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Zijin Mining Group Co., Ltd.*

紫金礦業集團股份有限公司

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

(Stock code: 2899)

Overseas Regulatory Announcement

This announcement was published on the website of Shanghai Stock Exchange of the People's Republic of China by Zijin Mining Group Co., Ltd.* (the "Company").

The announcement is written in both Chinese and English. In the case of any discrepancies, the Chinese version shall prevail over its English version.

As at the date of this announcement, the Board of Directors of the Company comprises Messrs. Chen Jinghe (Chairman), Zou Laichang, Lin Hongfu, Ms. Lin Hongying, Messrs. Xie Xionghui and Wu Jianhui as executive directors, Mister Li Jian as non-executive director, and Messrs. He Fulong, Mao Jingwen, Li Changqing, Suen Man Tak, Bo Shao Chuan and Ms. Wu Xiaomin as independent non-executive directors.

By Order of the Board of Directors
Zijin Mining Group Co., Ltd.*
Chen Jinghe
Chairman

8 December 2023, Fujian, the PRC

**The Company's English name is for identification purpose only*

Zijin Mining Group Co., Ltd.*
Rules on Work for Independent Directors

Chapter One General Rules

Article 1 For the purposes of standardising the acts of Zijin Mining Group Co., Ltd.* (hereinafter referred to as the “Company”), fully leveraging the corporate governance function of the independent directors and promoting the discharge of responsibilities during the work of independent directors of listed company, this Rules has been formulated in accordance with the “Company Law of the People’s Republic of China” (the “Company Law”), the “Securities Law of the People’s Republic of China” (the “Securities Law”), the “**Measures for the Management of Independent Directors of Listed Companies**” issued by the China Securities Regulatory Commission (the “CSRC”), the “Guideline for the Exercise of Duties of Independent Directors of Listed Companies” issued by the China Association for Public Companies, the “Rules Governing the Listing of Stocks on Shanghai Stock Exchange”, the “Rules Governing the Listing of Securities on the Hong Kong Stock Exchange Limited” and the articles of association of the Company (the “Articles of Association”).

Article 2 Independent directors are directors who neither undertake other posts in the Company other than directorship nor have any **direct or indirect interests** with the Company, its substantial shareholders **and actual controllers**, and relations that may hinder their independent and objective judgment.

Independent directors shall possess the independence as required by the securities regulatory authorities and stock exchanges of the places where the Company’s securities are listed. The independent directors shall discharge their duties independently and are independent of the Company, any substantial shareholder or any effective controller of the Company or any entity or person who has interest in the Company or any of its substantial shareholder or any effective controller.

Article 3 The independent directors shall have fiduciary and diligent duties to the Company and all the shareholders.

The independent directors shall faithfully discharge their duties, **participate in decision-making, provide supervision, checks and balances and offer professional advice to the board of directors**, protect the interests of the Company and the lawful interests of the minority shareholders in accordance with the relevant laws, regulations, standard documents and the Articles of Association.

Article 4 An independent director appointed by the Company may in principle concurrently act as an independent director of **three** listed companies **in the PRC** at most, and shall ensure sufficient time and energy to be devoted to efficiently discharging his duties as independent director.

Article 5 The Company shall establish a board of directors consisting of 13 directors, including 6 independent directors and at least one of them shall be an accounting professional.

The accounting professional referred to in the preceding paragraph shall mean a person who has rich accounting knowledge and experience, holds senior title or is qualified as a registered accountant.

Article 6 The Company shall have a convener of independent directors, who is selected by negotiation among the independent directors. The convener of independent directors is responsible for coordinating the independent directors to hold the relevant meetings and conduct research activities, reviewing the relevant materials, and communicating and coordinating with the non-independent directors and senior management of the Company on behalf of the independent directors when necessary.

