

**Rules of Procedures for the Board of Supervisors of Industrial  
and Commercial Bank of China Limited**

**May 25, 2009**

**Revised at the Annual General Meeting for the Year 2008 of Industrial  
and Commercial Bank of China Limited**

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

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# **Rules of Procedures for the Board of Supervisors of Industrial and Commercial Bank of China Limited**

## **Chapter I General Provisions**

- Article 1 In order to guarantee that the Board of Supervisors of Industrial and Commercial Bank of China Limited (hereinafter the “Bank”) would exercise its functions and powers independently in accordance with laws, to ensure that the Board of Supervisors would operate efficiently on the standard basis and make decisions rationally, and to improve the governance structures of the Bank, these Rules are formulated pursuant to *the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Law of the People’s Republic of China on Commercial Banks, the Standards for the Governance of Listed Companies, the Listing Rules of Shanghai Stock Exchange, the Articles of Association of Industrial and Commercial Bank of China Limited* (hereinafter the “Articles of Association”) and other relevant laws, regulations and regulatory documents as well as the actual conditions of the Bank.
- Article 2 The Board of Supervisors is a supervisory organ of the Bank, reporting to the shareholders’ general meeting, supervising the performance of duties by the financial department, the Board of Directors, the senior management and its members of the Bank and preventing them from abusing powers so as to safeguard the legitimate interests of the Bank, its shareholders and the staff.
- Article 3 The Board of Supervisors shall lawfully have the right to know, the right to propose and the right to report conferred by laws and regulations. The Bank shall take measures to protect the supervisors’ rights to know, and provide the Board of Supervisors with relevant information and materials, so as to enable the Board of Supervisors to conduct effective supervision, inspection

and evaluation of the financial status, risk control and management situation of the Bank. The Board of Supervisors may make proposals to the Board of Directors and senior officers, and report to the shareholders' general meeting as necessary.

## **Chapter II Composition, Functions and Powers of the Board of Supervisors**

### **Section 1 Composition of the Board of Supervisors**

Article 4 The Board of Supervisors shall be composed of five to seven supervisors, including supervisors from the shareholder representatives, external supervisors and those from the staff representatives, wherein the supervisors from the staff of the Bank shall be no less than one third of all and the external supervisors shall be no less than two members.

Article 5 The Board of Supervisors shall have a chairman who can be elected or dismissed by two-thirds or more members of the Board of Supervisors.

The chairman shall be a full-time officer with professional knowledge and working experiences at least in one of the fields of accounting, auditing, finance or law.

Article 6 The supervisors representing the shareholders and external supervisors shall be elected or dismissed by the shareholders' general meeting. The supervisors representing the staff shall be elected and dismissed democratically by the staff of the Bank.

The directors and senior officers of the Bank may not concurrently serve as supervisors.

Article 7 The Board of Supervisors shall have a supervision committee. The Board of

Supervisors may set up other special committees and adjust the existing special committee whenever necessary. A special committee shall perform its tasks according to the authorization by the Board of Supervisors and be responsible to the Board of Supervisors.

The regulations for and responsibilities of the supervision committee shall be formulated by the Board of Supervisors otherwise. The supervision committee may engage intermediary institutions in providing professional consultation and the relevant expenses reasonably incurred shall be borne by the Bank.

Article 8 There shall be an office under the Board of Supervisors as its routine administrative body. This office is assigned by the Board of Supervisors to supervise and inspect matters such as corporate governance, financial activities, risk management and internal control of the Bank and shall be responsible for making preparations for meetings of the Board of Supervisors and its special committees and for preparing documents in relation to such meetings and taking minutes of such meetings.

The staff appointed for the administrative office shall possess professional knowledge so as to ensure the performance of duties of the Board of Supervisors.

