

Yantai North Andre Juice Co., Ltd.

Rules of Procedure of the Board of Directors

Chapter 1 General Provisions

Article 1 In accordance with the *Company Law of the People's Republic of China* (hereinafter referred to as the "*Company Law*"), the *Securities Law of the People's Republic of China* (hereinafter referred to as the "*Securities Law*"), the *Code of Corporate Governance for Listed Companies*, Listing Rules of the listing place, and the *Articles of Association of Yantai North Andre Juice Co., Ltd.* (hereinafter referred to as the "*Articles of Association*"), the Rules is formulated in order to further regulate the method of conducting business and decision-making procedure of the Board of Directors of Yantai North Andre Juice Co., Ltd. (hereinafter referred to as the "*Company*"), promote the directors and the Board of Directors to efficiently perform their duties, and improve standardized operation and scientific decision-making level of the Board of Directors.

Article 2 The Board of Directors is the company's operation, decision-making and business leading agency as well as the executive agency of the resolutions made by the Shareholders' Meeting. The Board of Directors shall be liable to the Shareholders' Meeting, and exercise the functions and powers granted by the laws, the regulations, the Articles of Association and the Shareholders' Meeting.

Article 3 The Board of Directors shall represent the Company externally, and the chairman of the board is the legal representative of the Company.

Article 4 The Board of Directors shall install the office under the Board of Directors dealing with daily affairs of the Board of Directors.

The secretary of the Board of Directors or the representative of securities affairs shall serve concurrently as the leader of the office under the Board of Directors, who shall preserve the seals of the Board of Directors and the office under the Board of Directors.

Article 5 The authority of the Board of Directors shall include:

In case of the Company's asset purchase or sales, external investment (including entrusted financing, entrusted loans, investment to the subsidiaries, joint ventures and the associated enterprises, investment on trading financial assets, available-for-sale financial assets, held-to-maturity investment), provision of financial assistance, lease-in or lease-out asset, bank loan, conclusion of management contracts (including commissioned operation, entrusted operation), grant of asset or receipt of donated asset, reorganization of creditor's rights or debts, transfer of research & development projects, conclusion of license agreement, etc. does reach any of the following standards, it is subject to the examination and approval of the Shareholders' Meeting, except for guarantees provided by the Company, donated cash assets received by the Company and debts that purely reduce the obligations of the Company or exempt it therefrom:

- (1) The total sum of assets (if book value and assessed value exist at the same time, the higher shall prevail) involved in transaction accounts for over 10% of the latest total assets through audit of the Company;
- (2) Income from related principal business of the object of transaction (such as equity) in the latest accounting year accounts for over 10% of that of the Company through audit in the same period, and the absolute amount exceeds RMB 10 Million Yuan;

(3) Related net profit of the object of transaction (such as equity) in the latest accounting year accounts for over 10% of that of the Company through audit in the same period, and the absolute amount exceeds RMB 1 Million Yuan;

(4) The turnover of transaction (including the debt and cost bore by the Company) accounts for over 10% of the net asset of the Company through audit in the latest period, and the absolute amount exceeds RMB 10 Million Yuan; and

(5) The profit arising from the transaction accounts for over 10% of the net profit of the Company through audit in the latest accounting year, and the absolute amount exceeds RMB 1 Million Yuan.

If the value of any above index is a negative value, the absolute value shall be taken in calculation. When the transaction on asset purchase or sales is incurred to the Company, no matter if the object of the transaction is related, in case the total amount of the involved asset or turnover exceeds 30% of the latest audited total assets accumulatively within successive twelve months, it shall be submitted to the Shareholders' Meeting for deliberation, and approved by more than two-thirds of the voting rights held by shareholders present.

A connected transaction with a transaction amount of over RMB 300,000 Yuan between the Company and a connected natural person (except the guarantee provided by the Company), or a connected transaction with a transaction amount of over RMB 3 Million Yuan between the Company and a connected legal person, and accounting for over 0.5% of the absolute value of the latest audited net asset of the Company (except the guarantee provided by the Company), shall be submitted to the Board of Directors for deliberation. A connected transaction with the total amount of transaction (except for guarantees provided by the Company, donated cash assets received by the Company and debts that purely reduce the obligations of the Company or exempt it therefrom) over RMB 30 Million Yuan and accounting for over 5% of the absolute value of the latest audited net asset of the Company, shall be discussed and resolved by the Board of Directors, and be submitted to the Shareholders' Meeting of the Company for approval.

