



中遠海運國際(香港)有限公司
COSCO SHIPPING INTERNATIONAL (HONG KONG) CO., LTD.

Information Management Method

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TABLE OF CONTENTS

Chapter 1	General Principles
Chapter 2	Dissemination and Disclosure of Information
Chapter 3	Procedures of Information Dissemination and Disclosure
Chapter 4	Communications with Investors, Analysts and Media Journalists
Chapter 5	Information Management of Subsidiaries and Associates
Chapter 6	Others

Information Management Method

Chapter 1 General Principles

Section 1 Introduction

In order to regulate information management of COSCO SHIPPING International (Hong Kong) Co., Ltd. (hereinafter called “COSCO SHIPPING International”), to assure the reality, accuracy, completeness of the information and timely protection of the legal rights of COSCO SHIPPING International and its shareholders, creditors and other related interested parties and in accordance with the Securities and Futures Ordinance (hereinafter called the “SFO”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter called the “Listing Rules”), the regulations of The Stock Exchange of Hong Kong Limited (hereinafter called the “Exchange”) and bye-laws of COSCO SHIPPING International by integrating COSCO SHIPPING International’s existing situation, COSCO SHIPPING International hereby specifically formulates this method (the “Method”). The board of directors of COSCO SHIPPING International (“Board” or “Director(s)”) approved the Method on 11th April 2007.

Section 2 Basic Principles of Information Management

COSCO SHIPPING International shall comply with the following basic principles of information management:

- Reality -- The information being disclosed by COSCO SHIPPING International should be in line with the fact.
- Accuracy -- The contents of information being disclosed by COSCO SHIPPING International should precisely reflect the objective existing situation.
- Completeness -- The information being disclosed by COSCO SHIPPING International should not exist any possibility of serious misleading or material omission.
- Timely -- The information being disclosed by COSCO SHIPPING International should be made within the specific time as required

by the relevant laws, legal regulations and others regulatory documents mentioned in Section 1.

Section 3 Inside Information and Classification of Information

(a) Inside information contained in the Method refers to the information which is specific information that :

(1) is about –

- (i) COSCO SHIPPING International; or
- (ii) a shareholder or senior officer of COSCO SHIPPING International; or
- (iii) the listed securities of COSCO SHIPPING International or their derivatives; and

(2) is not generally known to the persons who are accustomed or would be likely to deal in the listed securities of COSCO SHIPPING International but would if generally known to them be likely to materially affect the price of the listed securities.

If the definition of Inside Information has any discrepancy with the SFO, the SFO (as may be revised from time to time) shall prevail in all circumstances.

Under the Method, the relevant information could be classified into three categories:

The first category is special announcements or reports, the contents of which include but not limited to acquisition and disposal of assets, connected transactions and other announcements or reports on the events listed in Section 10 as well as those not yet published Inside Information before they become special announcements or reports (the “First Category Information”).

The second category is periodical announcements or reports, the contents of which include but not limited to annual results announcement, annual report, interim results announcement, interim report, as well as those not yet published Inside Information before they become periodical announcements or reports (the “Second Category Information”).

The third category is general information, the contents of which include general operating situation, networking, advertising publications and advertising products etc. which are not Inside Information (the “Third Category Information”).

The First Category Information and the Second Category Information belong to the Inside Information and must be managed in strict compliance with the Method. Except otherwise stated hereof, the First Category Information, the Second Category Information and the Third Category Information contained in the Method are collectively called the “Information”.

Section 4 Responsibility of Relevant Parties for Information Management

Responsibilities in relation to the information management shall be taken in accordance with the position held by the directors, senior management and departmental heads of COSCO SHIPPING International.

The Board of directors is responsible for the information management of COSCO SHIPPING International and its subsidiaries (the “Group”) and ensuring the information being disclosed is true, accurate and complete, without any false statement causing serious misleading or material omission.

The Managing Director and Deputy General Manager(s) are responsible for the management of the First Category Information and the Second Category Information.

The responsible person of Finance & Accounting Division is responsible for the management of the Group’s financial information.

The Company Secretary is responsible for the management of the Group’s corporate governance information.

The Executive Division is responsible for the management of information relating to meeting materials and internal approval procedures.

The Capital & Investment Operation Division is responsible for the management of information relating to strategic studies, investment, acquisition and disposal projects.

