter shall be considered and approved by a general meeting.

Article 28

Responsibilities of the Directors on the Board Resolutions

Any written resolution of the Board formed not pursuant to required procedure has no legal force as a Board resolution even if each director has expressed his/her opinion on such resolution in different ways. Directors shall be accountable to the resolutions of the Board. Where severe damages are caused to the Company by Board resolutions in violation of laws and regulations, the Articles of Association or the resolutions of the general meeting, directors who voted for such resolutions shall assume direct liabilities (including liability for compensation); directors who have been proven that they raised objection in voting and voted against such resolutions as recorded in the meeting minutes can be exempted from liabilities; directors who abstained from voting or neither attended nor appointed another director to attend such meeting shall not be exempted from liabilities; directors who expressly raised objection in discussion but failed to expressly vote against such resolutions shall also not be exempted from liabilities; directors who failed to attend the meeting for no reason, with no other director appointed to attend the meeting on his/her behalf and no written opinion provided as to matters to be considered before such meeting, shall be deemed as raising no objection and shall also not be exempted from liabilities.

Article 29

Resolutions of Meetings

Resolutions shall be made generally in respect of the matters discussed in the Board meeting. A regular Board meeting does not include the practice of obtaining board consents through the circulation of written resolutions.

Where any substantial shareholder or director has a conflict of interests in a matter to be discussed which is deemed to be material by the Board, such matter shall not be handled in the form of circulation of documents or by the Board committees (except any ad hoc committee established in respect of such matter by a resolution passed at a Board meeting), and a physical Board meeting in person shall be held to discuss such matter. Independent Directors who, together with their associates, have no material interest in such transactions shall attend the relevant Board meetings.

Opinions given by Independent Directors shall be expressly recorded in the board resolutions.

Article 30

Minutes of Meetings

The Board shall maintain minutes of resolutions passed at Board meetings. The minutes shall be signed by all the directors present at the meeting. The directors shall assume liability for any Board resolutions. In the event that a Board resolution violates laws and regulations, the Articles of Association or resolutions of the general meeting resulting in the Company suffering serious loss, the directors who voted in favor of such a resolution shall compensate the Company for such loss. Notwithstanding the foregoing provision, in the event that it can be proven that a director has expressly objected to such resolution in voting, and that such objection was recorded in the minutes of the meeting, such director shall be duly released from such liability.

The minutes of the Board meeting shall be true, accurate and complete, and contain:

(1) date and place of, and names of the convener of the meeting;

(2) names of directors attending the meeting and such directors attending the meeting as proxy of others;

(3) agenda of the meeting;

(4) main points of the speeches of the directors;

(5) voting method and result for each resolution (the numbers of votes for, against and abstained shall all be clearly indicated).

CHAPTER 6 INFORMATION DISCLOSURE OF THE BOARD MEETING

Article 31

The Board of the Company shall strictly comply with the relevant provisions of information disclosure as set out by the regulatory authorities and the stock exchanges of the places where the Company's shares are listed. Matters or resolutions discussed in the Board meeting shall be disclosed fully and accurately in a timely manner. Information involving material matters must be reported to the relevant stock exchanges and disclosed in accordance with the relevant regulatory rules, and filed with the relevant regulatory authorities (if needed) as soon as possible on the principle of fair information disclosure of information.

Article 32

Persons who have knowledge of the confidential contents of the Board meeting shall keep such information in confidence. Any person who violates this provision shall be held responsible.

Article 33

If an independent director casts a vote against or abstain on a Board resolution, he/she shall explain specific reasons and grounds, the legality and compliance of matters involved in the resolution, potential risks and impacts on the listed company and minority shareholders. When disclosing Board resolution, the listed company shall simultaneously disclose the disagreement of independent directors, and specific such disagreement in the Board resolution and minutes.

CHAPTER 7 DOCUMENTATION OF THE BOARD MEETING

Article 34

Documents and audio and visual information including powers of attorney, minutes and summary of meetings and Board resolutions shall be organised and compiled by the secretary to the Board for filing as records of the Company for ten (10) years. After reasonable notice has been made by any directors at any time, the Board shall provide relevant minutes for inspection by directors within reasonable timeframe.

CHAPTER 8 EXECUTION AND FEEDBACKS OF BOARD RESOLUTION

Article 35

Subsequent to any resolution by the Board, matters falling within the terms of reference of the chief executive officer or matters delegated to the chief executive officer by the Board shall be organized and thoroughly implemented by the chief executive officer. The progress of execution shall be regularly reported to the Board in writing.

Article 36

The chairman of the Board or another director appointed by him/her shall have the right to check and supervise the execution of resolutions of the meetings.

Article 37

In each Board meeting, the chief executive officer shall report in writing to the meeting on the execution of matters resolved to be implemented at the previous Board meeting.

Article 38

Under the guidance of the Board and the chairman of the Board, the secretary to the Board shall take the initiative to keep himself/herself informed of the progress of the execution of the board resolutions, and shall also submit reports and suggestions concerning important matters of implementation to the Board and chairman of the Board regularly (monthly) and in a timely manner.

CHAPTER 9 SUPPLEMENTARY PROVISIONS

Article 39

All figures herein referred to as "not less than" shall be inclusive of the figure, whereas "more than" shall be exclusive of the figure.

Article 40

The formulation of and any amendment to the Rules shall be considered and approved by the Board of the Company and take effect upon passing by the general meeting.

Article 41

Should there be any matter not covered herein or in the event that the Rules are in conflict with the provisions of the laws and regulations, regulatory rules of places where shares of the Company are listed promulgated from time to time and the Articles of Association, the latter shall prevail.

Article 42

The Rules shall be subject to the interpretation of the Board.