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**中国建设银行**

China Construction Bank

中國建設銀行股份有限公司

*China Construction Bank Corporation*

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 939)**

**Announcement on  
the Resolutions of the Meeting of the Board of Directors**

This announcement is made pursuant to rule 13.09(1) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

The meeting of the board of directors (the “**Meeting**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 23 March 2012 in Huangshan City, Anhui Province. 15 directors were entitled to be present at the Meeting and 13 directors attended the Meeting in person. Vice chairman Mr. Zhang Jianguo appointed chairman Mr. Wang Hongzhang as proxy to attend the Meeting and vote on his behalf, and Mr. Zhu Xiaohuang appointed Ms. Li Xiaoling as proxy to attend the Meeting and vote on his behalf. The convening of the Meeting complied with the provisions of the Company Law of the People’s Republic of China and the Articles of Association of the Bank and other relevant rules.

The following resolutions were considered and approved at the Meeting:

**I. Proposal regarding the 2011 Annual Report, the Summary of Annual Report and the Results Announcement of the Bank (including the Report of the Board of Directors and the Final Financial Accounts)**

Voting results of the proposal: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was resolved that the Report of the Board of Directors and the Final Financial Accounts (Financial Report) contained in the 2011 Annual Report of the Bank be submitted to the shareholders’ 2011 Annual General Meeting for consideration.

## **II. Proposal regarding the 2011 Profit Distribution Plan of the Bank**

Voting results of the proposal: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

The 2011 Profit Distribution Plan of the Bank was as follows:

1. On the basis of the after-tax profit of the Bank for 2011 in the amount of RMB168.95 billion, 10% of such profit (being RMB16.895 billion) be appropriated to the statutory surplus reserve fund;
2. RMB12.723 billion be set aside as general provisions for 2011;
3. On the basis of the after-tax profit of the Bank for 2011 in the amount of RMB168.95 billion, 35% of such profit (being RMB59.128 billion) be distributed to all the shareholders (whose names appear on the shareholder register as of 21 June 2012) as cash dividend. The cash dividend per share hence would be RMB0.2365 (inclusive of taxes);
4. No transfer from the capital reserve fund will be made for 2011 to increase the share capital of the Bank.

It was resolved that this proposal be submitted to the shareholders' 2011 Annual General Meeting for consideration.

Opinion of the independent non-executive directors in respect of this resolution: Agreed.

## **III. Proposal regarding the appointment of external auditors**

Voting results of the proposal: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was resolved that the Bank appointed PricewaterhouseCoopers Zhongtian as the domestic accounting firm of the Bank and the Bank's main onshore subsidiaries for the year of 2012 and appointed PricewaterhouseCoopers as the international accounting firm of the Bank and the Bank's offshore subsidiaries for the year of 2012. The audit fee is RMB140 million (inclusive of internal control audit fee).

It was resolved that this proposal be submitted to the shareholders' 2011 Annual General Meeting for consideration.

## **IV. Proposal regarding the 2011 Assessment Report on Internal Control of the Bank**

Voting results of the proposal: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

For details regarding the 2011 Assessment Report on Internal Control of the Bank, please refer to the 2011 Annual Report of the Bank posted on the website of Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)).

**V. Proposal regarding the 2012 Internal Audit Working Plan of the Bank**

Voting results of the proposal: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

**VI. Proposal regarding the Measures of the Bank on the Capital Occupation and Replenishment Balance Management**

Voting results of the proposal: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

**VII. Proposal regarding the Implementation Rules concerning Remuneration Allocation for Directors, Supervisors and Senior Management of China Construction Bank Corporation in 2012**

Voting results of the proposal: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

**VIII. Proposal on re-appointment of Mr. Chen Zuofu as an executive director of the Bank**

Voting results of the proposal: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was resolved that Mr. Chen Zuofu be re-appointed as an executive director of the Bank. It was resolved that this proposal be submitted to the shareholders' 2011 Annual General Meeting for consideration.

Opinion of the independent non-executive directors in respect of this resolution: Agreed.

Mr. Chen Zuofu, aged 57, a Chinese national, has served as a director of the Bank since July 2009 and executive vice president of the Bank since July 2005. Mr. Chen Zuofu was assistant president of the Bank from September 2004 to July 2005, and assistant president of China Construction Bank from July 1997 to September 2004. Mr. Chen Zuofu was a visiting scholar to Stanford University from June 1999 to May 2000. Mr. Chen Zuofu graduated from Southwest University of Politics and Law with a bachelor's degree in law in 1983. He received his master's degree in management and engineering from Central South University of Technology in 1996.

**IX. Proposal on nominating Ms. Elaine La Roche as a candidate for an independent non-executive director of the Bank**

Voting results of the proposal: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was resolved that Ms. Elaine La Roche be nominated as a candidate for an independent non-executive director of the Bank. It was resolved that this proposal be submitted to the shareholders' 2011 Annual General Meeting for consideration.

Opinion of the independent non-executive directors in respect of this resolution: Agreed.

Ms. Elaine La Roche, aged 62, a citizen of the United States, currently serves as a senior counsel in China International Capital Corporation Limited, and served as an independent non-executive director of the Bank from June 2005 to June 2011. Ms. Elaine La Roche had been the vice chairman of J.P. Morgan (China) Securities from 2008 to 2010. From 1978 to 2000, Ms. Elaine La Roche consecutively held several positions in Morgan Stanley. In 1998, she was seconded from Morgan Stanley to serve as the chief executive officer of China International Capital Corporation Limited. Thereafter, Ms. Elaine La Roche served as the chief executive officer of Salisbury Pharmacy Group, chief financial executive of Cantor Fitzgerald, and the chair of the board of Linktone, a NASDAQ listed company. Ms. Elaine La Roche graduated from Georgetown University School of Foreign Service with a bachelor's degree in international affairs and from the American University with a master's degree in business administration in finance.

