

Rules of Procedures of the Meetings of Supervisory Committee of China International Capital Corporation Limited

Chapter 1 General Provisions

Article 1 In order to ensure the lawful exercise of the right to supervise of the supervisory committee of China International Capital Corporation Limited (the “**Company**”), efficient operation and logical decision-making and enhance the Company’s corporate governance, the rules of procedures of the meeting of supervisory committee of the Company (the “**Rules**”) are formulated in accordance with the *Company Law of the People’s Republic of China* (the “**Company Law**”), *Securities Law of the People’s Republic of China*, the *Guidelines for the Articles of Association of Listed Companies*, the *Code of Corporate Governance for Listed Companies*, *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited* and laws, regulations, regulatory documents, relevant provisions of securities regulatory authorities and the stock exchanges in the places where the Company’s shares are listed (collectively, the “**Relevant Laws and Regulations**”), and the *Articles of Association of China International Capital Corporation Limited* (the “**Articles of Association**”), taking into account the actual situations of the Company.

Article 2 The Company shall establish the supervisory committee which shall be accountable to the shareholders’ general meeting.

Chapter 2 Composition and Duties and Powers of the Supervisory Committee

Section 1 Composition of the Supervisory Committee

Article 3 The supervisory committee shall comprise three (3) to seven (7) supervisors, and the ratio of employee’s representative therein shall not be less than one-third. The supervisory committee shall appoint a chairman of the supervisory committee. The appointment or removal of the chairman of the supervisory committee shall be approved by two-thirds or more of all the supervisors.

Article 4 The chairman of the supervisory committee shall perform the following duties and powers:

- (1) to convene and preside over the meeting of the supervisory committee;
- (2) to coordinate the performance of the duties of the supervisory committee;
- (3) to review and sign the reports and other important documents of the supervisory committee;
- (4) to report to the shareholders’ general meeting on behalf of the supervisory committee;
- (5) to perform other duties and powers as required by the laws, regulations, securities regulatory authorities in the place where the shares of the Company are listed and the Articles of Association, and as authorized by the supervisory committee.

Where the chairman of the supervisory committee is unable to perform his/her duties and powers for certain reasons, the supervisor elected by half or more of all the supervisors shall perform such duties and powers.

Article 5 The supervisory committee or shareholders who individually or jointly hold 3% or more of the total number of shares of the Company may nominate candidates for supervisors representing shareholders. Shareholders' representative sitting on the supervisory committee shall be appointed and removed by the shareholders' general meetings. Employees' representatives sitting on the supervisory committee shall be appointed and removed by employees of the Company via an employees' representative meeting or employees' meeting or other forms of democratic election.

The nominating party shall obtain the consent of the nominee before nominating the candidate for a shareholders' representative sitting on the supervisory committee, and shall gather information from the candidate about his occupation, educational background, qualification, detailed work experience, all concurrent posts, etc., and provide such information to the Company in writing.

Where the number of directors elected by any one of the shareholders of the Company accounts for half or more of the members of the board of directors, the number of supervisors elected by such shareholder shall not be more than one-third of the members of the supervisory committee.

Article 6 The term of office of a supervisor shall be three (3) years and he may serve consecutive terms if re-elected.

Where no new appointment is made upon expiration of the term of office of a supervisor or a supervisor tenders his resignation during his term of office resulting in the number of members of the supervisory committee being less than a quorum, the original supervisor shall continue to perform his duties as a supervisor in accordance with laws, regulations and the Articles of Association.

Article 7 A supervisor may resign before the expiration of his term of office. The provisions on the resignation of directors in the Articles of Association also apply to supervisors.

Article 8 If a supervisor is removed by the shareholders' general meetings before the expiration of his term of office, an explanation shall be provided. The supervisor being removed shall have the right to be heard at the shareholders' general meeting, the securities regulatory authorities of the State Council or its branches.

Article 9 The supervisory committee shall set up an office which is responsible for preparation of the meeting of the supervisory committee, documents, minutes of the meeting, and other ordinary business of the supervisory committee.

The chairman of the supervisory committee may ask the Company's representative of securities affairs or other personnel to assist him/her in the daily affairs of the supervisory committee.