Chapter 2 Chairman of the Board

Article 6 The Board of Directors shall install one chairman of the board, and may install 1 to 2 deputy chairman of the board according to actual needs. The chairman of the board and the deputy chairman of the board shall be elected by over half of the total members of the Board of Directors.

Article 7 The chairman of the board shall exercise the following functions and powers:

- (1) Preside over Shareholders' Meeting and convene and preside over meeting of the Board of Directors;
- (2) Supervise and inspect the execution of resolutions of the Board of Directors;
- (3) Sign the securities issued by the Company; and
- (4) Other authorities assigned by the Board of Directors.

In case the chairman of the board exercises the right mentioned in the above paragraph (4), but fails to perform the obligations on loyalty and due diligence as the director, the Board of Directors reserves the right to hold the meeting and examine to withdraw the authority.

Article 8 In case the chairman of the board cannot or fails to perform his duties, the deputy chairman of the board can be appointed by the chairman of the board to perform his duties on behalf; in case the deputy chairman of the board cannot or fails to perform his duties, one director may be elected jointly by over half directors to perform his duties.

Chapter 3 Convening and Notification Procedures of the Meeting of the Board of

Directors

Article 9 The Board of Directors shall hold at least four meetings annually, convened by the chairman of the board and notified to all directors fourteen days prior to the convening of the meeting. The interim meeting of the Board of Directors shall be notified to all directors within five days. In case the interim meeting of the Board of Directors is required to be held as soon as possible under emergency, it shall be notified to all directors within reasonable time. The independent directors may report situations to the Shareholders' Meeting, CSRC and other relevant departments directly.

Article 10 Proposals at Regular Meetings

Prior to sending the notice on regular meeting of the Board of Directors, the secretary of the Board of Directors shall fully seek opinions from all directors, preliminarily forming the proposal to be submitted to the chairman of the board for drafting proposals.

Prior to drafting proposals, the chairman of the board shall seek opinions from the general manger and other senior management personnel, as the case might be.

Article 11 Interim Meetings

Interim meeting of the Board of Directors shall be convened in the event of any of the following circumstances:

- (1) When the shareholders representing over 1/10 voting right making proposal;
- (2) When over 1/3 directors making proposal jointly;
- (3) When the Board of Supervisors making proposal;
- (4) When deemed necessary by the chairman of the board;
- (5) When over 1/2 independent directors making proposal;
- (6) When the president making proposal;
- (7) When the security regulatory department requesting to hold the meeting; and
- (8) Other situations specified in the *Articles of Association*.

Article 12 Procedures on Proposal of Interim Meetings

In case the interim meeting of the Board of Directors is held pursuant to the proposal stipulated in the preceding paragraphs, the written proposal signed (sealed) by the proposer shall be submitted through the office under the Board of Directors or directly to the chairman of the board. The written proposal shall specify the following:

- (1) Proposers' names or titles;
- (2) Proposal reasons or objective causes on which the proposal is based;
- (3) Time or time limit, location and methods of the convening of the meeting proposed;
- (4) Explicit and specific proposals; and
- (5) Contact information of the proposer and proposed date, etc.

The content of the proposals shall belong to the matters within authority of the Board of Directors stipulated in the *Articles of Association*, and shall be submitted together with the data related to the proposal.

Upon receipt of the aforesaid written proposal and relevant data, the office under the Board of Directors shall present them to the chairman of the board at current day. In case the chairman of the board thinks the proposal contents are indefinite, specific or relevant data is insufficient, he may request the proposer to make revision or complement.

The chairman of the board shall, within 10 days after he receives the proposal, convene and preside over a meeting of the Board of Directors.

Article 13 Convening and Presiding of the Meeting

The meeting of the Board of Directors shall be convened and presided over by the chairman of the Board of Directors. If the chairman of the board is unable or does not perform his duties, the meeting may be convened and presided over by the deputy chairman of the board. If the deputy chairman of the board is unable or does not perform his duties, the meeting may be convened and presided over by a director jointly recommended by over half members of the directors.

Article 14 Meeting Notice

In case the regular and interim meetings of the Board of Directors are to be held, the office under the Board of Directors shall submit the written meeting notice with office seal affixed respectively 14 and 5 days before, via personal delivery, telephone, fax, express mail service, E-mail or other means to all directors and supervisors as well as the president and the secretary of the Board of Directors. In case the notice is not served directly, it shall conduct confirmation via telephone and make the corresponding records.