Article 7 Independent directors, as equal board members as other directors, shall give the board of directors and any specialised committees under the board of directors on which they serve the benefit of their skills, expertise and varied backgrounds and qualifications through regular attendance and active participation. They shall also make a positive contribution to the development of the Company's strategy and policies through independent, constructive and informed comments. At the same time, independent directors shall also attend shareholders' general meetings to gain and develop a balanced understanding of the views of shareholders.

Article 8 Independent directors shall have the right to participate in the audit and internal control committee, the strategic and sustainable development (ESG) committee and the nomination and remuneration committee which are established under the board of directors. Among which, the audit and internal control committee shall be composed entirely of independent directors and non-executive director, and an independent director shall serve as a convener. The majority of the nomination and remuneration committee shall be independent directors and an independent director shall serve as a convener.

Chapter Two Eligibility of an Independent Director

Article 9 Any person acting as an independent director shall have the qualifications that are suitable for discharging of his duties and powers:

- (I) he should be qualified as a director of a listed company under the laws, administrative regulations and other relevant provisions;
- (II) he shall have the independence under the **Measures for the Management of Independent Directors of Listed Companies**;
- (III) he shall have basic knowledge of the operation of a listed company, be familiar with the relevant laws, administrative rules, regulations and rules;
- (IV) he shall have 5 years or more legal or financial experience or other experience necessary to discharge his duties as an independent director;
- (V) **he shall have good personal character and no major adverse records of dishonesty or misconduct, etc.; and**
- (VI) he shall meet other requirements stipulated in the laws and regulations, the Articles of Association and **stock exchanges**.

Article 10 Candidates for independent directors shall not have any of the following adverse records:

- (I) **being imposed any administrative penalties by the CSRC or criminal penalties from judicial authorities due to violations of securities and futures laws in the recent 36 months;**
- (II) **being investigated by the CSRC or judicial authorities for alleged violations of**

securities and futures laws and no definitive conclusions or opinions have been reached;

(III) during the period in which a stock exchange has announced that he/she is unsuitable to serve as a director of a listed company;

(IV) having received a public censure from or public statement of criticism have been circulated by any stock exchanges for more than **three** times in the recent thirty-six months;

(V) within twelve months from the time the board of directors proposes to convene a general meeting to remove his directorship due to his failure to attend two consecutive board of directors meetings in person and delegate other independent directors to attend on his behalf during his previous tenure as an independent director;

(VI) provided any independent opinions which are obviously contradictory to the fact during the period serving as an independent director; or

(VII) other circumstances recognized by the CSRC, the Shanghai Stock Exchange and the Hong Kong Stock Exchange.

Article 11

Independent directors shall maintain independence. The following persons shall not be appointed as independent directors:

(I) employees of the Company or its subsidiaries, their immediate family members and major social associates; natural person shareholders who directly or indirectly hold more than 1% of the issued shares of the Company or who rank in the top ten shareholders of the Company, as well as their immediate family members;

(II) employees of those shareholders who directly or indirectly hold more than 5% of the issued shares of the Company or who rank in the top five shareholders of the Company, as well as their immediate family members;

(III) employees of the subsidiaries of the Company's controlling shareholders or actual controllers, as well as their immediate family members;

(IV) personnel who have significant business relations with the Company, its controlling shareholders, actual controllers or their respective subsidiaries or personnel serving in units with significant business relations and their controlling shareholders or actual controllers;

(V) personnel who provide financial, legal, consulting, underwriting and other services to the Company, its controlling shareholders, actual controllers or their respective subsidiaries, including but not limited to all members of project teams, personnel involved in reviewing at various levels, signatories on reports, partners, directors, senior management and key responsible individuals of the intermediary institutions which provide services;

(VI) persons who fall within the above five categories in the preceding year; or

(VII) **other individuals who do not meet the independence requirements as specified by laws, administrative regulations, regulations of the CSRC, business rules of securities exchanges and provisions of the Articles of Association.**

Immediate family members in the preceding clauses refer to spouse, parents, children and so on; major social associates refer to siblings, spouses of siblings, father and mother of spouse, siblings of spouse, spouses of sons and daughters, father and mother of spouses of sons and daughters and so on.

