

SHENZHEN EXPRESSWAY COMPANY LIMITED



RULES OF PROCEDURES FOR THE SUPERVISORY COMMITTEE

Schedule to the Articles of Association

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(Approved by special resolutions at
the shareholders' meeting of the Company
held on 28th May 2012)

- * Note: This document is originally prepared in Chinese and this English version is for reference only. In case of any inconsistency between the Chinese version and the English version, the Chinese version shall prevail.

Chapter 1 General Provisions

Article 1 To ensure that the supervisory committee will lawfully exercise its authority to supervise the Company's management behaviors and the production, operations and management activities, to bring in the supervising functions of the supervisory committee into full play, and to govern the operating and work procedures of the supervisory committee, the rules of procedures for the supervisory committee are formulated in accordance with the Company Law, the Securities Law and other relevant laws and regulations and these Articles of Association.

Article 2 The Company shall establish the supervisory committee in accordance with the laws. The supervisory committee shall independently exercise its supervising authority on the Company in a lawful manner, so as to prevent the legal rights and interests of the shareholders, the Company and the employees from being infringed.

Chapter 2 The Supervisors and the Supervisory Committee

Article 3 The supervisory committee shall comprise of three supervisors, of which, two shall be shareholders' representatives; one shall be the representative of staff.

Article 4 The supervisors representing the shareholders shall be nominated by the following persons and elected and removed by the shareholders' general meeting:

1. the shareholders of the Company as the promoters;
2. the shareholders who individually or collectively hold more than three per cent of the issued share capital of the Company.

The supervisor representing the staff shall be elected and changed democratically by the representatives' meetings of staff of the Company; such results shall be reported to the shareholders' general meeting.

Article 5 Each term of office of the supervisors shall be three years, and the supervisors shall be eligible for re-election and re-appointment upon expiry of the term.

For the motion in relation to the election of supervisors representing shareholders approved at the shareholders' general meeting, in case of the election of new session of the supervisory committee, the tenure of office of the newly appointed supervisors will commence on the next day after the end of the tenure of office of the last session of the supervisors; in other cases, the tenure of office of the newly appointed supervisors will commence upon the closing of the shareholders' general meeting.

The tenure of the office of the supervisors will commence on the date of appointment and end on the expiry of the session of the supervisory committee. In the event that it fails to elect new supervisors before the end of the tenure of office, the existing supervisors shall perform their supervisors' duties pursuant to laws and regulations and the requirements under these Articles of Association before the new directors have been elected.

Article 6 There shall be a chairman of the supervisory committee. Each term of office of the chairman shall be three years, and the chairman shall be eligible for re-election and re-appointment upon expiry of the term.

The appointment and removal of the chairman of the supervisory committee shall be determined by more than two-thirds of all the supervisors.

Article 7 The basic qualifications for being supervisors are as follows:

1. Basic Requirements — being tertiary educated or above and having over 10 years working experience, with sufficient time and energy to discharge the duties and responsibilities of a supervisor;
2. With Integrity and Industriousness — being an honest and righteous person possessed with good character, integrity and work ethics, who is willing to execute the resolutions of the shareholders' general meeting, is responsible for his/her own all and is able to protect the interests of the shareholders, the Company and the employees in accordance with the laws and regulations;
3. Principled — being able to discharge his/her official duties in an honest and impartial manner; and to provide supervisory opinion in an outspoken manner;
4. Industry Knowledge — being knowledgeable in infrastructure construction and investment; and master the industry's current situation and future trends;
5. Management Know-how — being familiar with the Company Law and other related laws and regulations and master the principles regarding corporate governance;
6. Financial knowledge — being able to read financial statements and familiar with financial ratios and necessary indices for assessing the Company's results;
7. any other requirements in respect of the qualification of supervisors as stipulated in related regulatory documents.

Article 8 Supervisors nominated by shareholders shall in general have been working in the original nominating shareholder for more than one year, and shall have working experience of three years or above in one or more of the following professional areas: finance, accounting, audit, law, economics and corporate management.

