

## (一) 監事會的工作情況

於報告期內，監事會共召開 5 次會議，主要內容如下：

1、 第三屆監事會第六次會議於 2006 年 4 月 20 日召開，審議通過了以下內容：

- (1) 關於 2005 年度監事會工作報告的議案
- (2) 關於審議 2005 年年度報告及其摘要的議案
- (3) 關於審議 2005 年年度財務會計報告的議案
- (4) 關於審議 2005 年度財務決算和 2006 年度財務預算報告的議案
- (5) 關於公司 2005 年度利潤分配預案
- (6) 關於 2005 年度本公司董事會依法運作等情況的說明

2、 第三屆監事會第七次會議於 2006 年 4 月 27 日召開，審議通過了以下內容：

- (1) 關於審議 2006 年第一季度報告及其摘要的議案

3、 第三屆監事會第八次會議於 2006 年 8 月 29 日召開，審議通過了以下內容：

- (1) 關於審議 2006 年中期報告及其摘要的議案

## (1) Operation of the supervisory committee

The supervisory committee of the Company held five meetings during the reporting period, mainly covering the following:

1. The 6th meeting of the Third Supervisory Committee of the Company was held on 20th April, 2006, wherein the following resolutions were passed:

- (1) the resolution on the 2005 supervisory committee working report of the Company
- (2) the resolution on considering the 2005 annual report and the summary of the report
- (3) the resolution on considering the financial and accounting statements of the Company for 2005
- (4) the resolution on considering the 2005 final financial report and the 2006 financial budget report of the Company
- (5) the 2005 profit appropriation plan of the Company
- (6) the report on the legality of the operation of the Board of the Company for 2005

2. The 7th meeting of the Third Supervisory Committee of the Company was held on 27th April, 2006, wherein the following resolutions were passed:

- (1) the resolution on considering the first quarterly report for 2006 and the summary of the report

3. The 8th meeting of the Third Supervisory Committee of the Company was held on 29th August, 2006, wherein the following resolutions were passed:

- (1) the resolution on considering the interim report for 2006 and the summary of the report

- 4、 第三屆監事會第九次會議於2006年10月25日召開，審議通過了以下內容：
- (1) 關於審議2006年第三季度報告及其摘要的議案
  - (2) 關於提名張文輝先生等四位人士為本公司第四屆監事會監事候選人的議案
  - (3) 關於修訂本公司《監事會議事規則》的議案
- 5、 第四屆監事會第一次會議於2006年12月19日召開，審議通過了以下內容：
- (1) 關於選舉張文輝先生為本公司第四屆監事會主席的議案
4. The 9th meeting of the Third Supervisory Committee of the Company was held on 25th October, 2006, wherein the following resolutions were passed:
- (1) the resolution on considering the third quarterly report for 2006 and the summary of the report
  - (2) the resolution on the nomination of four individuals including Mr. Zhang Wenhui as candidates for supervisors of the Fourth Supervisory Committee of the Company
  - (3) the resolution on the amendments to the “Rules Governing the Procedures for Operating the Meeting of the Supervisory Committee of the Company”
5. The 1st meeting of the Fourth Supervisory Committee of the Company was held on 19th December, 2006, wherein the following resolutions were passed:
- (1) the resolution on the election of Mr. Zhang Wenhui as Chairman of the Fourth Supervisory Committee of the Company

**(二) 監事會對本公司依法運作情況的獨立意見**

監事會認為，於報告期內本公司董事會在各項生產經營活動中，嚴格按照國家各項法律、法規和《公司章程》的有關規定進行規範運作，決策程序合法。本公司董事、高級管理人員執行職務時沒有違反法律、法規、《公司章程》或損害本公司利益或廣大投資者利益的行為。

**(三) 監事會對檢查本公司財務情況的獨立意見**

監事會認為，於報告期內本公司財務管理規範，內部控制制度嚴格並實際認真執行。本公司2006年度財務報告能夠客觀真實地反映本公司財務狀況和經營成果。普華永道中天會計師事務所有限公司出具的審計意見是客觀公正的。

**(四) 監事會對本公司最近一次募集資金實際投入情況的獨立意見**

於報告期內，本公司沒有新增募集資金。有關募集資金使用情況，請詳見本報告中董事會報告部分相關內容。募集資金實際投入項目與承諾投入項目一致，實際投資項目未有變更。

**(2) Independent opinion of the Supervisory Committee on the legality of the Company's operation**

The Supervisory Committee considers that the various production operation activities of the Board during the reporting period have been regularized in strict compliance with the requirements under the various laws, regulations of the State and the Articles of Association, and its decision procedures were legal. There has been no violation of the laws, regulation, the "Articles of Association" or no damages to the Company's interests or the interests of the investors during the discharge of duties by the Directors and senior management.

**(3) Independent opinion of the Supervisory Committee of the Company on the financial situation of the Company**

The supervisory committee of the Company considers that the Company's financial system and internal control system are strict and have been seriously implemented, and considers that the 2006 financial report of the Company could truly reflect the financial situation and operating results of the Company. The audit opinion of PricewaterhouseCoopers Zhong Tian Certified Public Accountants Limited Company were objective and fair.

**(4) Independent opinion of the Supervisory Committee of the Company on the previous fund raising exercise**

During the reporting period, there is no fund raising by the Company. For details of the use of proceeds, please refer to the relevant part of the Directors' Report in this report. The actual use of the proceeds was in line with its committed use. The actual investment projects remained unchanged.

**(五) 監事會對本公司收購出售資產情況的獨立意見**

於報告期內，本公司收購出售資產情況，請詳見董事會報告中公司投資情況部分。監事會認為，本公司資產交易價格公允，遵循市場原則，無內幕交易行為，並按規定進行了充分的信息披露，保護了股東權益。

**(六) 監事會對本公司關聯交易情況的獨立意見**

本報告期內，本公司無重大關聯交易事項。與日常經營相關的關聯交易，詳見本報告中相關內容。監事會認為，本公司的關聯交易遵循了市場公平、平等、自願、友好協商的原則，並按規定進行充分的信息披露工作，保護了非關聯股東的權益。

**(5) Independent opinion of the Supervisory Committee of the Company on the acquisition and sale of assets of the Company**

For details of acquisitions or sales of assets made by the Company during the reporting period, please refer to the section headed “The Company’s Investments” in the Directors’ Report. The Supervisory Committee considers that the Company’s asset transactions have been conducted at fair prices in accordance with market principles without insider trading and have been disclosed to a sufficient extent pursuant to the requirements to safeguard the interests of shareholders.

**(6) Independent opinion of the Supervisory Committee of the Company on the connected transactions of the Company**

During the reporting period, the Company did not have any material connected transactions. For details of connected transactions relevant to daily operations, please refer to the relevant part in this report. The Supervisory Committee considers that the Company’s connected transactions have complied with the market principles of fair, equal voluntary and friendly negotiation and have been disclosed to a sufficient extent pursuant to the requirements to safeguard the interests of unconnected Shareholders.