Subsidiaries of the controlling shareholders or the actual controllers of the Company do not include enterprises that are controlled by the same state-owned asset management institution as the Company but do not have any connected relationships with the Company in accordance with the relevant regulations.

Independent directors shall conduct a self-assessment of their independence every year and submit the self-assessment results to the board of directors. The board of directors shall conduct an annual assessment of the independence of the current independent directors and provide specific opinions, which shall be disclosed simultaneously with the annual report.

Chapter Three Nomination, Election and Change of Independent Directors

Article 12 The board, the supervisory committee and shareholders individually or jointly holding more than 1% of the issued shares of the Company may nominate independent directors for election at a general meeting.

Investor protection institutions established in accordance with the laws can publicly request shareholders to entrust them with the right to nominate independent directors.

The nominators specified in the first paragraph shall not nominate individuals who have any conflicts of interest with them or individuals who may have other close relationships that could potentially affect the independent discharge of duties as independent director candidates.

Article 13 The nominator shall, before his nomination, seek the consent of the nominee.

Article 14 Person nominating a candidate for independent director shall fully understand the occupation, academic qualification, title, detailed working experience including all part-time jobs of the candidate, any major adverse records of dishonesty or misconduct, and give opinion on his/her qualification of independence and other conditions for acting as an independent director. The candidate for independent directorship shall make an open announcement as to his/her qualification of independence and other conditions for acting as an independent director.

The nomination and remuneration committee of the board of directors of the Company shall conduct a review of the nominee's qualifications and form a clear review opinion.

The board of directors shall disclose the above in accordance with the requirements before a shareholders' general meeting for the election of independent directors.

The Company shall submit the materials relating to the candidates for independent directors to the stock exchanges which the Company's stocks are listed on. If the board of directors of the Company disagrees with relevant circumstances of the candidates, a written opinion from the board of directors shall be submitted at the same time.

If any stock exchanges which the Company's stocks are listed on have any disagreements with a candidate for independent director, such person can be a candidate for director, but cannot be a candidate for independent director. When convening a shareholders' general meeting for election of independent directors, the Company shall explain whether any stock exchanges which the Company's stocks are listed on have any disagreements with the candidates for independent directors.

If two or more independent directors are going to be elected at a general meeting of the Company, cumulative voting shall be adopted. The voting results of minority shareholders shall be individually counted and disclosed.

Article 15 The term of office for independent directors is the same as other directors, and the term is renewable upon re-election when it expires, but the renewed term may not be more than six years. **If an independent director has served the Company continuously for six years, he shall not be nominated as a candidate for an independent director of the Company within 36 months from the occurrence of such fact.**

Article 16 If an independent director fails to attend **two** consecutive board of directors meetings in person **and does not delegate another independent director to attend on his behalf, the board of directors shall propose to convene a general meeting to remove his independent directorship within thirty days from the occurrence of such fact.**

Unless in the above circumstances and in circumstances as specified by the Company Law where a person is prohibited from acting as an independent director, no independent director may be removed before his term of office expires without cause. In case of early removal, the Company shall timely disclose the specific reasons and grounds. If the removed independent director disagrees with the decision, the Company shall timely disclose.

Article 17 An independent director may resign before his term of office expires. In resigning his duties, an independent director shall tender a resignation to the board of directors in writing and specify any matter which is related to his resignation or which he considers necessary to bring to the attention of the Company's shareholders and creditors. The Company should disclose the reasons for the resignation of an independent director and the relevant matters of concern.

If the resignation of an independent director results in the number or proportion of independent directors in the board of directors **or its specialised committees** to fall below the minimum requirements of the **Measures for the Management of Independent Directors of Listed Companies** **or there will be a lack of accounting professional among the independent directors, the independent director who proposes to resign shall continue to discharge his duties until the appointment date of a new independent director. The Company shall complete the byelection process within sixty days from the date on which the independent director submits his resignation.**

Article 18 **Independent directors who fail to meet the stipulations in paragraphs 1 or 2 of Article 9**

of the Rules shall immediately cease to discharge their duties and resign from their positions. If they fail to submit their resignation, the board of directors shall immediately remove the independent directors from their positions in accordance with the regulations after it becomes aware or shall have become aware of such fact.