Article 9 The occurrence of any one of the following events shall disqualify a person from being a supervisor of the Company:

1. lacking capacity in taking civil action or such capacity being restricted;
2. being convicted of committing corruption, bribery, misappropriation or embezzlement of properties or violating social and economic order, and not more than five years have elapsed since the expiration of the enforcement of the punishment; or being deprived of political rights due to conviction and not more than five years have elapsed since the expiration of the enforcement period;
3. being a director or factory manager, manager of a company or enterprise being liquidated as a result of improper operation and management of which he/she shall be personally liable for such liquidation and not more than three years have elapsed since the date of completion of the liquidation of such company or enterprise;
4. being the legal representative of a company or enterprise of which the business license has been cancelled as a result of the contravention of the laws and in which he/she shall be personally liable and not more than three years have elapsed since

- the date of cancellation of the business license of such company or enterprise;
5. having relatively large amount of personal indebtedness which has become due but has not yet been settled;
 6. being under investigation by judicial authorities in respect of contravention of criminal laws, and such investigation has not yet been finalised;
 7. not being a natural person;
 8. being convicted by the relevant supervisory authorities of contravention of the provisions of relevant securities regulations which involved fraud or dishonest acts and not more than five years have lapsed since the date of such conviction;
 9. being prohibited by laws or administrative regulations to act as a supervisor.

The nomination and election of supervisors by the Company in contravention with the paragraph above shall be void.

Article 10 Director, president, other senior management and financial controller of the Company shall not serve the office of supervisor in dual capacity. Civil servants shall not serve as supervisors of the Company.

Article 11 The following persons shall not be elected as supervisors by the representatives' meeting of staff of the Company:

1. directors and senior management of the Company;
2. heads of the Company's finance, accounting and audit departments, which are specifically scrutinised by the supervisory committee.

Article 12 In addition to the eligibility requirements for being supervisors, the chairman of the supervisory committee shall also have following qualities:

1. being familiar with company operations, with profound knowledge and seasoned experience in the fields of accounting, finance, investment, law, etc.;
2. being possessed with advanced problem-solving skills;
3. being an impartial, principled, responsible and practical person with an ability to lead the team.

Chapter 3 Nomination and Election of Supervisors

Article 13 Upon expiration of the term of office of the supervisory committee or the election of supervisors to fulfill the causal vacancy prior to the expiration of the term of office of the supervisory committee, the supervisors representing the shareholders are to be nominated in accordance with the following procedures:

1. the shareholders of the Company as promoters or the shareholders hold more than three per cent issued shares individually or collectively can nominate the candidates. Where the supervisors are elected to fulfill the causal vacancy prior to the expiration of the term of office of the supervisory committee, the original nominator shall nominate the candidate;
2. the nominator shall furnish information about the nominees proposed to the supervisory committee within the required period. The nominating shall be in writing. The information shall include the basic personal information and the detailed working

experience, all the part-time working experience, the statement of the qualifications and basic quality and the written acceptance of nomination signed by the nominees, etc.;

3. the supervisory committee shall announce the information about the candidates and shall submit to the shareholders' general meeting for approval. The nominator and the nominee shall provide the required information.

Article 14 The election system of supervisors representing the shareholders shall be cumulative voting system. When electing supervisors, the number of vote each shareholder is entitled to cast is equal to the multiple of number of shares held by the shareholders times the numbers of supervisors entitled to vote for. Each shareholder may cast all his/her votes to one nominated candidate for supervisor, or divide his/her entitled votes among the nominated candidates for supervisors he/she is entitled to vote at his/her own discretion or cast all his/her votes for two or more nominated candidates for supervisors.

The voting and counting method of the cumulative voting system shall be exercised pursuant to the applicable regulatory rules.