The Strategy Development Division is responsible for the management of information relating to the Group’s corporate operation, strategic studies (if applicable) and disposal projects (if applicable).

The Public Relation Division is responsible for collecting market information and handling enquiries relating to the Group, consolidating and drafting a unified answer in

response to the outsiders and the management of the third Category Information.

Other departmental heads of COSCO SHIPPING International and general managers of each subsidiary/associate or the authorised representatives shall provide and deliver relevant information on timely basis in accordance with the Method and shall be responsible for the reality, accuracy and completeness of the relevant information provided. They should also well communicate with COSCO SHIPPING International Secretary and assist him/her to finalize the Information being disclosed pursuant to the relevant requirements or as required by the Exchange.

Other shareholders of non-wholly owned subsidiaries or associates have the responsibility of delivering relevant information to COSCO SHIPPING International in relation to any changes of shareholding structure and pledging of shares of the relevant subsidiaries.

Section 5 Implementation of Information Management

Chairman, Vice Chairman, Managing Director, Executive Director(s), Deputy General Manager(s), Company Secretary, the responsible person of each department and other management person authorised by COSCO SHIPPING International are the executors of dissemination of the Information.

The Company Secretary is responsible for coordinating and organising the disclosure of Inside Information.

The responsible person of Finance & Accounting Division is responsible for the management of the Group's financial information.

The responsible person of Media and Investor Relations Departments of Public Relations Division is responsible for handling and responding the external enquiries in relation to the published or despatched First and Second Category Information and the Third Category Information (including all investor relations matters relating to investors, analysts and other members of the investment community) and ensuring no selective release of Inside Information be made to analyst, investor or journalist by COSCO SHIPPING International.

Section 6 Confidentiality of Undisclosed Information

Each related department and those having the knowledge of COSCO SHIPPING International's internal information have the responsibility to keep those undisclosed information in strictly confidential. When COSCO SHIPPING International provides the relevant information to such person (including the accountants, lawyers, financial advisers and valuers engaged by COSCO SHIPPING International, consultants who provide professional consulting services, financial institutions which provide financing to COSCO SHIPPING International's subsidiaries or associates, COSCO SHIPPING International's substantial shareholder(s), governmental departments, statutory or regulatory bodies or institutions, etc.) who needs the information to fulfill the duties and functions, such person owes COSCO SHIPPING International a duty of confidentiality. Such person should make sure the undisclosed information not be leaked prior to publicity.

COSCO SHIPPING International shall reduce or restrict as much as possible the number of persons to assess the Inside Information within COSCO SHIPPING International and the relevant internal staff shall not access the Inside Information unless otherwise required. The relevant staff can only disseminate the Inside Information in order to fulfill his/her duties and functions subject to the Managing Director's prior approval and such information can only be provided the recipient if the recipient agrees to keep the same confidential.

COSCO SHIPPING International's "in-house" publications, press releases or other publications shall not incorporate any undisclosed Inside Information.

Directors, senior management or employees of COSCO SHIPPING International (except the participants of project groups), are prohibited to discuss, disclose or share the unpublished Inside Information of the Group.

Restrictions on trading of COSCO SHIPPING International's securities by Directors or employees are set out in the "Code of Conduct regarding the Securities Transactions of Directors and Employees" formulated in accordance with the "Model Code for Securities Transactions by Directors of Listed Issuers" contained in Appendix 10 to the Listing Rules.

For those Inside Information under the Second Category Information, the Company Secretary will issue notice to remind the Directors, senior management or relevant

employees of COSCO SHIPPING International not to disclose relevant financial data and request them to take appropriate measures to keep the same confidential before COSCO SHIPPING International's formal announcement.

Section 7 Information Reporting Procedures

COSCO SHIPPING International established a systematic information reporting procedures. Directors are given a regular monthly report which includes the operational data, updated information on business performance and business development of the Group. Managing Director will report to the Board regarding the Group's operating and financial performance analysis, primary tasks achievement, business plan, projects of investment and acquisition or disposal at the regular Board meetings (other than the Board meetings approving the interim and annual results). For individual business development project, project report prepared by the department-in-charge would be submitted to the Board in order to ensure sufficient financial and operational data submitted for determining whether such information is Inside Information.