## **Section 2 Functions and Powers of the Board of Supervisors**

Article 9 The Board of Supervisors shall exercise the following functions and powers:

- (i) to supervise the fulfillment of duties of the directors and senior officers, and to interrogate directors and the senior management;
- (ii) to supervise the fulfillment of duties by the Board of Directors and the senior management;
- (iii) to demand the directors and senior officers to rectify their conducts

that damage the interests of the Bank;

- (iv) to make proposals to dismiss the directors and senior officers in violation of laws, regulations, rules, the Articles of Associations of the Bank or the resolutions of the shareholders' general meetings, or to lodge a complaint according to law;
- (v) to audit the directors and senior officers on demand when they leave their positions;
- (vi) to inspect and supervise the financial affairs of the Bank;
- (vii) to check and inspect the financial information, such as financial report, business report, and plans for distribution of profits, which the Board of Directors intends to submit to the shareholders' general meeting, and to authorize, in the Bank's name, certified public accountants and practicing auditors to assist in reviewing such information in case of any doubt arising in respect thereof;
- (viii) to inspect and supervise the business decision-making, risk management and internal control of the Bank, and to guide the internal audit department of the Bank in its work;
- (ix) to formulate performance evaluation measures of supervisors and to conduct the performance evaluation on supervisors, and to report to the shareholders' general meeting for approval;
- (x) to put forward proposals to the shareholders' general meeting;
- (xi) to propose to convene a shareholders' interim general meeting, or to convene and preside over such a meeting where the Board of Directors fails to perform the duties to convene the meeting;
- (xii) to propose to convene an interim meeting of the Board of Directors;
- (xiii) other functions and powers as stipulated laws, administrative

regulations, rules and the Articles of Association of the Bank, or as authorized by the shareholders' general meetings.

Article 10 The Board of Supervisors shall report to the shareholders' general meetings on its work in the preceding year. Such report shall cover:

- (i) convening of the meetings of Board of Supervisors;
- (ii) reviewing of the Bank's financial affairs;
- (iii) compliance with the relevant laws, regulations, other regulatory documents, the Articles of Association and the resolutions of the shareholders' general meetings, and performance of duties by the Board of Directors, senior management and its members of the Bank;
- (iv) other matters that shall be reported to the shareholders' general meeting in the opinion of the Board of Supervisors.

Article 11 The Board of Directors shall accept the supervision by the Board of Supervisors and shall not obstruct the Board of Supervisors from conducting inspecting and auditing activities according to its functions and powers.

Article 12 The relevant documents and materials on major decisions of operation, financial status and operation and management shall be sent to the Board of Supervisors. Relevant information management systems and files shall be made accessible to for the Board of Supervisors and the notices of relevant meetings shall be sent to the same.

Article 13 The president and other senior officers shall faithfully report to the Board of Supervisors regularly or upon the request of the Board of Supervisors on operation results, major contracts, financial status, risk status, business prospect and major events, etc. of the Bank.

Article 14 The results of the audit conducted by the internal auditing department of the Bank in respect of the internal functional departments and their branches shall be sent to the Board of Supervisors in a timely and comprehensive

manner. The Board of Supervisors shall have right to request the Board of Directors or the internal auditing department to provide explanations in case of any doubt arising in respect of the audit results from the internal auditing department.

Article 15 The plan for distribution of profits drawn up by the Board of Directors shall be submitted to the Board of Supervisors. The Board of Supervisors shall deliver its opinions within five working days. Where the Board of Supervisors fails to deliver its opinions within the specified period, it shall be deemed that the plan has been approved thereby.

Article 16 Where the Board of Supervisors discovers that the Board of Directors and the senior management fail to implement prudent accounting principle, to strictly check income, or to withdraw sufficient assets depreciation reserves, the Board of Supervisors shall order them to rectify the above.

The Board of Supervisors shall interrogate the Board of Directors or the senior management when discovering the exceptional business fluctuation of the Bank.

Article 17 Where the Board of Supervisors discovers that the Board of Directors, the senior management and its members have violated laws, regulations, other regulatory documents and the Articles of Association of the Bank, the Board of Supervisors shall propose the punishment to be imposed on the relevant personnel and timely issue the notice requiring rectification to be implemented within the specified period. The Board of Directors or the senior management shall timely carry out the punishment or rectification and report the results in writing to the Board of Supervisors. Where the Board of Directors and the senior management refuse or delay the implementation of punishment or rectification, the Board of Supervisors may notify the Board of Directors or the shareholders' general meeting, or report to the securities regulatory authorities and other relevant authorities directly.

Article 18 The Board of Supervisors, in the exercise of its functions and powers, shall have the right to obtain the information and materials from the relevant personnel and departments of the Bank, who shall provide their cooperation.

All the reasonable fees incurred in respect of the employment of professionals such as lawyers, certified public accountants or practicing auditors who are engaged by the Board of Supervisors in the exercise of its functions and powers shall be borne by the Bank.