Article 15 The representatives' meetings of staff of the Company shall notify in writing the results of their appointment of the supervisor representing the staff to the supervisory committee sixty days before the expiration of the term of office. If the supervisor representing the staff cannot hold the office of the supervisor due to the changes of his/her work or other reasons, the representatives' meetings of staff shall elect and alter the supervisor and submit the written report of the election result to the supervisory committee. The supervisory committee is responsible to report the election result of the representatives' meetings or the alternation result.

Article 16 Upon the appointment, in accordance with the relevant requirements of the listing rules of stock exchanges where the shares of the Company are listed, supervisors shall sign and deliver the Declaration and Undertaking with regard to Supervisors.

Article 17 The supervisors shall not be removed by the shareholders' general meetings or their nominating party prior to the expiration of their term of office without reason.

Article 18 The supervisors may resign prior to the expiration of the term of office. The resigned supervisors shall tender letters of resignation stating reasons thereof to the supervisory committee. The resignation shall be effective upon approval of the supervisory committee. Suitable candidates nominated by the original nominating party shall be elected in accordance with the prescribed procedures to fulfill the causal vacancy. If the number of supervisors falls below the minimum number required by laws as a result of the resignation of a supervisor, the existing supervisor shall perform his/her supervisor's duties pursuant to laws and regulations and the requirements under these Articles of Association before a new supervisor has been elected.

Article 19 The Company shall within the prescribed period notify the security regulatory authorities in writing of appointment of the supervisors and file personal particulars of the supervisors elected with the relevant departments pursuant to the requirements. Any resignation or change of the supervisors shall be promptly notified to the stock exchanges where the shares of the Company listed.

Chapter 4 Powers and Duties

Article 20 The supervisory committee shall exercise the following powers and discharge the following duties:

1. to examine the financial situation of the Company;
2. to verify financial information such as financial reports, business reports and proposals for profit distribution, etc. which are proposed to be submitted to the shareholders' general meeting by the board of directors and in case of any doubts, to appoint on behalf of the Company the professional institutions to re-examine the same;
3. to review periodic reports of the Company prepared by the board of directors and to raise written review opinion;
4. to supervise the Company's decisions on material operational activities and their implementation, such as project investment, assets reorganisation, etc. and to supervise whether contracts signed in respect thereof are in accordance with laws, regulations and reasonableness, whether all connected transactions are conducted on terms which are fair and reasonable to the shareholders;
5. to conduct investigation if any abnormal operational situation of the Company is noted and to engage professional organisations to assist their work if necessary;
6. to supervise the acts of the directors and senior management when they have acted in contravention with laws and regulations or these Articles of Association; to request directors and senior management to rectify their acts which are harmful to the interests of the Company; upon unanimous approval of the supervisory committee, to propose to the shareholders' general meeting change of directors and to the board of directors removal of senior management who commits illegal acts or material misconduct;
7. to propose the convening of the extraordinary general meeting upon approval by the supervisory committee in its meeting, or to propose motion(s) to the shareholders' general meeting; to convene and hold shareholders' general meeting in the event that the board of directors fails to convene and hold any shareholders' general meeting as required under the Company Law;
8. to request the board of directors to review and re-consider the resolutions passed by the board of directors upon unanimous approval of the supervisory committee;
9. to act on behalf of the Company to negotiate with any director or senior management or to take legal actions against any director or senior management;
10. to execute other powers and to discharge other duties as provided in these Articles of Association or approved by the shareholders' general meeting;
11. to obtain any necessary information so as to execute the powers and discharge the duties aforesaid.

Article 21 The supervisory committee shall scrutinise and make proposals on the following areas, and request the relevant parties to make improvements:

1. whether the board of directors, president and other senior management fully and accurately carrying out the resolutions of the shareholders' general meeting;
2. whether systems and work flows are established and followed in all material work processes.



