

**Implementation Rules and Regulations of Special Meetings of Independent Directors**

(Revised at the 4th meeting of the 11th session of the Board of Directors on 25 April 2024)

**CHAPTER 1 GENERAL PROVISIONS**

**Article 1** In order to further improve the governance structure of CSSC Offshore & Marine Engineering (Group) Company Limited (hereinafter referred to as the “Company”), give full play to the role of independent directors in decision-making, supervision and balance, professional consultation, etc., protect the rights and interests of minority shareholders and stakeholders, and promote the standardized operation of the Company, these Implementation Rules and Regulations are hereby formulated in accordance with the relevant provisions of the Administrative Measures for Independent Directors of Listed Companies, Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Guidelines for Self-Regulation of Companies Listed on the Shanghai Stock Exchange No. 1 – Regulation of Operation, the Articles of Association of the Company and the Work System of Independent Directors.

**Article 2** An independent director is a director who does not hold position in the Company other than as a director, and who does not have any direct or indirect interest in the Company, its substantial shareholders, or its de facto controller, or any other relationship that may affect his/her ability to make independent and objective judgments.

**Article 3** A special meeting of independent directors refers to a meeting attended by all the independent directors. The special meeting of independent directors will independently discuss the items for discussion, think and judge and form opinions from the perspective of the interests of the Company and minority shareholders.

**Article 4** The Company shall provide such working conditions as needed for the convening of special meetings of independent directors, and the management and relevant departments shall cooperate. The office of the board of directors is responsible for the daily work of liaison, organization of meeting, material preparation and file management.

**CHAPTER 2 DUTIES AND POWERS**

**Article 5** The following matters shall be considered by a special meeting of independent directors and approved by more than half of all independent directors before being submitting to the board of directors for consideration:

(1) Connected transactions that shall be disclosed;

(2) Proposals for the Company and related parties to change or waive their commitments;

(3) Decisions made and measures taken by the board in response to the acquisition of the Company;

(4) Other matters prescribed by the provisions of laws, administrative regulations, CSRC regulations and the Articles of Association.

**Article 6** The following special powers of independent directors shall be exercised only after deliberation at a special meeting of independent directors and approval by more than half of all independent directors.

(1) To independently engage intermediaries to audit, consult or verify specific matters of the Company;

(2) To propose to the board t the convening of an extraordinary general meeting;

(3) To propose meetings of the board;

The Company shall disclose in a timely manner any exercise of the powers and duties listed in the first paragraph by independent directors. If the above powers and duties cannot be exercised normally, the Company shall disclose the details and reasons.

**Article 7** The special meeting of independent directors may study and discuss other matters of the Company as needed.

**CHAPTER 3 RULES OF PROCEEDINGS**

**Article 8** Meetings shall be convened and presided over by an independent director jointly elected by a majority of the independent directors; in the event that the convener fails to or is unable to perform his/her duties, two or more independent directors may convene the same and elect a representative to preside over the meeting on their own.

**Article 9** Special meetings of independent directors may be held on-site, by means of communication (including video, telephone, fax, E-mail, etc.), or by means of a combination of on-site and communication.

**Article 10** In principle, notice of the special meeting of independent directors shall be issued three days before the meeting is held. If the situation is urgent and a special meeting needs to be convened as soon as possible, the aforesaid notice period requirement may be waived with the unanimous consent of all the independent directors.

The notice of meeting shall be attached with the complete contents of proposals.

**Article 11** The independent directors shall, in principle, attend the board meetings in person. If the independent director is unable to attend the meeting in person for any reason, he/she shall review the meeting materials in advance, form a clear opinion and entrust another independent director in writing to attend the meeting on his/her behalf. If other independent directors are entrusted in writing to attend the meeting on his/her behalf, a power of attorney shall be issued and submitted to the chairman of the meeting before voting.

**Article 12** The independent director shall express clear opinions at the special meeting, including unqualified opinion, qualified opinion, adverse opinion and disclaimer of opinion. Where the relevant independent director expresses qualified or adverse opinion on the matters under consideration, they shall clearly state the reasons; if a disclaimer of opinion is expressed, it shall clearly state the obstacles for disclaiming an opinion.

**Article 13** In the special meeting of independent directors, each independent director shall be entitled to one vote, and the voting shall be by show of hands or by way of open ballot. Resolutions made at the meeting shall be valid if passed by more than half of all the independent directors. By signing the resolution of the meeting, the independent director shall be deemed to have attended the meeting and agreed to the content of the resolution.

**Article 14** Minutes of special meetings of independent directors shall be recorded, and the minutes shall be signed by the independent directors present at the meeting.

**Article 15** Meeting documents of the special meetings of independent directors shall be kept for a period of at least ten years, including the notice of meeting, meeting materials, power of attorney to attend on behalf of independent directors (if any), votes (if any), resolutions of meeting, minutes of meeting, etc.

**CHAPTER4 SUPPLEMENTARY PROVISIONS**

**Article 16** Any matters not covered by the Implementation Rules and Regulations shall be implemented in accordance with the relevant provisions of the relevant laws and regulations of the People’s Republic of China, the Articles of Association and the respective listing rules of the stock exchanges on which the shares of the Company are listed.

**Article 17** Should the Implementation Rules and Regulations be in conflict with the relevant laws and regulations of the People’s Republic of China, they shall be implemented in accordance with the relevant laws and regulations of the People’s Republic of China.

**Article 18** The board of directors shall be responsible for the interpretation of and amendment to the Implementation Rules and Regulations after they come into effect upon the consideration and approval by the board of directors.

***Note:*** *The English version is for reference only. Should there be any inconsistency or discrepancy between the English and the Chinese versions, the latter shall prevail.*