### **Chapter III Procedures for Convening the Meetings of the Board of Supervisors**

#### **Section 1 Manners of Convening the Meetings**

Article 19 The Board of Supervisors shall make resolutions at the meeting thereof. The meetings shall consist of regular meetings and interim meetings.

Article 20 The regular meetings of the Board of Supervisors shall be convened at least four times a year. The meetings shall be convened prior to the disclosure of the regular reports of the Bank.

The matters examined by the regular meetings of the Board of Supervisors shall include:

- (i) the annual report, the biannual report and other regular reports of the Bank;
- (ii) the preliminary and final budgets of the Bank;
- (iii) the profit distribution and loss recovery proposals;
- (iv) the supervisory opinions on the performance of duties by the Board of Directors, the senior management and its members of the Bank;

- (v) the work report of the Board of Supervisors;
- (vi) the work plan of the Board of Supervisors.
- (vii) other matters according to relevant laws, regulations, other regulatory documents and Articles of Association of the Bank.

All or part of the above matters may be examined by each regular meeting of the Board of Supervisors, and other new matters may be added as necessary.

Article 21 An interim meeting of the Board of Supervisors shall be convened and presided over by the Chairman within ten days if any of the following circumstances occurs:

- (i) where the chairman of the Board of Supervisors deems it necessary;
- (ii) where more than one-third of the supervisors propose in their joint names;
- (iii) where all external supervisors propose;
- (iv) where resolutions violating laws, regulations, rules, various orders and requirements of the regulatory authorities, the Articles of Association of the Bank, resolutions made by the shareholders' general meeting and other relevant resolutions are approved by the shareholders' general meeting and the meeting of the Board of Directors;
- (v) where the misconducts of the directors or the senior management will seriously damage the interests of the Bank;
- (vi) where an action is brought against the Bank, directors, supervisors or the senior management by shareholders;
- (vii) where the Bank, directors, supervisors or the senior management are punished by the securities regulatory authorities or publicly condemned by stock exchanges;

- (viii) where it is requested by the securities regulatory authorities;
- (ix) where other circumstances provided by laws, regulations, regulatory documents and the Articles of Association of the Bank occur.

Article 22 Where an interim meeting is proposed by the supervisors, a written proposal executed by the above supervisors shall be submitted, through the administrative office of the Board of Supervisors or directly, to the chairman. The written proposal shall include:

- (i) the names of the supervisors who make the proposals;
- (ii) the reasons and objective grounds for the proposals;
- (iii) the date or duration, place and form;
- (iv) the definite and specific proposals;
- (v) the contact information of the above supervisors and proposed date;

The administrative office shall issue the notice for the interim meeting of the Board of Supervisors within three days after the office or the chairman receives the supervisor's written proposal.

If the office fails to issue such notice, the above supervisors shall report to the regulatory authorities.

## **Section 2 Initiation and Collection of Proposals**

Article 23 The Board of Supervisors shall examine the proposal put forward by any supervisors.

Article 24 The office of the Board of Supervisors shall be responsible for collecting the proposals from all supervisors prior to sending the notice of convening the regular meeting of the Board of Supervisors. The relevant proposers shall submit the proposals and explanatory materials fifteen days prior to the date of the meeting. The office shall prepare the proposals and list the place, time

and agenda of the meeting, and submit to the chairman of the Board of Supervisors.

### **Section 3 Notice of and Communication before Meetings**

Article 25 Written notices affixed with the seal of the office of the Board of Supervisors for the regular or interim meetings of the Board of Supervisors shall be served to all supervisors ten or five days respectively prior to the date of the meeting. Where the interim meeting shall be convened as soon as possible as emergency occurs , the office shall not be bound by the preceding paragraph and may send the notice at any time in the form of oral notice or through telephone. The convener shall make relevant explanations at the meeting.

Article 26 The written notice for the meeting of the Board of Supervisors shall include:

- (i) the place and date of the meeting;
- (ii) the matters to be examined (proposals);
- (iii) the convener and presider of the meeting, proposer and the written proposal;
- (iv) the date of sending notice;
- (v) the contact person and contact method.

Oral notice shall include the items (i) and (ii) at least, and the explanation of convening the meeting as emergency occurs.