In case the interim meeting of the Board of Directors is required to be held as soon as possible under emergency, the meeting notice may be sent via telephone or other oral means at any time, but the convener should make statement at the meeting.

Article 15 Contents of the Meeting Notice

The written meeting notice shall at least include the following contents:

- (1) Time, place and time limit of the meeting;
- (2) The convening methods of the meeting;
- (3) Proposed matters (proposals);
- (4) The meeting convener and the chairman, the proposer of the interim meeting and its written proposal;
- (5) The meeting data required for the voting by the directors;
- (6) The requirement that the directors shall attend the meeting in person or by entrusting other directors;
- (7) Contact person and contact information; and
- (8) The date of sending the notice.

The oral meeting notice shall at least include the contents specified in the above paragraphs (1), (2) and the statement that the interim meeting of the Board of Directors shall be convened as soon as possible under emergency.

In case a director attends the meeting and does not raise the objection on failure in receipt of the meeting notice prior to the meeting arrival or at commencement of the meeting, it shall be deemed that the meeting notice has been served to the director.

Article 16 Change of the Meeting Notice

After sending the written meeting notice of regular meeting of the Board of Directors, in case it is required to change the meeting time, location and other matters or increase, change, cancel the proposal, the written change notice shall be sent three days prior to the original meeting date, stating situations and contents and data related to the new proposal. In case it is less than three days, the meeting date shall be extended accordingly or the meeting may be held on schedule only upon prior affirmation of all directors present at the meeting.

After sending the meeting notice of interim meeting of the Board of Directors, in case it is required to change the meeting time, location and other matters or increase, change, cancel the proposal, it shall obtain prior affirmation of all the directors present at the meeting and make the

corresponding records.

Article 17 Attendances in Person and Commissioned Attendance

The directors shall in principal attend the meeting of the Board of Directors in person. In case a director cannot attend the meeting for certain reasons, he shall read the meeting materials in advance, form explicit opinions and entrust other director to attend the meeting in the written form.

A power of attorney shall indicate the following contents:

- (1) Names of the consigner and the consignee;
- (2) Brief opinions on each proposal made by the consigner;
- (3) Authority scope of the consigner, his instructions to the voting opinions on the proposal and valid deadline; and
- (4) Signature of the consigner and the date, etc.

In case a director entrusts any other director to issue written confirmation opinions on a regular report, he shall give special authorization in the power of attorney.

The entrusted director shall submit a written power of attorney to the chairman at the meeting, and the commissioned attendance shall be stated on the attendance book.

The directors did not attend the meeting, nor entrust an agent to attend, deemed to abandon voting right at the meeting.

Article 18 Restrictions on Commissioned Attendance

The commissioning and commissioned attendance at the meeting of the Board of Directors shall follow the following principles:

- (1) When the connected transaction is examined, a non-connected director shall not delegate any connected director to attend the meeting, and the connected director shall not accept the delegation of any non-connected director;
- (2) An independent director cannot delegate any non-independent director to attend the meeting, and a non-independent director cannot accept the delegation of any independent director;
- (3) A director shall not fully delegate any other director to attend the meeting under the circumstance that he fails to explain his own opinions and the voting opinions on the proposals, and the relevant director also shall not accept the full delegation or delegation with unclear authority; and
- (4) A director shall not accept the delegation of two or more directors, or delegate any director that has accepted the delegation of other two directors to attend the meeting.

Chapter 4 The Procedure of Conducting Business and Voting of the Board of Directors

Article 19 The meeting of the Board of Directors shall be held only upon attendance of over half directors. In case the relevant director declines the attendance at the meeting or delays the attendance, causing the number of attendance person below the quorum, the chairman of the Board of Directors and the secretary of the Board of Directors shall promptly report to the regulatory department.

The supervisors may sit in the meeting of the Board of Directors; in case the president and the secretary of the Board of Directors fail to serve concurrently as the directors, they shall sit in the meeting of the Board of Directors, but provided that non-director president and the secretary of the Board of Directors are not entitled to the voting right. In case the chairman of the meeting thinks it necessary, it may notify other relevant personnel to sit in the meeting of the Board of Directors.

All participants who sit in the meeting reserve the right to publish the opinions on relevant proposals, but are not entitled to the voting right on the proposal.