If the resignation or removal from position of an independent director due to circumstances specified in the preceding paragraphs will result in the number or the proportion of independent directors in the board of directors or its specialised committees failing to meet the requirements of the Measures for the Management of Independent Directors of Listed Companies or the Articles of Association, or there is a lack of accounting professional among the independent directors, the Company shall complete the byelection process within sixty days from the date on which the abovementioned events occur.

Chapter Four Functions and Powers of Independent Directors

Article 19 Independent directors shall discharge the following duties:

- (I) participating in the decision-making of the board of directors and express explicit opinions on the matters considered;
- (II) supervising potential material conflicts of interest between the Company and its controlling shareholders, actual controllers, directors and senior management, promoting the decision-making of the board of directors to meet the overall interests of the listed company and protecting the lawful rights and interests of minority shareholders;
- (III) providing professional and objective advice on the operation and development of the Company and promoting the improvement of the decision-making level of the board of directors; and
- (IV) discharging other duties stipulated in the laws, administrative regulations, rules of the CSRC and the Articles of Association.

Article 20 To fully make use of his role, an independent director shall have the following special functions and powers in addition to those conferred by the Company Law, the Securities Law, other relevant laws, regulations, standard documents and the Articles of Association:

- (I) to propose to the board of directors to convene an extraordinary general meeting;
- (II) to propose the calling of a board meeting;
- (III) to engage intermediaries to independently carry out audit, consultation or verification on specific matters of the Company;
- (IV) to solicit voting rights publicly from shareholders pursuant to the laws;
- (V) to express independent opinions on matters that may prejudice the interests of the Company or minority shareholders; and

(VI) discharging other duties stipulated in the laws, administrative regulations, rules of the CSRC and the Articles of Association.

The independent directors shall seek the consent of more than half of the independent directors in exercising their functions and powers under sections (I), (II) and (III) of the preceding paragraph.

If the independent directors exercise the duties stipulated in paragraph 1, the Company shall disclose such matter in a timely manner. If the abovementioned duties cannot be discharged in a normal manner, the Company shall disclose the specific circumstances and reasons.

Article 21 **The following matters shall be submitted to the board of directors for consideration after the consent of a majority of all the independent directors of the Company is obtained:**

- (I) connected transactions that shall be disclosed;**
- (II) proposals for modifying or waiving the undertakings between the Company and the connected parties;**
- (III) decisions made and measures taken regarding the acquisition by the board of directors of a listed company being acquired; and**
- (IV) other matters stipulated in the laws, administrative regulations, rules of the CSRC and the Articles of Association.**

Article 22 Independent directors shall give their opinion in relation to the relevant matters in the following manner: consent; reservation of their opinion and the reasons thereof; objection to the proposal and the reasons thereof; inability to provide opinion and the obstacles thereof.

Article 23 If the relevant matters require disclosure, the Company shall disclose the opinion provided by the independent directors according to law.

Where the independent directors are unable to reach unanimous consent to their opinion, the board of directors shall disclose the opinion from each independent director separately.

Article 24 **The Company shall regularly or occasionally hold meetings which are attended by the independent directors only (the “Special Meetings of Independent Directors”). The matters set forth in paragraphs (I) to (III) of Article 20 and Article 21 of the Rules shall be considered at the Special Meetings of Independent Directors.**

The Special Meetings of Independent Directors can study and discuss other matters of the Company if necessary.

Minutes of the Special Meeting of Independent Directors shall be prepared pursuant to the regulations. The opinions of the independent directors shall be recorded in the minutes, and the minutes shall be confirmed.