Article 27 The meetings of the Board of Supervisors shall be noticed according to the following requirements and manners:

- (i) The notice of the meeting of the Board of Supervisors may be served by courier, fax or registered mail.
- (ii) If the notice of the meeting is sent by courier, the date when the recipient signs or stamps to acknowledge receipt of the same shall be

regarded as the date of service of the notice. If the notice of the meeting is sent by fax, the date of sending the fax shall be regarded as the date of service, which is namely the date on the fax sheet. If the notice of the meeting is sent by way of registered mail, the fifth working day since sending shall be regarded as the date of service. If the notice is not sent by courier, it shall be confirmed through telephone and also make record.

Article 28 Any supervisor may waive his right to demand the notice of the meeting.

If a supervisor has attended the meeting and presents no opinion that he (or she) has not received the notice prior to or at the meeting, it shall be deemed that the notice has been served to the same supervisor.

Each attendee shall notify the office of the Board of Supervisors as soon as possible whether he (or she) attends the meeting.

Article 29 Where more than two external supervisors are of the opinion that the information in respect of a specific motion is insufficient to allow judgment to be made, or the motion is not convincing, they may in their joint name propose to postpone the examination of such a motion, and the Board of Supervisors shall adopt such a proposal.

Article 30 Before the meeting, the administrative office of the Board of Supervisors shall be responsible for or arrange for the communication and liaison with all supervisors, to seek for their opinions or suggestions in respect of the proposals of the meeting, so as to perfect these proposals.

#### **Section 4 Presence at the Meetings**

Article 31 A meeting of the Board of Supervisors shall be validly convened by the presence of not less than two-thirds of all supervisors.

Article 32 A supervisors shall be personally present at the supervisors' meetings. If for

any reason a supervisor is unable to attend the meeting, he (or she) shall by written authorization appoint another supervisor to act as his (or her) proxy to attend the meeting. An external supervisor shall appoint another external supervisor to act as his (or her) proxy to attend the meeting. A power of attorney shall state the name of the proxy, the scope of the authorization, the authority of the proxy and the period of validity, and also be signed or affixed by the principal.

Where a supervisor appoints another supervisor to act as his (or her) proxy to attend the meeting, the principal shall be accountable for the decisions made by the proxy within the scope of the authorization.

Article 33 In the event that a supervisor does not present at two consecutive meetings of the Board of Supervisors without appointing a proxy to attend on his (her) behalf, he (or she) shall be deemed to be unable to perform his duties. The Board of Supervisors shall propose the shareholders' general meeting or staff to remove the supervisor democratically.

An external supervisor shall work for the Bank at least fifteen working days in one year. An external supervisor may appoint another external supervisor to act as his (or her) proxy to attend the meeting of the Board of Supervisors. An external supervisor shall personally present at not less than two-third of all meetings of Board of Supervisors in one year. Where a external supervisor present less than two-third meetings in one year or does not present at two consecutive meetings without appointing another external supervisor to act as his (or her) proxy to attend the meetings, the Board of Supervisors shall propose the shareholders' general meeting that the supervisor be removed.

Article 34 Where a presenting supervisor withdraws from the meeting of the Board of Supervisors at midway, he (or she) shall explain the reason to the presider and ask for leave. As to voting right to the remaining proposals, the supervisor may appoint another supervisor to exercise the right by written

authorization. The supervisor shall be deemed to have abstained from voting right to the remaining proposals if he (or she) fails to appoint another supervisor as his (or her) proxy.

Where a presenting supervisor withdraws from the meeting at midway, the supervisor shall be deemed not to attend the meeting personally when calculating number of the presenting supervisors according to preceding Article 33.

## **Section 5      Convening of Meetings**

Article 35      A meeting of the Board of Supervisors shall be convened and presided over by the chairman of the Board of Supervisors. If the chairman is unable or does not perform his (or her) duties, the meeting shall be presided over by a director jointly recommended by half or more of the directors.

Upon the expiry of the term of office of the Board of Supervisors and the re-election of the new supervisors by the shareholders' general meeting, the supervisor who obtains the largest number of approval votes at such re-election (if more than one, one shall be chosen amongst them) shall chair such meeting, at which the chairman of the new Board of Supervisors shall be elected.

Article 36      A meeting of Board of Supervisors may be held by way of on-site meeting, video meeting and signing written resolutions one by one. The way of holding meeting by signing written resolutions one by one means that the proposals shall be sent respectively or sent one by one for examining. A regular meeting shall not be held by way of signing written resolutions one by one.