Article 20 Convening Methods of the Meeting

As a principle, the meeting of the Board of Directors shall be convened on site. If necessary, the meeting may be held by video, telephone, fax or E-mail, etc. upon consent of the convener (the chairman) and the proposer on the premise that the directors can fully express their opinions. The meeting of the Board of Directors can also be held in combination with live and other means. All directors present at the meeting shall be deemed to have attended the meeting in person.

In case the off-site meeting is convened, the number of directors present at the meeting shall be calculated by the directors who are on site as showed by video, those who have expressed opinions in the telephone conference, the faxes, e-mails and other valid votes that are actually received within the prescribed time limit, or the written confirmation letters on participation in the meeting submitted by the directors afterwards.

Article 21 Procedure of the Meeting Deliberation

The chairman of the meeting shall request all directors present at the meeting of the Board of Directors to express explicit opinions on all proposals.

With respect to the proposals approved in advance by the independent directors according to the provisions, the chairman of the meeting shall designate one independent director to read out the written approval opinions reached by the independent directors prior to discussion of relevant proposals.

In case a director makes speech on the same proposal repeatedly or makes speech beyond the proposal scope, affecting the speeches of other directors or hindering normal operation of the meeting, the chairman of the meeting shall stop him promptly.

Unless it is unanimously agreed by all directors present at the meeting, the meeting of the Board of Directors shall not vote on any proposal not included in the meeting notice. In case a director accepts the delegation of any other director to attend the meeting of the Board of Directors, he shall not vote on the proposal not included in the meeting notice on behalf of any other director.

Article 22 Presentation of Opinions

The directors shall seriously read the relevant meeting materials, and independently and prudently express their opinions on the basis of fully understanding of the conditions.

The directors may find out the information necessary for the decision-making from the secretary of the Board of Directors, the convener, the president and other senior management personnel, all special committees, the accounting firms, the law firms and other relevant persons and institutions before the meeting, or may suggest the chairman during the course of the meeting asking the aforesaid persons and representatives of institutions to explain the relevant conditions.

Article 23 Meeting Vote

After each proposal has been fully discussed, the chairman shall submit it to the directors present at the meeting for voting at the right time.

In the voting at the meeting, one director shall only have one vote. The voting shall be carried out in registered, written and other manners.

The voting opinions of the directors shall be divided into consent, objection and abstention. The directors present at the meeting shall choose one of the aforesaid opinions. In case any director fails to choose any opinion or simultaneously chooses two or more opinions, the chairman of the meeting shall require him to make a new choice; in case he refuses to do so, it shall be deemed as

an abstention; in case any director leaves the meeting place halfway and thus does not make a choice, it shall be deemed as an abstention.

In case the meeting in any form other than live meeting is held under aforesaid circumstances, the convener or the secretary of the Board of Directors may request relevant directors to make a new choice within reasonable period, in case they fail to make a new choice with such reasonable period, it shall be deemed as an abstention.

Article 24 Statistics on Voting Results

After the voting made by the directors present at the meeting, the representatives of securities affairs and the relevant staff of the office under the Board of Directors shall promptly collect the votes of the directors and submit them to the secretary of the Board of Directors for statistics under the supervision of one supervisor or independent director. In case the live meeting is held, the chairman of the meeting shall announce the statistics results on the spot; otherwise, the chairman of the meeting shall request the secretary of the Board of Directors to inform the directors of the voting results prior to the next working day upon conclusion of the stipulated voting deadline.

In case any director casts his vote after the chairman's announcement on the voting results or after the stipulated voting deadline, his vote shall not be counted in the calculation results

Chapter 5 Resolutions of the Board of Directors and Meeting Records

Article 25 Formation of the Resolutions

Except for the circumstances on voting avoidance stipulated in the Rules, when the Board of Directors deliberates, adopts any proposal for the meeting and forms relevant resolutions, more than half of all directors in the Company must cast affirmative votes. In case any law, administrative regulation or the *Articles of Association* specifies that no resolution may be formed by the Board of Directors unless the directors make the affirmative votes in more than the aforesaid proportion, such provision shall prevail.

In case the Board of Directors makes resolutions on connected transaction, it may come into effect only upon signature of the independent (non-executive) directors.

In case the Board of Directors deliberates the following major matters, it is subject to the consent of over 2/3 directors present at the meeting in addition to the consent of more than half of the all directors in the Company.