The Special Meetings of Independent Directors shall be convened and presided over by the convener of independent directors. If the convener of independent directors fails to

or is unable to discharge his duties, two or more independent directors can convene a meeting by themselves and elect a representative to preside over the meeting.

The Company shall provide convenience and support for the convention of the Special Meetings of Independent Directors.

Article 25 **Prior to the convention of a board of directors meeting, independent directors may communicate with the secretary to the board of directors and inquire about the matters to be considered, request for supplementary materials and provide opinions and suggestions. The board of directors and the relevant personnel shall carefully study the questions, requests and opinions raised by independent directors and provide timely feedback on the implementation of amendments to the proposals, etc.**

Article 26 **Independent directors shall attend the board of directors meetings in person. If the independent directors are unable to attend a meeting in person for any reasons, they shall review the meeting materials in advance, form a clear opinion, and delegate other independent directors in writing to attend the meeting on their behalf.**

Article 27 **Independent directors shall continuously monitor the implementation of board of directors resolutions concerning matters stipulated in the Measures for the Management of Independent Directors of Listed Companies. If there are any violations of the laws, administrative regulations, rules of the CSRC, business rules of the stock exchanges and provisions of the Articles of Association, or there are any violations of the resolutions of the general meetings and the board of directors, they shall report to the board of directors in a timely manner, and may request the Company to provide a written explanation. If there are any disclosable matters, the Company shall make disclosure in a timely manner.**

Chapter Five Necessary Conditions Provided to Independent Directors by the Company

Article 28 In addition to participation in the shareholders' general meetings, board of directors meetings and meetings of specialised committees of the Company, the independent directors of the Company shall investigate the Company's production and operation, the establishment and execution of internal control and management, as well as ESG performance and implementation of resolutions according to the Company's actual circumstances on an annual basis, conduct work discussions with the Company's management, participate in on-site investigations on the Company's major investments, production, project construction, etc.

An independent director of the Company **shall** work for the Company on-site for not less than **15** working days every year.

Article 29 To ensure the efficient exercise by the independent directors of their functions and powers, the Company shall provide them with necessary conditions. The chairman of the board of directors shall at least annually hold meetings with the independent directors without the presence of other directors. Management of the Company, in particular the secretary to the board of directors, shall communicate with the independent directors in a timely and adequate manner to ensure that the work of the independent directors is carried out smoothly.

Article 30 The Company shall ensure that the independent directors enjoy the same right to the information as the other directors. The Company shall provide the independent directors with the relevant materials and information in a timely manner, report to them the operation of the Company on a regular basis and organize on-site inspections for them if necessary.

The Company shall give the independent directors prior notice as required by the law and provide sufficient information in relation to any matter to be decided by the board

of directors. Any independent director who considers the information provided insufficient may request for additional information.

If two or more independent directors consider the information provided insufficient or reasons given not well supported, they may jointly propose to the board of directors in writing to adjourn the meeting of the board of directors or the consideration of such matters. The board of directors shall adopt such proposals.

Article 31 The Company shall provide the independent directors with the working conditions necessary for the discharge of their duties:

- (I) the secretary to the board of directors of the Company shall actively coordinate with the independent directors in discharging their duties, and provide assistance for their discharge thereof, such as giving introduction and provision of information;
- (II) if there are any independent opinions, motions and written statements of the independent directors that need to be announced, the secretary to the board of directors shall responsively complete the procedures with the stock exchange for an announcement to be issued;
- (III) providing the independent directors with the newspapers and periodicals for information disclosure in which the Company publishes public information or providing the corresponding electronic materials;
- (IV) be cooperative when the independent directors conduct investigations relating to the discharge of their duties;
- (V) providing the independent directors with meeting venues and other assistance when the independent directors consider that it is necessary to convene a meeting that shall be attended by the independent directors only;
- (VI) actively cooperating with the independent directors in accessing relevant information, and providing the independent directors with necessary supports and assistance in discharging their duties by arranging site visits, organising reports from intermediaries, etc.; and
- (VII) other facilitations and cooperation that shall be provided by the Company when the independent directors discharge their duties.