- Article 22 The supervisory committee may retain professional institutions such as lawyers, accountant, etc. or other professionals to provide professional opinions in executing its powers and discharging its duties, of which reasonable costs arisen shall be borne by the Company.
- Article 23 The chairman of the supervisory committee shall execute the following powers and discharge the following duties:
1. to convene and chair the meeting of the supervisory committee;
 2. to monitor and supervise the implementation of the resolutions passed by the supervisory committee;
 3. to submit work report to the shareholders' general meeting on behalf of the supervisory committee;
 4. when there is proceedings between the directors, president and the Company, to represent the Company in the proceedings;
 5. to execute other powers and discharge other duties as approved by the shareholders' general meeting or provided in these Articles of Association.
- Article 24 The supervisors enjoy the following rights:
1. to attend and exercise his/her voting powers in the meeting of the supervisory committee;
 2. to regularly or irregularly inspect and review all accounting statements prepared by the board of directors in each financial year;
 3. to attend the board meetings, meetings of the president's office, meetings concerning corporate development planning, annual operating plans, investment plans, financial plans, major investment project feasibility discussions, half-yearly or annual economic activity analysis, annual work conclusion and other important meetings on the development and reform of the Company;
 4. to request the chairman of the supervisory committee to convene the extraordinary meetings with proper purposes and reasons;
 5. to inquire and on-site visit the Company's investment projects, construction projects and subsidiaries;
 6. when executing their powers and discharging their duties, to obtain full assistance without obstruction from all departments and organisations of the Company.
- Article 25 The supervisors shall ensure that the information disclosed shall be true, accurate and complete.
- Article 26 In discharging their duties, the supervisors shall abide with the principle of fiduciary and shall not put himself/herself in a position where the interests and obligations of his/her own and his/her nominators may conflict. The principle includes but not limited to the fulfillment of the following obligations:
1. to treat shareholders of the same class equally and to be fair to shareholders of different classes;
 2. to act honestly in the best interests of the Company;
 3. to exercise powers within, and not to exceed the scope of, his/her authority;
 4. to exercise the discretionary power vested in him/her personally and not to be

manipulated by others; no discretionary powers shall be transferred to other persons without the permission of laws and regulations or the informed consent of the shareholders' general meeting;

5. unless otherwise provided in these Articles of Association or with the approval granted with the informed consent of the shareholders' general meeting, no contract, transaction or arrangement shall be entered into with the Company;
6. no property of the Company shall be used in any manner for private benefit without the informed consent of the shareholders' general meeting;
7. not to use his/her authority to accept bribes or other unlawful income and not to deprive the Company in any manner of its property, including (but not limited to) opportunities beneficial to the Company;
8. not to accept commission in connection with the transactions of the Company without the informed consent of the shareholders' general meeting;
9. to observe these Articles of Association, to perform his/her duties faithfully, to protect the interests of the Company, and not to obtain personal benefits by using his/her position and authority in the Company;
10. not to compete in any way with the Company without the informed consent of the shareholders' general meeting;
11. not to embezzle the funds of the Company or to lend the funds of the Company to others; not to deposit the assets of the Company in accounts opened under his/her own name or the name of other persons; not to use the assets of the Company as security for the liabilities of the shareholders of the Company or other personal liabilities;
12. unless otherwise permitted by the informed consent of the shareholders' general meeting, no confidential information of the Company acquired during his/her term of office shall be disclosed, even the objective is serving the interests of the Company, no such information shall be used; however, such information may be disclosed to a court of law or other governmental supervisory authorities under the following situations:
 - (1) disclosure is provided under the law;
 - (2) disclosure is required in the public interest;
 - (3) disclosure is required in the interests of such supervisor.

Article 27 The supervisors shall not instruct the following persons or bodies ("associates") to do what he/she is prohibited from doing:

1. the spouse or minor children of that supervisor;
2. a trustee of that supervisor or any person referred to in paragraph 1 above;
3. a partner of that supervisor or any person referred to in paragraphs 1 and 2 above;
4. a company in which that supervisor solely or jointly with persons referred to in paragraphs 1, 2 and 3 above or jointly with other directors, supervisors and senior management of the Company have de facto controlling interests;
5. the directors, supervisors, senior management of the controlled company referred to in paragraph 4 above.