- (1) Determine the Company's business plans and investment projects;
- (2) Deliberate medium and long-term development planning and investment scheme of major projects (meaning the funds required for the project reaching 60% of such authority of the Board of Directors mentioned in Article 5 of the Rules) as well as major business contracts (meaning the contracts with amount signed reaching 10% or more of total company assets);
- (3) Draft annual budget and settlement scheme, profit distribution scheme and loss recovery scheme of the Company;
- (4) Formulate plans for increasing or reducing registered capital and plans to issue new shares, bonds or other securities and listing scheme of the Company;
- (5) Decide the Company's total amount of annual borrowings, mortgage limit used for financing with the Company assets, annual guarantee sum of the loans made by the Company for its subsidiaries, and make resolutions on the guarantee within its authority scope;
- (6) Draft the schemes on asset reorganization and acquisition, merger of other enterprises and transfer of the property of its subsidiaries;

- (7) Decide appointment and dismissal or recommendations on relevant personnel of the Company and its subsidiaries pursuant to the management authority scope;
- (8) Formulate basic management scheme of the Company;
- (9) Draft or deliberate plans for the merger, division or dissolution of its subsidiaries;
- (10) Draft the articles of association and its revision;
- (11) Guarantee each amount of bond which exceeds 10% of the net assets of the Company through audit in the latest period;
- (12) Any guarantee provided for those parts where total amount of the external guaranty of the Company and its controlling subsidiaries exceeds 50% of the net assets of the Company through audit in the latest period;
- (13) Guarantee provided for those guarantee subjects where the debt ratio exceeds 70%;
- (14) Guarantee the amount of bond which exceeds 30% of the total assets of the Company through audit in the latest period based on cumulative calculation principles of the amount of guarantee within successive twelve months;
- (15) Guarantee the amount of guarantee which is over 50% of the latest audited net assets and the absolute amount which is over RMB 50 Million Yuan based on cumulative calculation principles of the amount of guarantee within successive twelve months; and
- (16) Other major issues.

In case there is any conflict between different resolutions in terms of contents and meaning, the resolution formed at a later time shall prevail.

The opinions published by the independent directors shall be indicated in the resolutions of the Board of Directors.

Article 26 In terms of the matter to be adopted by the resolution at interim meeting of the Board of Directors, if the Board of Directors has dispatched the proposed proposal to all directors in the written form, and the number of directors signing for consent has reached the number required for the resolution to be made, the valid resolution may be formed without the meeting of the Board of Directors.

Article 27 If any of the following circumstances occurs, the directors shall avoid the voting on the related proposals:

- (1) The circumstances where the directors shall avoid the voting as prescribed in the listing rules of the listing places;
- (2) The circumstances where the directors shall avoid the voting on his own opinion;
- (3) Any other circumstances where the directors shall avoid the voting because of the connected relation with the enterprises involved in the proposal as prescribed in the *Articles of Association*.

Under the circumstances that the directors avoid voting, the meeting of the Board of Directors could be held by over half non-connected directors present, and the decision made on the meeting of the Board of Directors should be passed by over half of non-connected directors present. In case there are less than 3 non-connected directors present at the meeting, the voting on the relevant proposals cannot be conducted, and the relevant matters shall be submitted to the Shareholders' Meeting for deliberation.

Article 28 The Board of Directors shall act strictly in accordance with the authorities of the Shareholders' Meeting and the *Articles of Association*, and shall not form any resolution by exceeding the limit of authorities.

Article 29 In case any proposal is not adopted, if there is no major change in the relevant

conditions and factors, the proposal with same contents shall not be deliberated at the meeting of the Board of Directors within one month.

Article 30 In case the meeting of the Board of Directors is required to make any resolution regarding the distribution of profits, it may first inform the certified public accountants of the preliminary plan on the distribution to be submitted to the Board of Directors for deliberation, and request them to issue the draft on the audit report based thereon (the financial data other than the distribution of profits shall be determined). After the Board of Directors makes the resolution on the distribution of profits, it shall request certified public accountants to issue the formal audit report, and the Board of Directors shall make resolutions on other relevant matters in the regular report according to the formal audit report issued by the certified public accountants.

Article 31 In case half or more of the directors present at the meeting or two or more independent non-executive directors consider any proposal inexplicit or unspecific, or they cannot make judgment on relevant matters due to insufficiency of the meeting materials and other causes, they may jointly propose to suspend the meeting of the Board of Directors or the discussion on part of the matters considered in the Board of Directors, the chairman of the meeting shall request the meeting to suspend the voting on the aforesaid proposal at the meeting.