Section 8 Systems and Procedures for Determination of Inside Information

The determination that Inside Information exists and must be disclosed or kept strictly confidential is a complicated legal and business issue involving sound professional judgment, dependent on prevailing market conditions and the potential financial, operational and overall impact of the information on COSCO SHIPPING International. It is up to the Board to determine what is inside information according to the Inside Information referred to under Section 3 and other applicable laws and in the context of COSCO SHIPPING International's own affairs.

In determining whether certain information is Inside Information, the department-in-charge should provide information in relation to, including but not limited to, the proposed transaction, business performance or development, financial condition or other information which may be inside information. Each head of department-in-charge has the responsibility to notify Managing Director and/or Deputy General Manager(s) and/or senior management any proposed transaction or business development which may lead COSCO SHIPPING International to fulfill the disclosure obligation and to work jointly with other departments in relation to the same. By providing the Board with sufficient, reliable and timely information through the senior management, the Directors will make informed decision on whether the proposed transaction and development as well as the financial information is inside information

and whether announcement is required.

In cases where a decision in relation to whether there is Inside Information by the Board is pending or in cases of incomplete negotiations, all staff of COSCO SHIPPING International should take measures to keep such information confidential. Directors, senior management and officers or relevant staff of each department-in-charge should ensure that such information is kept strictly confidential before its announcement. Where it is felt that the necessary degree of security cannot be maintained or that security may have been breached, an announcement will be made as soon as reasonably practicable.

Chapter 2 Dissemination and Disclosure of Information

Section 9 Types of the Information

Information includes periodical announcements or reports and special announcements or reports. Interim results announcements, interim reports, annual results announcements and annual reports are periodical announcements or reports, special announcements or reports and announcements or reports are related to and mentioned in Section 10 of this Method.

Section 10 Special Announcement or Report

The contents of special announcement or report include but not limited to the following issues:

1. Resolutions of general meetings

Poll results of general meetings.

2. Acquisition or Disposal of Assets

Acquisition or disposal of assets means the Group acquires or disposes of the interest of tangible assets or other right of assets.

Discloseable transactions in relation to acquisition or disposal of assets must be announced pursuant to the Listing Rules.

3. Connected Transactions

Connected Transactions (transactions as defined in Chapter 14A of the Listing Rules from time to time as connected transactions) mean any transaction(s) between COSCO SHIPPING International and/or its subsidiary and a connected person (as defined in Chapter 14A of the Listing Rules).

Discloseable connected transactions must be announced pursuant to the Listing Rules.

When a series of connected transactions made between COSCO SHIPPING International and a connected person on a particular issue or the amount in aggregate in relation to the connected transactions between COSCO SHIPPING International and the same connected person completed within a 12-month period falls within the disclosure requirement of the Listing Rules, COSCO SHIPPING International must make a timely disclosure accordingly.

4. Other Material Events

4.1 Substantial Litigation/Arbitration of the Group

4.2 Substantial Guarantee of the Group

4.3 Substantial Pledge of the Group

4.4 Disclosure of Interests in accordance with the requirements of the SFO

4.5 Occurrence of the following situations within the Group includes (but not limited to):

- (1) Upon entering into, amending and terminating material contracts (including loan; assignment of operation, entrusting of operation, assignment of financial management, disposition, lease etc.) or entering into material contracts apart from the abovementioned contents that may materially affect the assets, liabilities, rights and operational results of the Group;
- (2) Material operating or non-operating income or loss;
- (3) Liability arising according to law;
- (4) Changes of bye-laws, registered capital, registered office and name of

- COSCO SHIPPING International, etc;
- (5) Material changes in the operating policy and business scope;
 - (6) Changes in Directors;
 - (7) Decisions on reduction of capital, merger, dissolution or application for bankruptcy;
 - (8) Change of COSCO SHIPPING International's auditor or any other information related to the auditor's activity;
 - (9) Filing of winding up petitions, the issuing of winding up orders or the appointment of provisional receivers or liquidators of COSCO SHIPPING International;
 - (10) COSCO SHIPPING International forecasts that it will become insolvency;
 - (11) COSCO SHIPPING International is notified that the major debtor is insolvency or in the process of bankruptcy and COSCO SHIPPING International has not yet made full provision for the bad debts;
 - (12) COSCO SHIPPING International is suspected in breach of the SFO and is being investigated or disciplined by the Securities and Futures Commission (the "SFC");
 - (13) Changes in business performance or the expectation of the business performance;
 - (14) Changes in share capital, e.g. new share placing, bonus issue, rights issue, share sub-division, share consolidation and capital reduction;
 - (15) Issue of debt securities, convertible instruments, options or warrants to acquire or subscribe for securities;
 - (16) Changes in expected gain or loss;
 - (17) Changes in subject matter of the previously published announcement;
 - (18) Takeovers and mergers (COSCO SHIPPING International will also comply with the Takeovers Codes that include specific disclosure obligations); and
 - (19) Other discloseable matters as required by the Listing Rules and the SFO.