Section 2 Duties and Powers of the Supervisory Committee

Article 10 The supervisory committee shall be accountable to the shareholders' general meeting, and shall exercise the following functions and powers in accordance with the law:

- (1) to examine the financial affairs of the Company;
- (2) to supervise the performance of directors and members of senior management of their duties and propose the removal of directors or members of senior management who violate relevant laws, regulations and the Articles of Association or the resolutions of the shareholders' general meetings;
- (3) where any director or member of senior management violates laws, regulations or the Articles of Association and jeopardizes the interests of the Company, shareholders or clients, the supervisory committee shall request the director or member of senior management to make rectifications within a prescribed time limit; if the damages are serious or the director or member of senior management fails to make rectifications within the prescribed time limit, the supervisory committee shall propose the holding of a shareholders' general meeting, and put forward a specific proposal to the shareholders' general meeting;
- (4) to propose to convene an extraordinary shareholders' general meeting, convene and preside over shareholders' general meeting when the board of directors fails to convene and preside over such a meeting;
- (5) to submit proposals to the shareholders' general meetings;
- (6) to initiate legal proceedings against any director or member of senior management in accordance with the Company Law;
- (7) to review the financial reports, profits distribution plan and other financial materials to be submitted by the board of directors at the shareholders' general meeting, to conduct investigation if any problems or irregularities are identified in the business operations are discovered and, may engage an accountancy firm, law firm and other professional institutions to assist in the investigation if necessary, the reasonable expenses incurred shall be borne by the Company;
- (8) to review the regular reports of the Company prepared by the board of directors and submit written comments thereto;
- (9) to perform other powers and duties as required by Relevant Laws and Regulations, the Articles of Association or authorized by the shareholders' general meeting.

The supervisory committee shall directly report to the securities regulatory authorities of the State Council or its branch office regarding major violation of laws and regulations by the board of directors or members of senior management.

Supervisors may attend meetings of the board of directors and query resolutions of the board of directors or give suggestions.

Reasonable expenses incurred by the supervisory committee in connection with exercise of its duties and powers to engage professionals such as lawyers, certified public accountants or practising auditors shall be borne by the Company.

Article 11 Supervisors have the right to be informed of the conditions of the Company's operation and to assume the corresponding obligation of confidentiality. The Company shall take measures to safeguard supervisors' access to information and facilitate the supervisors' performance of their duties.

The Company shall submit its internal audit reports, compliance reports, monthly or quarterly financial accounting reports, annual financial accounting reports and other significant matters to the supervisory committee in a timely manner.

Article 12 The supervisory committee may require the Company's directors, members of senior management and other related personnel to attend meetings of the supervisory committee to answer questions.

When the supervisory committee investigates the conduct of directors and members of senior management of the Company on their performance of duties, it may inquire the directors, members of senior management and other persons of the Company about relevant information, and such directors, members of senior management and other persons of the Company shall provide assistance.

Chapter 3 Procedures for Convening Supervisory Committee Meetings

Section 1 Means of Convening Meeting

Article 13 The chairman of the supervisory committee shall convene and preside over the meetings of the supervisory committee. Where the chairman of the supervisory committee is unable or fails to perform his duties or the position is vacant, a supervisor appointed by half or more of all the supervisors shall convene and preside over the meetings of the supervisory committee.

Article 14 Meetings of the supervisory committee shall be held at least once every six (6) months. Notice of such meetings shall be given in writing to each supervisor ten (10) days before the meeting is convened. The required period of notice may be waived upon unanimous consent of all the supervisors in writing.

Article 15 Supervisors may propose to hold an extraordinary meeting of the supervisory committee. The supervisory committee shall hold an extraordinary meeting within ten (10) days, if:

- (1) any supervisor proposes to hold such meeting;
- (2) the shareholders' general meeting or the meeting of the board of directors passes any resolution that violates provisions and requirements of laws and regulations, the Articles of Association, the resolutions of the shareholders' general meeting or any other relevant provisions;
- (3) any director or senior management has acted improperly, and such misconduct may lead to serious damage to the Company or serious repercussions in the market;
- (4) a legal proceeding is initiated against the Company or any of its directors, supervisors or senior management by any shareholder;
- (5) the Company or any of its directors, supervisors or senior management is punished by the securities regulatory authorities or denounced in public by the stock exchanges in the places where the Company's shares are listed;
- (6) required by the securities regulatory authorities;
- (7) under other circumstances specified in the Articles of Association.

Notice of such meetings shall be given to each supervisor five (5) days before the meeting is convened. In urgent cases where there is a need to convene an extraordinary meeting of the supervisory committee as soon as possible, the notice convening the meeting may be given at any time, and the convener shall make an explanatory statement at the meeting.

Section 2 Notice of Meeting and Communications before Meeting

Article 16 A notice of meeting shall be served to all supervisors and other attendees prior to the convening of the supervisory committee meeting. The convener shall be responsible for signing and dispatch of the notice of meeting, which shall contain the followings in general:

- (1) venue, time and manner of the meeting;
- (2) convener of the meeting;
- (3) duration of the meeting;
- (4) agenda and proposals of the meeting;
- (5) the date of notice; and

- (6) the name and contact information of the contact person of the meeting.