Article 28 The fiduciary duties of the supervisors do not necessarily cease upon the expiry of his/her term of office. The obligations to keep the commercial secrets of the Company confidential shall survive the expiry of his/her term of office. The continuance of the other obligations

shall be determined on a fair basis depending on the length of the time between its occurrence and his/her departure from office and the circumstances and conditions under which the relation with the Company was terminated.

- Article 29 The supervisors shall not instruct or interfere in the daily affairs of the Company beyond the scope of power or manner permitted under these Articles of Association and the Rules, and shall not in private raise any requirement for or give any opinion on the works of the functional departments of the Company directly.
- Article 30 Apart from the oral advice given in the formal occasions e.g. meetings, advice of the supervisory committee shall be made to the Company by written resolutions of the supervisory committee.
- Article 31 The supervisors shall seriously participate in the meetings and various activities convened and arranged by the supervisory committee in accordance with their duties as well as the time, place and other particulars specified by the supervisory committee.
- Article 32 If any material damage is caused to the interests of the Company, shareholders or employees as a result of any failure of the supervisors to discharge their duties, the supervisors shall be pursued for responsibilities respectively in accordance with the relevant laws and regulations and the seriousness of errors. The shareholders' general meeting or the nominating party may remove the supervisors from office in accordance with the stipulated procedures. If the case is serious, criminal liability shall be pursued in accordance with law.

Chapter 5 Supervisory Procedure of the Supervisory Committee

Section 1 — Meeting of the Supervisory Committee

- Article 33 The supervisory committee shall convene meetings four times in a year.
- Article 34 The meeting of the supervisory committee shall be convened by the chairman or requested by the supervisors to be convened.
- Article 35 The chairman of the supervisory committee may determine the convening of an extraordinary meeting of the supervisory committee if so requested by the supervisors. If more than one-third of supervisors so request, the chairman of the supervisory committee is obliged to convene the meeting.
- Article 36 Every supervisor shall attend the meeting of the supervisory committee at least once a year. If not, the supervisory committee may request the nominating party to replace such supervisors.
- Article 37 All resolutions in the meeting of the supervisory committee have to be proposed by the chairman of the supervisory committee or the supervisors.
- Article 38 Where the supervisory committee's extraordinary meeting is held upon the proposal of a supervisor, the proposer shall submit the signed proposals to the chairman of the

supervisory committee in writing. The proposals shall include the follows:

1. the name or the description of the proposer;
2. the reasons or the object facts of the proposals;
3. the time, period, place and method of the proposed meeting;
4. the clear and detailed agenda;
5. the date of the proposal, etc.

The agenda shall fall within the scope of the functions and powers of the board of directors stipulated in these Articles of Association, and the resolutions and materials relating to the agenda shall be submitted together.

Article 39 The chairman shall convene the supervisory committee's meeting within three working days upon the receiving of the proposal. If the chairman thinks the agenda is not clear or the content and materials are not sufficient, he/she shall suggest the proposer to make amendments or supplements. If the meeting cannot be held due to the agenda is unclear, it violates the requirements of laws and regulations or these Articles of Association, or the agenda with amendments or supplements are still unclear, the chairman shall make a duly explain to the proposer.

Article 40 The written notice of a supervisory committee's meeting shall be given to all supervisors by hand, by fax, by mail or by other method agreed by the supervisors three days before the date of such meeting. The notice shall state the time, place, agenda of the Company and the issue date of the notice.

Where the notice has given, if the time of the meeting need to be postponed, the place of the meeting need to be changed or the agenda of the meeting increased, decreased or is cancelled, the alternation notice shall be given as soon as possible and explain the matters changed.

In case of emergency where compliance with the above time-frame is not possible, all supervisors may sign a letter to agree and accept convening of a supervisory committee's meeting within a short time or adjust the agenda of the meeting.

Article 41 The chairman of the supervisory committee is responsible for entrusting the relevant departments and persons to prepare the necessary information for the meeting.