The directors who propose to suspend the voting shall put forward explicit requirements for the aforesaid proposal submitted for another deliberation.

Article 32 The meeting of the Board of Directors which is on-site or by video or telephone can be whole-process tape recorded if necessary.

Article 33 The secretary of the Board of Directors shall arrange staff of the office under the Board of Directors to keep the meeting of the Board of Directors recorded. The meeting records shall contain the followings:

- (1) The session, the date, the place and the method of the meeting;
- (2) The performance of sending the meeting notice;
- (3) The convener and presenter of the meeting;
- (4) The performance of the attendance of directors in person and on commission;
- (5) The meeting agenda, the proposals for deliberation as well as the speech points, major opinions of each director on the related matters and the voting intentions for the proposals;
- (6) The voting methods and voting results of each proposal (stating the specific votes of consent, objection and abstentions); and
- (7) Other items that the present directors think shall be recorded.

Article 34 Except for the meeting minutes, the secretary of the Board of Directors may arrange the office staff to make brief meeting records on the performance of the convening of the meeting as the case might be and make an individual resolution records according to the statistics of the results of the resolution.

Article 35 The present directors should sign the meeting records and resolution records on behalf of himself or an entrusting director. If the directors have any argument on them, he may make a written description when signing them. If necessary, he shall report to the regulatory authorities, or make public statements.

Any director who fails to sign in accordance with the preceding Article, and refuses to make a written description, report to the regulatory authorities, or make public statements, would be regarded as totally agree with the meeting records and resolution records.

The directors shall be responsible for the resolutions of the Board of Directors in accordance with

the meeting minutes. If the resolution of the Board of Directors violates the laws and regulations or the Articles of Association, leading to severe losses of the Company, the directors participating in the resolution should bear the responsibility, but if it is proved that the person had shown objection and it was recorded in the minutes, the person can be excused of responsibility. The directors who abstain in the voting or who neither attend nor entrust others to attend the meeting of the Board of Directors, shall not be excused of responsibility. The directors, who explicitly raised different opinions in the discussion but did not explicitly voted against the proposal, shall not be excused of responsibility, either.

Article 36 The secretary of the Board of Directors shall make the resolution announcement of the Board of Directors according to related provisions in the listing rules of the listing places. Before the resolution announcement is published, all participants including the directors present at the meeting, the persons who attended the meeting, the recorders and the service staff, have the obligation to keep the content of the resolution secret.

Article 37 The chairman shall urge the relevant personal to implement the resolutions and examine the implementation of the proposal. Also, he needs to report the implementation of the formed resolution at the subsequent meeting of the Board of Directors.

Article 38 The secretary of the Board of Directors is responsible for keeping the files of the meeting of the Board of Directors which consist of the meeting notice and the meeting materials, the meeting attendance book, power of attorney according to which directors represent to attend, the meeting sound recordings, the votes, the meeting records signed by the directors, the meeting summary, the resolution records, the announcement of resolutions, etc.

The preservation period of the meeting files shall be ten years.

Chapter 6 Supplementary Provisions

Article 39 In the Rules, the referred “above-mentioned”, “including” contains the original part; the referred “over”, “under”, “more” “below-mentioned” doesn’t contain the original part.

Article 40 Matters not covered in the rules of procedure shall be implemented under the relevant laws, rules and regulations of the state, the listing rules of the listing places and the *Articles of Association*. If there is any discrepancy with the frequently published laws, rules, the listing rules of the listing places or the rules of *Articles of Association* after a legal revision procedure, the laws, regulations, listing rules of the listing places and the *Articles of Association* shall prevail while the Rules shall be amended without delay. The Rules should be in compliance with the listing rules of the listing places at the same time. If the listing rules at the different places where the Company is listed are different, it shall be implemented according to the stricter principles.

Article 41 The Rules are formulated by the Board and shall come into effect from the date of approval at the Shareholders’ Meeting.

Article 42 The Rules shall be revised at the discretion of the Shareholders’ Meeting, and the Shareholders’ Meeting shall authorize the Board of Directors to prepare the draft amendment, and the draft amendment shall come into effect only upon the approval of the Shareholders’ Meeting.

Article 43 The Board of Directors shall be responsible for the interpretation of the Rules.