5. Unusual movements in securities trading

COSCO SHIPPING International shall pay close attention on the trading of its securities and the relevant news of COSCO SHIPPING International published by the public media.

If there is unusual movement in the price or the trading volume of COSCO SHIPPING International's securities, the possible development of a false market in its securities or the news published by the public media that may have impact on the price or/and the trading volume of Company's securities, COSCO SHIPPING International should make an announcement as required by the Exchange.

Section 11 Unable To Make Timely Disclosure

1. Unless the Inside Information falls within the situations exempted from disclosure requirement mentioned in paragraph 2 below, COSCO SHIPPING International should disclose the Inside Information as soon as reasonably practicable. Before COSCO SHIPPING International fully discloses the information, the confidentiality of Inside Information must be ensured. If COSCO SHIPPING International becomes aware that the confidentiality of the information has not been preserved or the relevant information has already been leaked out, COSCO SHIPPING International should issue a special announcement to disclose the relevant information fully upon the approval from the Board. If it is appropriate, COSCO SHIPPING International may request for a suspension of dealings in COSCO SHIPPING International's securities pending the publication of the announcement or the clearance of the relevant impact.
2. Situations exempted from disclosure requirement

Where COSCO SHIPPING International considers that it is unable to follow the Listing Rules and/or SFO in relation to the disclosure of information (including but not limited to the following situations), COSCO SHIPPING International may make a submission to the SFC for the exemption from disclosure requirement. Upon the approval from the SFC, COSCO SHIPPING International is exempted from disclosure requirement:

- (1) A listed corporation is not required to disclose any Inside Information under Securities and Futures Ordinance if and so long as the disclosure is prohibited under, or would constitute a contravention of a restriction imposed by, an enactment or an order of a court.
- (2) A listed corporation is not required to disclose any Inside Information under Securities and Futures Ordinance if and so long as:

- (a) the corporation takes reasonable precautions for preserving the confidentiality of the information;
- (b) the confidentiality of the information is preserved; and
- (c) one or more of the following applies
 - (i) the information concerns an incomplete proposal or negotiation ;
 - (ii) the information is a trade secret;
 - (iii) the information concerns the provision of liquidity support from the Exchange Fund established by the Exchange Fund Ordinance or from an institution which performs the functions of a central bank (including such an institution of a place outside Hong Kong) to the corporation or, if the corporation is a member of a group of companies, to any other member of the group;
 - (iv) the disclosure is waived by the SFC under SFO, and any condition imposed under SFO in relation to the waiver is complied with.

Where the information has not been kept confidential or there has been a leak, whether intentionally or inadvertently, or such information no longer be one of the category as mentioned in (i) to (iv) under paragraph (c) above, the conditions exempted from disclosure requirement mentioned above will not be fulfilled, COSCO SHIPPING International must disclose the Inside Information as soon as reasonably practicable after approval from the Board.

Chapter 3 Procedures of Information Dissemination and Disclosure

Section 12 Compilation of Periodical Announcement or Report and Special Announcement or Report

COSCO SHIPPING International will compile and complete the draft of the Periodical Announcement or Report after the accounting year end and the half-year end in accordance with the relevant requirements of the Listing Rules in relation to the compilation of Periodical Announcement or Report.

For any situations stated in Section 10 involving a proposed disclosable transaction, the Public Relations Division shall coordinate with the relevant departments of COSCO SHIPPING International and enthusiastically prepare a resolution for the approval of the Board meeting and/or the general meeting, or provide relevant contents and required format for the compilation of the Special Announcement or Report, and

coordinate with the relevant departments of COSCO SHIPPING International to prepare the draft Special Announcement or Report on time.