If the meeting is not convened by the chairman of the supervisory committee, the convener shall explain the relevant situations and state the basis of convening the meeting of the supervisory committee.

Article 17 The notice of meeting of the supervisory committee shall be given in the following ways:

- (1) the notice shall be given in writing in principle, such notice may be given via telephone or verbal communications in time-critical situation and followed by a written notice thereafter;
- (2) such notice may be given by personal delivery, registered mail, facsimile, email or other means;
- (3) if a notice of meeting is delivered in person, the recipient shall sign (or affix a seal) on the service return receipt. The notice shall be deemed to be served on the date of signing. If the notice of meeting is delivered by registered mail, it shall be deemed to be served two business days after the notice is delivered for mailing. If the notice of meeting is delivered by facsimile or email, it shall be deemed to be served on the date of sending.

Article 18 Each attendee shall notify the office or the contact person of the meeting his intention of attending the meeting as soon as possible upon receipt of the notice of meeting.

A supervisor attended the meeting shall be deemed to be served the notice no matter he has received the notice or not.

Article 19 If any notice of meeting is not given to any person entitled to receive such notice inadvertently or such person does not receive a notice of meeting, the meeting and the resolution adopted therein shall not become invalid.

Article 20 During the period from the date of the notice of meeting to the date of the meeting, the office shall be responsible for organizing and arranging the communication and liaison with the supervisors. The office shall collect opinions or recommendations on proposals from such supervisors who wish to express their opinions or recommendations on such proposals for supplementing the proposals.

Section 3 Attending the Meeting in Person or by Proxy

Article 21 Supervisors shall attend the meetings of the supervisory committee in person. Where a supervisor is unable to attend, the supervisor may authorize another supervisor, by a notice in writing (proxy notice), to attend the meeting on his behalf. Such proxy notice shall state the scope of authorization.

Where a supervisor neither attends the meeting nor appoints a proxy, it shall be deemed as a waiver of voting rights at that meeting.

Article 22 A meeting of the supervisory committee shall be convened by way of physical meeting, videoconference or teleconference in principle. If physical meeting, videoconference, or teleconference cannot be held due to special reasons such as emergencies, force majeure, etc., in circumstances where opinions of supervisors are sufficiently conveyed, an extraordinary meeting of the supervisory committee may, with the approval of the convener (moderator) and the proposer, adopt the form of deliberation in writing to make resolutions.

Where a meeting of the supervisory committee is held via video or telephone, it shall be ensured that supervisors at the meeting can hear others clearly and communicate with others in ordinary manner.

Article 23 No meeting of the supervisory committee may be held unless over half of the supervisors are present.

The secretary to the board of directors and the representative of securities affairs shall attend the meeting of the supervisory committee as non-voting delegates.

Article 24 If a supervisor attending a meeting of the supervisory committee intends to leave during the meeting, he shall explain and ask for leave from the chairman of the meeting. Such supervisor may exercise his voting right before leaving the meeting, provided that he has carefully reviewed the proposals and other materials, or delegate any other supervisor to exercise his voting rights in respect of the remaining proposals in writing; and if the supervisor does not exercise his voting right nor delegate accordingly, such supervisor shall be deemed to have waived his voting right in respect of the remaining proposals.

Chapter 4 Procedures for the Meetings of the Supervisory Committee

Section 1 Submission and Solicitation of Proposals

Article 25 A supervisor may submit proposals to the supervisory committee.

Article 26 The office is responsible for solicitation of proposals to be considered at the meetings, each person who raises the proposals shall submit the proposals and related explanatory materials within a reasonable period before convening such meetings. After organizing such relevant material, the office shall specify the venue, time and agenda of the supervisory committee meetings, and submitted to the chairman of the supervisory committee.

Section 2 Consideration at the Meeting

Article 27 The chairperson of the meeting shall declare the commencement of the meeting at the prescribed time. After the meeting officially begins, the chairperson shall announce the agenda at first.

Article 28 The supervisory committee meeting shall consider and discuss the each proposal separately.

Article 29 When the supervisory committee meeting is considering relevant proposals and reports, it may require the directors, members of senior management, the internal and external auditors, the relevant departments or personnel to attend the meeting, to give necessary explanations of the relevant matters, and to answer the questions which the supervisory committee is concerned with.

Article 30 Supervisors may deliver opinions on each proposal, attendee who requests to speak at the meeting shall obtain consent from the chairperson of the meeting.

Section 3 Voting and Resolutions of the meeting

Article 31 Each supervisor shall have one vote.

A resolution of the supervisory committee shall be passed by two-thirds or more of all the supervisors.