Article 42 Whenever necessary, the supervisory committee may invite the chairman and members of the board of directors, the president and other senior management to be present at the meeting.

Article 43 The quorum of the meeting shall be two-thirds of all the supervisors.

The supervisory committee's meeting may be convened by communications facilities, including but not limited to telephone, internet or other similar communication methods. Provided that the attending supervisors are able to hear other supervisors clearly, understand their opinions and communicate with each other, all attending supervisors shall be deemed to have attended the supervisory committee's meeting in person.

Article 44 The supervisors shall attend the meeting of the supervisory committee in person.

If the supervisors are unable to attend the board meeting for reasons, he/she shall review the materials of the meeting and form clear opinions, then he/she may appoint in writing other supervisor to exercise his/her powers in the supervisory committee's meeting on his/her behalf. The written instrument of appointment shall state the supervisor's reasons for the absence, the nominee's name, scope of appointment and authorisation and the appointing director shall sign or seal the written instrument. The acts of the attending supervisors shall be valid if they act within the scope of authority granted to them. Supervisors who are absent from the meeting without reasons and fail to submit written opinions or resolutions are deemed to have agreed to the resolutions passed by the supervisory committee in the meeting.

Article 45 The meetings of the supervisory committee shall be chaired by the chairman of the supervisory committee. In case that the chairman of the supervisory committee is unable or fails to perform his/her duties, a supervisor elected by more than half of the supervisors shall chair the meeting.

Article 46 The resolutions passed in the supervisory committee's meeting shall be in writing. The supervisors attending the meeting and the supervisors appointed to vote shall sign on the resolutions.

Article 47 The supervisory committee shall prepare minutes of meeting for the decision made in relation to the matters considered in the meeting. The supervisors attending the meeting and the secretary of the meeting shall sign on the minutes.

The minutes of meetings of the supervisory committee shall include the following:

1. date and place of the meeting and the name of the convener;
2. names of the supervisors attended in person and names of the supervisors (proxies) who are appointed by others to attend the supervisory committee's meeting;
3. agenda of the meeting;
4. key points of the supervisors' speeches;
5. voting method and results of each of the resolutions. supervisor shall have the right to request for making a certain kind of explanatory record in the minutes in respect of his/her speeches made in the meeting. The minutes of the supervisory committee's meeting, the signatures of the supervisors who attend the meeting and the proxy instrument shall be kept together as the Company's file.

Section 2 — Resolution of the Supervisory Committee

Article 48 The supervisory committee may pass resolutions upon convening the meeting or signing written resolutions. The resolutions passed by the above methods shall be the resolutions of the supervisory committee and shall have the same effect.

- Article 49 The supervisory committee may pass resolutions by signing resolutions in writing on non-material matters. The procedures for formulating the resolutions are as follows:
1. the draft resolutions shall be sent to every supervisor by hand, by fax, by courier or by other method agreed by such supervisor within a reasonable time;
 2. all supervisors shall sign for, against or abstain from voting on the draft resolutions upon receipt;
 3. the signed resolutions shall be sent to the chairman of supervisory committee or other designated persons by hand, by fax, by courier or by other method agreed by such supervisor;
 4. if the supervisors who sign for on the resolution forms the quorum, the draft resolutions shall form resolutions of supervisory committee.
- Article 50 Every supervisor has one vote. There are three kinds of a supervisor's voting, for, against and abstain from voting.
- A supervisor who votes against or abstain from voting shall explain the reasons and the basis; where a supervisor who does not vote or vote more than two intentions at the same time, the moderator or the chairman of the supervisory committee shall require such supervisor to vote again, if he/she rejects to vote, he/she shall be deemed to be abstain from voting.
- Article 51 A resolution shall be valid if passed by more than two-thirds of all the supervisors. The supervisors shall vote in their names for resolutions.
- Article 52 The supervisors are liable for the resolutions passed at the meeting of the supervisory committee. If a resolution of the supervisory committee contravenes the laws and regulations or these Articles of Association causing the Company to sustain losses, the supervisors involved in passing such resolutions shall be liable to indemnify the Company unless the supervisors can prove that they made an objection during the voting and the same has been recorded in the minutes of the meeting.
- Article 53 Supervisors shall monitor the relevant persons to execute the resolutions of the supervisory committee. The chairman of the supervisory committee shall report the execution progress of the passed resolutions in the supervisory committee's meeting afterwards.
- Article 54 The supervisory committee may by resolutions request the board of directors to review and reconsider resolutions which are in breach of the laws, these Articles of Association or which are prejudicial to the interests of the shareholders, the Company and employees. If the board of directors maintains or fails to reconsider the said resolutions, the supervisory committee is obliged to report to the shareholders until the convening of the extraordinary general meeting of the shareholders to resolve the resolutions.