Where a meeting of the Board of Supervisors is held by way of teleconference or videoconference, it shall guarantee that the attending supervisors are able to hear clearly the supervisor who speaks at the meeting

and communicate amongst them. The meetings by these ways shall be recorded or video-recorded.

Article 37 The presider of the meeting shall declare the commencement of the meeting as scheduled. The supervisors in presence shall reach an agreement on the agenda of the meeting thereafter.

Where an agreement is reached in respect of the agenda of the meeting by the supervisors presenting at the meeting, the presider of the meeting shall direct the proposals to be examined one by one.

Article 38 In reviewing the relevant proposals and reports, the meeting of the Board of Supervisors' may require the directors, the president and other senior management, internal and external auditors to attend the meeting to give necessary explanations to the relevant matters, and to answer the questions which the Board of Supervisors is concerned with.

## **Section 6 Voting, Resolutions and Minutes of the Meetings**

Article 39 In reviewing the proposals at the meeting of Board of Supervisors, all attending supervisors shall deliver their opinions in respect of approval or objection to such proposals or abstention from voting. Each supervisor shall have one vote.

The supervisors who are acting as proxies of others shall exercise the rights of voting within the authorization. Where a supervisor does not present at a supervisors' meeting and fails to appoint a proxy to act on his behalf, such a supervisor shall be deemed to have waived his (or her) right to vote at the meeting.

Article 40 In principle, resolutions shall be made on the matters examined at the supervisors' meeting. No resolution shall be effective unless approved by more than two-thirds of all supervisors.

Article 41 The Board of Supervisors shall not examine the temporary proposals which are not listed in the notice of the meeting and shall not make resolutions on the matters which are not within the agenda. Where a temporary motion shall be examined at the meeting upon emergency, the presider of the meeting shall direct the temporary proposals to be decided for examining or not. No temporary proposals shall be examined unless approved by more than two-thirds of all supervisors. The vote of proxies shall not be effective if the proxies fail to obtain prior authorization in respect to the temporary proposals, unless the principal has stated similar authorization in the power of attorney.

Article 42 Resolutions of the Board of Supervisors shall be decided on show of hands and open vote. All attending supervisors shall deliver their opinions in respect of approval or objection to such proposals or abstention from voting. The voting results shall be counted by the staff on the site, declared by the presider and recorded for files.

Article 43 Where a meeting of the Board of Supervisors is held by way of teleconference or videoconference. In the event that the attending supervisors are unable to sign for the resolutions on site, they shall express their opinions orally during the meeting and shall complete the signing procedures as soon as practicable. Voting orally by supervisors shall have the same legal effect as signing for the resolutions. The voting orally shall be in consistent with signing for the resolutions. In case of any discrepancy between the signing for the resolutions and voting orally, the voting orally shall prevail.

If the Board of Supervisors meeting is held by means of adoption of written resolutions, each supervisor or his proxy shall express their opinions as affirmative, negative or abstained in writing. Once the number of supervisors who express affirmative opinion reaches the quorum as required under the Articles of Association of the Bank, the content of the proposal shall become a resolution of the Board of Supervisors.

The statistical results of the resolutions made by the administrative office shall be reviewed and executed by the chairman and then sent to each supervisor within five days.

Article 44 Detailed minutes of a supervisors' meeting shall be recorded as proof of the resolutions on the matters examined at the meeting. The meeting of the Board of Supervisors may be recorded entirely as necessary.

The minutes of the meeting shall state the following items:

- (i) the number, date and place of the meeting;
- (ii) the convener and presider of the meeting;
- (iii) the names of the attending supervisors and names of the principals and proxies who have fulfilled the necessary procedures for attending the meeting;
- (iv) the proposals of the meeting, main points of each supervisor's speech ( where the meeting is held by the way of signing written resolutions one by one, the written opinions of the supervisors shall prevail);
- (v) the methods of voting for each matter to be examined and the voting result (the result shall state the number of votes for approval or objection to the motion or abstention).
- (vi) other items the Board of Supervisors deems to be stated