Article 32 Relevant persons of the Company shall actively coordinate with the independent directors in discharging their duties, shall neither refuse, hinder or conceal, nor interfere with the independent directors in discharging their duties.

Article 33 All fees such as travel and communication expenses incurred from the engagement of an intermediary or the exercise of their functions and power by independent directors shall be borne by the Company.

Article 34 The Company shall provide the independent directors with appropriate allowance. The standard of allowance shall be on par with the Company's production, operation and operating results, size and scale, industry status, the responsibilities and obligations of independent directors, etc. The board of directors shall formulate a proposal for

independent directors' allowance, which shall be subject to consideration and approval at a shareholders' general meeting, and make disclosure thereof in the annual report.

Other than the above-mentioned allowances, the independent directors shall not receive any other additional and undisclosed benefits from the Company, its substantial shareholders or any institution and persons in which they are interested.

Article 35 The Company shall establish a necessary system of indemnity insurance for independent directors. Upon the approval obtained at the shareholders' general meeting, the Company shall arrange appropriate insurance cover in respect of potential risks against the independent directors when they discharge their duties in normal manners. The Company shall also review and make necessary updates on the scope of insurance coverage every year. The coverage of the indemnity insurance is stipulated with a contract, except for the liabilities of independent directors caused by violation of laws and regulations and the Articles of Association.

Chapter Six Rights and Obligations of Independent Directors

Article 36 When independent directors are aware of any of the following circumstances in the Company or relevant entities, they shall investigate and understand the situation proactively:

- (I) significant matters which are not submitted to the board of directors meeting or shareholders' general meeting for consideration as required;
- (II) the Company fails to discharge its information disclosure obligations in a timely or appropriate manner;
- (III) possible existence of false records, misleading statements or material omissions in the information released by the Company;
- (IV) possible violations of laws, regulations or the Articles of Association in the Company's production and operation; and
- (V) other circumstances which are suspected of violating the laws and regulations or prejudicing the rights and interests of public shareholders.

If the abovementioned circumstances are confirmed to exist, the independent directors shall immediately urge the Company or relevant entities to rectify.

Article 37 When independent directors encounter any obstacles when they exercise their powers conferred by laws and regulations, they may explain the situation to the Company's board of directors and request the directors, senior management of the Company or other relevant personnel to cooperate. The specific circumstances of the obstacles and the resolution status shall be recorded in the work records.

When the following circumstances occur in the Company and seriously hinder independent directors from discharging their duties and exercising their powers, independent directors shall report such matters to the CSRC and relevant stock exchanges:

- (I) being dismissed by the Company for reasons which the dismissed independent director considers inappropriate;

- (II) an independent director resigns due to circumstances that prevent him/her from discharging his/her duties in accordance with the laws;
- (III) the materials for a board of directors meeting are insufficient, and the written request to postpone the board of directors meeting or consideration of the relevant matters from two or more independent directors is not adopted;
- (IV) the board of directors fails to take effective measures upon receiving a report on the Company's suspected violations of laws and regulations;
- (V) the discharge of duties by independent directors involves matters requiring disclosure of information, and the Company fails to timely handle the disclosure matters; and
- (VI) other circumstances that seriously hinder independent directors from discharging their duties.

Article 38 Independent directors shall submit a work report to the Company's annual general meeting. The work report shall include the following contents:

- (I) attendance at board of directors meetings and shareholders' general meetings in the previous year, including reasons of and the number of times for not attending such meetings in person;
- (II) the situations of expressing opinions and participating in voting at the board of directors meetings, including the situations and reasons for abstention from voting or voting against the proposals;
- (III) the situations of participation in the meetings of specialised committees of the board of directors and the Special Meetings of Independent Directors;**
- (IV) the exercise of special powers by independent directors as stipulated in the Measures for the Management of Independent Directors of Listed Companies;**
- (V) significant matters, methods and results of communication with the internal audit institution and the accounting firm responsible for audit services of the Company regarding the financial and business conditions of the Company;**
- (VI) communication and interaction with minority shareholders;**
- (VII) time and contents of the on-site work of the Company;**
- (VIII) investigations on the Company's production and operation, system development, implementation of board of directors resolutions, etc., discussions with the Company's management, and on-site investigations on the Company's major investments, production and project construction;
- (IX) work performed to protect the legitimate rights and interests of public shareholders;