The supervisor who is related to or holds other material stakes in matters discussed by a meeting of the supervisory committee shall not exercise his own, or represent other supervisors in exercising voting rights in respect of such matters. A meeting of the supervisory committee may be held with the presence of two-thirds or more of all the supervisors who holds no material stakes. A resolution adopted at such a meeting shall be passed by two-thirds or more of all the supervisors who holds no material stakes. Whether a supervisor is related to or holds any other material stakes in matters discussed by the meeting of the supervisory committee shall be determined in accordance with the Relevant Laws and Regulations or the Articles of Association.

Article 32 The voting methods at a meeting of the supervisory committee are as follows: vote by poll in writing or vote by a show of hands (or voice vote). Each supervisor has one voting right.

Article 33 The chairman of the supervisory committee shall announce if a resolution is passed at the meeting of the supervisory committee in accordance with the voting results. The voting results of the resolution shall be recorded in the minutes of the meeting.

Article 34 The supervisory committee shall consider the proposals submitted by each supervisor. Supervisors shall sign the resolutions of the supervisory committee and take responsibilities for such resolutions.

Article 35 In principle, the supervisory committee shall not consider the ad hoc proposals which are not set out in the notice of meeting, nor make resolution on the issues not included motions. If any ad hoc proposal should be considered and resolved at the meeting in case of emergency, the chairman of the meeting shall conduct a vote on submission of the proposal to the meeting, and it may only be considered with the consent of more than half of all the supervisors. If a resolution is required, and the supervisor who presents on other supervisor's behalf has not received specific voting instructions from the appointing supervisor to vote on the newly added proposals before voting, the vote casted thereof by the proxy on the newly added proposals shall not be valid.

Section 4 Minutes of Meeting and Announcement

Article 36 The supervisory committee shall prepare minutes of the meetings of the supervisory committee. The minutes of the supervisory committee meetings shall be served as formal record of the resolutions considered at the supervisory committee meetings. The office shall be responsible for arranging the preparation of the minutes of the supervisory committee meetings. Such minutes shall include the following details:

- (1) number of session, venue, manner and time of the meeting, and name of the convener and chairman;
- (2) despatch of notice of the meeting;
- (3) names of the supervisors present at the meeting, and names of appointing supervisors and the supervisors appointed as proxy (proxies);
- (4) agenda of the meeting;
- (5) key points of supervisors' speeches (the written opinion of the supervisors shall prevail at the meeting conducted by way of written resolutions);
- (6) voting method and results of each proposal (the number of votes voting in favor of, against, or abstain from voting); and
- (7) other matters supervisors attending the meeting considered necessary to be included.

Article 37 The minutes of the meetings of the supervisory committee shall be signed by the supervisors and the recorder present at the meeting.

Supervisors are entitled to require explanatory records of their comments made at that meeting in the minutes. When necessary, the supervisors shall report to the regulatory department in time, and may issue a public statement.

If a supervisor neither signs according to the provisions of the preceding paragraph, nor does he or she make a written statement or report to the regulatory department or issue a public statement for his or her disagreement, he or she will be deemed fully agreeing with the contents of the minutes of the supervisory committee meeting.

The files of meetings of the supervisory committee, including meeting notice and materials, the power of attorney authorizing proxies of supervisors to attend the meeting, meeting recordings, voting ballots, minutes signed by supervisors present, meeting resolutions and announcements of resolutions, etc. shall be kept for at least twenty (20) years from the date of the meeting.

Article 38 Announcement of the resolutions of the supervisory committee shall be dealt with by the secretary to the board of directors in accordance with the relevant provisions of securities regulatory authorities in the places where the Company's shares are listed. Before the announcement of the resolutions is disclosed, the supervisors that have attended the meeting, any non-voting participant, and the persons that take notes and provide services shall keep confidential the content of the resolutions.

Chapter 5 Supplementary Provisions

Article 39 Unless otherwise specified, the terms used in the Rules shall have the same meanings as those defined in the Articles of Association.

Article 40 These Rules and its amendments are formulated by the supervisory committee and shall become effective upon consideration and approval of the shareholders' general meeting. Any changes or amendments to the Rules shall be approved by the shareholders' general meeting by way of ordinary resolution.

Article 41 Where any matters not covered by the Rules or in the event of contravention with the laws, regulations, regulatory documents, relevant provisions of securities regulatory authorities and the stock exchange in the places where the Company's shares are listed or the Articles of Association promulgated or amended after the Rules become effective, such laws, regulations, regulatory documents, relevant provisions of securities regulatory authorities and the stock exchange in the places where the Company's shares are listed or the Articles of Association shall prevail.

Article 42 The terms "or more", "at least", "before" as mentioned herein shall include the figures listed; "over", "more than", "less than", "lower" shall not include the figures listed.

Article 43 The authority of interpretation of the Rules shall be vested with the supervisory committee.