The administrative office of the Board of Supervisors shall designate staff to arrange for the matters examined at the meeting to be recorded. The minutes of each meeting shall be provided to the attending supervisors for review within five days after the meeting ends. Where a supervisor requests the minutes to be amended or made up, the supervisor shall provide his (or her) opinions of amendment in writing within one week upon receipt of the minutes. After the minutes is finalized, attending supervisors or the proxies and the minutes-taking staff shall sign the minutes of that meeting. A supervisor shall have the right to request his (or her) reservation opinion to

be written down in the minutes. A supervisor may state his (or her) different opinions on the minutes when signing the minutes. The supervisor may report to the regulatory authorities as necessary and make public statements. Where a supervisor neither sign and confirm the minutes according to the preceding paragraph, nor make a written statement of the different opinions, or report to the regulatory authorities, or make public statements, it shall be deemed that the supervisor has fully agreed the contents of the minutes.

The minutes of the meetings of the Board of Supervisors shall form the records of the Bank and shall be kept in accordance with the record management system of the Bank.

## **Chapter IV Disclosure of Information of the Meetings of the Board of Supervisors**

Article 45 The resolutions of the Board of Supervisors shall be submitted to the stock exchange on which the Bank's shares are listed according to the requirements thereof after the ending of the meetings. The resolutions, after signed by the attending supervisors and registered by the stock exchange, shall be disclosed.

Article 46 The Board of Directors shall disclose the matters examined or resolutions passed at the supervisors' meeting according to the requirements of the disclosure of information of the regulatory authorities in a timely and accurately manner. As to the disclosure of information on major events, it shall be reported to the regulatory authorities for record.

Article 47 The public notice of the resolutions of the Board of Supervisors shall include the following items:

- (i) the time, place, form, and statements on compliance with relevant laws, regulations, rules and the Articles of Association of the Bank;

- (ii) the number and names of supervisors who appoint others as proxies to attend or be absent, the reason of absence and names of proxies;
- (iii) the number of votes for approval or objection to the motion or abstention, and the reasons of votes for objection or abstention;
- (iv) the detailed content of matters examined and resolutions passed by the meetings.

Article 48 For confidential contents of the Board of Supervisors meeting, the participants and other persons who know about the information shall keep them confidential. The Bank reserves the right under the law to conduct accountability investigations against the violators.

## **Chapter V Implementation of and Feedbacks to the Resolutions of Meetings of the Board of Supervisors**

Article 49 The Board of Supervisors may pass resolutions and make proposals to the Board of Directors and the shareholders' general meetings. These resolutions and proposals shall be implemented by the relevant departments under the direction of the Board of Directors.

Article 50 The Board of Supervisors shall have right to request the relevant personnel and departments to report the implementation of the relevant matters at the specified time.

Article 51 The administrative office of the Board of Supervisors shall, under the direction of the Board of Supervisors, take initiative to obtain the information in respect of the implementation of the relevant resolutions, and shall report and make proposals to the Board of Supervisors.

Article 52 The relevant departments and personnel of the Bank shall implement the resolutions of the Board of Supervisors actively. The Board of Supervisors

shall propose the punishment be imposed on those who delay, dodge or obstruct the implementation of the resolutions.

Article 53 Where resolutions concerning the proposals to convene an interim meeting of the Board of Directors or shareholders' interim general meeting, or the submission of temporary proposals to the shareholders' general meeting, are passed by the Board of Supervisors, the Board of Supervisors shall, within a specified period, submit to the Board of Directors the subjects of such meetings and the detailed proposals in writing, and shall ensure that the contents of the proposals comply with relevant laws, regulations, other regulatory documents and the Articles of Association of the Bank.

## **Chapter VI Supplementary Articles**

Article 54 Unless especially explained, the terms of these Rules shall have the same meanings with those set out in the Articles of Association of the Bank.

Article 55 Unless otherwise provided or no conflict in the context of these Rules, the expressions of "above", "within", "at least" and "before" shall include the figures mentioned whilst the expressions of "more than", "less than" "short of" and "below" shall not include the figures mentioned.

Article 56 In case of matters not dealt with in these Rules or any provisions of these Rules conflicts with any law, administrative regulations or regulatory document or the Articles of Association of the Bank, the relevant law, administrative regulation and the Articles of Association shall prevail.

Article 57 The revised Rules shall be valid and put in force after passed by two-thirds of all supervisors and approved by an ordinary resolution at a shareholders' general meeting.

Article 58 The right to interpret these Rules shall vest with the Board of Supervisors.