Section 13 Approval of Announcement or Report

The draft of the Periodical Announcement or Report and the Special Announcement or Report shall be delivered to the Directors for review at least 3 days before the Board meeting. COSCO SHIPPING International will arrange to convene a Board meeting to discuss and approve such Announcement or Report.

Where COSCO SHIPPING International convenes Board meeting to discuss the disclosable transaction which requires approval from the general meetings, the relevant information (i.e. circular and annual report) should be despatched to the shareholders of COSCO SHIPPING International in accordance with the requirements of the Listing Rules.

Section 14 Publication of Announcement or Report

The Announcement or Report to be approved by the Board should be published in accordance with the requirements of the Listing Rules after the approval of the Board meeting or general meeting.

Section 15 Affiliation and Communication, Soliciting Information

The Directors, the specialized committees established by the Board, the Managing Director, the Deputy General Manager(s) and the relevant departments of COSCO SHIPPING International and the responsible persons of the subsidiaries/associates of COSCO SHIPPING International shall inform the Company Secretary in timely manner after they understand or being notified the events that are required to be disclosed in the Special Announcement or Report as stated in Section 10 of Chapter 2.

Where after receiving enquiry from the Exchange and the SFC by COSCO SHIPPING International Secretary, COSCO SHIPPING International Secretary shall immediately communicate with the relevant departments of COSCO SHIPPING International and/or the responsible persons of the subsidiaries/associates of COSCO SHIPPING International and report to the Managing Director or the Deputy General Manager(s) if the matter involved in relation to the enquiry constitutes a discloseable transaction.

Chapter 4 Communications with the Investors, Analysts and Media Journalists

Section 16 Collection of Opinion by Executors of Dissemination of Information

Chairman, Vice Chairman, Managing Director, Executive Directors, Deputy General Manager(s), the responsible person of Media and Investor Relations Departments of Public Relations Division and/or other management staff nominated by the Board, etc. shall properly seek COSCO SHIPPING International Secretary's advice on the aspect of information disclosure before meeting the investors, analysts or attending media interview when they are not clear whether certain information is the Inside Information.

Section 17 Information and Enquiry

The Public Relations Division is responsible for collecting market information and enquiries relating to the Group, consolidating and then classifying them into different categories and delivering the same to various departments of COSCO SHIPPING International and requesting for assistance in relation to the response to the market enquiries and provision of non-inside information and reply.

All enquiries from or information requested by the outsiders in relation to the Group shall be handled and obtained directly by the relevant departmental heads of COSCO SHIPPING International. Upon receipt the comments and information, the departmental heads shall deliver the same to the responsible person of Media and Investor Relations Departments of Public Relations Division for consolidating and drafting a unified reply in response to the outsiders. The reply shall be delivered to the relevant departmental heads of COSCO SHIPPING International for their confirmation and the final version of the reply shall be delivered to the Managing Director and/or Deputy General Manager(s) for approval. All the information involves the financial aspect of COSCO SHIPPING International and/or its subsidiaries/associates shall be provided by the Finance & Accounting Division. Those involve business aspect shall be provided by the Strategy Development Division, those involve new projects shall be provided by the Capital & Investment Operation Division and those involve the corporate governance and legal compliance aspects shall be provided by Public Relations Division.

The Managing Director or the Deputy General Manager(s) or the person(s) authorised by the Managing Director is responsible for the dissemination of information after the

same is approved by the Managing Director, other staff is prohibited from disseminating the Inside Information to outsiders unless they are authorised.

Section 18 Refusing to Reply Non-published Inside Information

When the executors of dissemination of Information meet the investors, the analysts, they shall decline to answer questions where the answers individually or cumulatively would provide unpublished Inside Information of COSCO SHIPPING International. They shall also refuse the analysts' requests to provide or comment on data that may involve the dissemination of unpublished Inside Information.

Where any information provided is wrongly interpreted by the analysts or media journalists and is materially incorrect in the analysis report, COSCO SHIPPING International shall request for correction immediately.