- Article 55 The supervisors and the supervisory committee are not liable to the resolutions passed by the board of directors. If the supervisors or the supervisory committee fails to request the board of directors to review and reconsider the resolutions or report such to the shareholders' general meeting, the supervisors or the supervisory committee shall take responsibility for such breach of duty in accordance with laws.

Section 3 — Lawful Supervision

- Article 56 The supervisory committee shall supervise whether the acts of the directors and senior management are damaging the Company's interests or breaching the laws and regulations and these Articles of Association in discharging their duties.
- Article 57 The supervisory committee shall supervise the decision-making organs of the Company whether they have made decisions in accordance with laws and procedure without regard to the correctness of the decisions made. The supervisory committee shall supervise the executing departments, units and employees of the Company if they have carried out the decisions or not. The supervisory committee shall retain record as proof of assessment.
- Article 58 The supervision of the supervisory committee on the Company's financial position shall consist of ordinary supervision, half-year supervision and annual supervision.
- Article 59 For ordinary supervision, with the assistance of the audit and financial departments of the Company, the supervisory committee may make analyses and review and carry out random checking based on the monthly financial statements, quarterly analysis report, etc. provided by the Company. In case any problem is found, the supervisory committee shall convene a meeting for discussion in a timely manner.
- Article 60 Half year supervision and annual supervision mainly include review of the financial budgets passed in the shareholders' general meetings and the review of the financial statements, working reports and profit distribution plans etc. to be submitted to the shareholders' general meetings by the board of directors. Relevant specific works may be carried out through the audit department of the Company.
- Article 61 The Company shall promptly report to the supervisory committee all matters within the scope of the supervisory committee relating to the decision or implementation of the directors and senior management of the Company and it shall provide the relevant information and materials to the supervisory committee.

Section 4 — Miscellaneous

- Article 62 The files of the supervisory committee, including but not limited to the resolutions of the supervisory committee, the minutes, the resolutions in writing, etc., shall be kept as the Company's files for ten years.
- Article 63 There shall be one secretary in the supervisory committee. The secretary to the supervisory committee shall be responsible for the general administrative back-up works and assisting the supervisory committee to communicate with the board of directors and the management of the Company.

Article 64 The supervisory committee shall establish good communication with the Audit Committee of the board of directors and disciplinary organisation of the Company, sharing information of mutual interest and handling intersecting jobs jointly with them.

Article 65 The Company shall provide the necessary office conditions and operation activity funds to the supervisory committee. Expenditures of the supervisory committees shall be accounted for in accordance with the relevant financial stipulations.

Chapter 6 Supplementary Provisions

Article 66 Otherwise specified in the Rules, the definitions of the words used in the rules are as same as that used in these Articles of Association.

Article 67 When there are matters not mentioned in the Rules or when the Rules are inconsistency with the regulations promulgated or amended from time to time, provisions of the relevant laws, rules and regulations and these Articles of Association shall be implemented.

Article 68 The Rules are the schedule to these Articles of Association. They are drafted, amended and interpreted by the supervisory committee. The Rules and their amendments become effective upon approval by the shareholders' general meeting.