- (X) participation in trainings;
- (XI) other work performed as independent directors in accordance with the relevant laws, administrative regulations, departmental rules, regulatory documents, self-regulatory rules and the Articles of Association; and
- (XII) self-examination conclusions on whether the independence requirements are still met and whether there are any changes in the declarations and undertakings of the candidates of directors.

The annual work report of independent directors shall be disclosed no later than the time the Company issues a notice of annual general meeting.

Article 39 Independent directors shall record the situation of discharge of duties in writing in the “Work Records of Independent Directors”, **the information obtained during the discharge of duties, relevant meeting records and communication records with the personnel of the Company and intermediary institutions shall form part the work records**, which shall be signed and confirmed by themselves and submitted to the Company for archive together with the materials of the annual general meeting.

Article 40 The Work Records of Independent Directors and any data and information provided to the independent directors by the Company shall be kept for at least **10** years.

Article 41 **Independent directors shall continuously enhance their understanding of securities laws, regulations and rules, and improve their capabilities to discharge duties.**

Chapter Seven Rules of Works in Annual Report

Article 42 During the formulation and disclosure of the annual report of the Company, the independent directors shall perform the duties and obligations as an independent director in a diligent and faithful manner.

Article 43 After the end of each financial year, the management of the Company shall completely report the Company’s previous year’s operation and the progress of the major issues to the independent directors. Meanwhile, the Company should arrange the independent directors for on-site inspections with respect to the relevant matters. The above matters shall be recorded in writing and all necessary documents shall be signed by all persons involved.

Article 44 The person in charge of the financial matters of the Company should submit the arrangement of auditing work of that year and other relevant information to each independent director prior to the commencement of the on-site annual audit by the registered accountants.

Article 45 The Company should, after the preliminary auditing opinion is issued by the annual registered accountant and before the board meeting reviewing the audited annual report is held, arrange at least one meeting between the independent directors and registered accountants of the annual audit to communicate the problems discovered in the course of auditing. The independent directors should perform the duties of attending such meetings. The minutes of such meetings should be recorded and signed by the persons involved.

- Article 46 The independent directors shall pay close attention to the situation of maintaining the information in secret during the course of annual report compilation. The independent directors shall prevent the leakage of insider's information and occurring of insider's trading and other illegal activities.
- Article 47 The independent directors shall issue an independent report to express their views on material matters such as connected transactions of the Company during the reporting year in the annual report.
- Article 48 The secretary of board of directors of the Company shall be responsible to co-ordinate the communications between the independent directors and the Company's management, and actively create all necessary conditions for the discharge of independent directors' duties in the compilation of the annual report.
- Article 49 After the completion of the annual audit work, the independent directors of the Company shall convene a meeting with the auditor for such year, without the presence of management, to understand in detail the auditor's risk warnings and recommendations on management to the Company and submit a management recommendation letter to the Company.

Chapter Eight Supplementary Provisions

- Article 50 The Company shall execute any matter not stipulated in this Rules in accordance with the relevant laws, regulations, standard documents and the Articles of Association.
- Article 51 The phrases "more than" and "less than" as mentioned in this Rules are inclusive while "exceeding" and "higher than" are exclusive.
- Article 52 This Rules and any amendments thereto shall come into effect as from the date of adoption at a general meeting.
- Article 53 This Rules shall be subject to the interpretation of the board of directors of the Company.

** The English name of the Company is for identification purpose only*

Should there be any discrepancy, the Chinese version shall prevail.