Section 19 Not Comment on the Report or Forecast of the Analysis

COSCO SHIPPING International should make no comment on the analysis report or forecasts of the analysts. COSCO SHIPPING International should refuse to respond to the analysis reports regularly or irregularly sent by the analysts. Where the report contains inaccurate information already in the public domain or not the Inside Information, COSCO SHIPPING International should inform the securities analyst. If COSCO SHIPPING International is aware of unpublished Inside Information that would correct a fundamental misconception in the report, COSCO SHIPPING International should consider making public disclosure of such information pursuant to the requirements of the Listing Rules and at the same time correcting the report.

Section 20 Written Records

The executors of dissemination of Information should be very cautious with the inside information in response to the press enquiry or interview and shall ensure not to disclose selectively information other than general or background information. They shall record all the verbal enquiries or interviews and response of the press in written manner. A copy of the same should be sent to the Managing Director for review.

COSCO SHIPPING International is not allowed to provide any media with information more than the scope of published information of COSCO SHIPPING International. Where the journalists request COSCO SHIPPING International to confirm the market rumours involving the Inside Information or raise questions in

relation to the unpublished Inside Information, COSCO SHIPPING International should give a “no comment” answer. Such response should be maintained unless the information is published.

COSCO SHIPPING International shall closely monitor the news in respect of the Group reported by media and the relevant market rumours of COSCO SHIPPING International. Where the media reports contain the unpublished information of COSCO SHIPPING International that might materially affect the price and/or trading volume of COSCO SHIPPING International’s securities, COSCO SHIPPING International has the responsibility to clarify the same pursuant to the Exchange’s request or the requirements of the Listing Rules, or report to the Exchange at its request and issue announcement pursuant to requirements of the Listing Rules.

Chapter 5 Information Management of the Subsidiaries and the Associates

Section 21 External Propaganda Management

Before COSCO SHIPPING International’s subsidiaries/associates make disclosure of material information or propaganda, the relevant information should be reported timely to the Strategy Development Division, Capital & Investment Operation Division and the Public Relations Division. If such subsidiary/associate is unable to report timely due to special reasons, it shall report to the relevant departments of COSCO SHIPPING International within 3 working days after the disclosure. The relevant general managers or responsible persons of the subsidiaries should provide and disseminate the relevant information as required by this Method timely. They should also be responsible for the reality, accuracy and completeness of the information provided and disseminated.

Each subsidiary/associate should report to COSCO SHIPPING International Public Relations Division about the important information disclosure or propaganda plan in written manner after the end of each quarter. If there is any change in the approved quarterly propaganda plan, the associate should immediately report the same to the Strategy Development Division and Public Relations Division in a timely manner.

Under this Method, according to the Listing Rules, subsidiary is a company that COSCO SHIPPING International and/or its subsidiary hold(s) more than 50% of controlling share. Associate is a company that COSCO SHIPPING International and/or its subsidiaries hold(s) more than or equal to 30% but less than or equal to 50%.

Chapter 6 Others

Section 22 Non-Compliance and Disciplinary

Where there is any material impact or substantial loss suffered by COSCO SHIPPING International caused by improper disclosure of information as a result of misconduct of the relevant staff, COSCO SHIPPING International has the right to give internal criticism, warning to that responsible person or even dismiss from his/her duties.

Section 23 Not Exhaustive Issues

Those relevant issues regarding the information management not exhausted in the Method shall be executed pursuant to the applicable laws, regulations and other regulatory documents of the Exchange and/or the SFC.

Section 24 Applicable Area

The Method is applicable to COSCO SHIPPING International and its member companies. Member companies mean the wholly-owned subsidiaries and direct or indirect absolutely-controlled companies of COSCO SHIPPING International. Those companies of which COSCO SHIPPING International is the substantial shareholder and those jointly-controlled entities shall consolidate their own characteristics of information management and formulate the procedures for the implementation of the information management pursuant to this Method. The relevant procedures shall be reported to Public Relations Division for records.

Section 25 Amendments of the Method

The Method is formulated and amended by the Board. If there are any differences between the new regulations and/or relevant securities regulations issued by the Exchange or/and the SFC and the content of this Method, COSCO SHIPPING International shall implement the same pursuant to the new issued regulations and/or regulations. COSCO SHIPPING International should also make amendment of this Method if necessary pursuant to the new issued regulation and/or regulations.



Section 26 Interpretation Rights

The interpretation right of this Method belongs to the Board.

Revised on 24th November 2011

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