#### **X. Proposal regarding Amendments to the Corporate Governance Documents of the Bank**

Voting results of the proposal: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

The amendments to the following corporate governance documents were resolved:

1. Revisions to the Articles of Association of the Bank;
2. Revisions to the Procedural Rules for the Shareholders' General Meeting of the Bank;
3. Revisions to the Procedural Rules for the Board of Directors of the Bank;
4. Revisions to the Working Rules for Strategy Development Committee of the Board of Directors of the Bank;
5. Revisions to the Working Rules for Audit Committee of the Board of Directors of the Bank;
6. Revisions to the Working Rules for Risk Management Committee of the Board of Directors of the Bank; and
7. Revisions to the Working Rules for Nomination and Remuneration Committee of the Board of Directors of the Bank;

It was resolved that the first three items of this proposal be submitted to the shareholders' 2011 Annual General Meeting for consideration.

Please refer to the appendices to this announcement for details of this proposal.

#### **XI. Proposal regarding the establishment of CCB San Francisco Branch**

Voting results of the proposal: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was resolved that :

1. the establishment of CCB San Francisco Branch be approved; and
2. the senior management of the Bank be authorized on specific arrangement relating to the establishment of CCB San Francisco Branch.

## **XII. Proposal regarding the building exclusive private banking institution at branch level**

Voting results of the proposal: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was resolved that :

1. the building of exclusive private banking institution at branch level be approved;
2. the President be authorized on specific arrangement relating to the building of the exclusive private banking institution at branch level, including but not limited to, signing relevant documents required by the building of the exclusive private banking institution at branch level and dealing with all specific issues for the building of the exclusive private banking institution at branch level such as application for approval and registration.

## **XIII. Proposal regarding the 2011 Social Responsibility Report of the Bank**

Voting results of the proposal: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

For details regarding the 2011 Social Responsibility Report of the Bank, please refer to the 2011 Annual Report of the Bank posted on the website of Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)).

## **XIV. Proposal regarding Rules on Internal Control of the Bank**

Voting results of the proposal: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

## **XV. Proposal regarding the Convening of the Shareholders' 2011 Annual General Meeting**

Voting results of the proposal: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was resolved that the shareholders' 2011 Annual General Meeting be convened on Thursday, 7 June 2012. Notice of the shareholders' 2011 Annual General Meeting will be otherwise announced.

Announcement of the captioned matters is hereby given.

By order of the Board of Directors  
**China Construction Bank Corporation**  
**Zhang Jianguo**  
*Vice Chairman, Executive Director and President*

23 March 2012

*As at the date of this announcement, the executive directors of the Bank are Mr. Wang Hongzhang, Mr. Zhang Jianguo, Mr. Chen Zuofu and Mr. Zhu Xiaohuang; the independent non-executive directors of the Bank are Lord Peter Levene, Mr. Yam Chi Kwong, Joseph, Dame Jenny Shipley, Mr. Zhao Xijun and Mr. Wong Kai-Man; and the non-executive directors of the Bank are Mr. Wang Yong, Mr. Zhu Zhenmin, Ms. Li Xiaoling, Mr. Lu Xiaoma, Ms. Chen Yuanling and Mr. Dong Shi.*

**Appendix 1: Revisions to the Articles of Association of the Bank**

S/N	Current Articles	Revised Articles
1	<b>Article 3</b> Domicile of the Bank: 25 Finance Street, Beijing, 100032; Tel: (86-10)67597114 Facsimile: (86-10)66212862	<b>Article 3</b> Domicile of the Bank: 25 Finance Street, Beijing, <del>100032</del> 100033; Tel: (86-10)67597114 Facsimile: (86-10)66212862
2	<b>Article 11</b> In light of the needs of business development and with the approval of the banking regulatory institution of the State Council, the Bank may set up branches at home and abroad. Branches of the Bank shall not have the qualification of legal persons and shall carry out their operations according to the authorization of the Bank and accept the uniform management of the Bank.	<b>Article 11</b> In light of the needs of business development and with the approval of the banking regulatory institution of the State Council, the Bank may set up branches <u>and subsidiaries</u> at home and abroad. Branches of the Bank shall not have the qualification of legal persons and shall carry out their operations according to the authorization of the Bank and accept the uniform management of the Bank. <u>Subsidiaries of the Bank shall have the qualification of legal persons, and shall undertake civil responsibilities independently in accordance with applicable laws.</u>
3	<b>Article 12</b> The Bank may invest in other limited liability companies and joint stock limited companies and shall be responsible for the invested companies to the extent of the capital contributions it has made.	<b>Article 12</b> The Bank may invest in other <del>limited liability companies and joint stock limited companies</del> <u>domestic and overseas enterprises</u> and shall be responsible for the invested <del>companies</del> <u>enterprises</u> to the extent of the capital contributions it has made. <u>The Bank shall not act as a capital contributor that assumes joint and several liabilities over debts of the invested enterprises.</u>
4	<b>Article 17</b> With the approval of securities regulatory authorities of the State Council, the Bank may issue shares to domestic and overseas investors. The “overseas investors” mentioned above refer to the investors of foreign countries and regions including Hong Kong, Macau and Taiwan who have subscribed for the shares issued by the Bank. The term “domestic investors” refers to those investors who have subscribed for shares issued by the Bank in P.R. China other than those regions mentioned above.	<b>Article 17</b> With the approval of <del>securities regulatory authorities of the State Council</del> <u>relevant regulatory authorities</u> , the Bank may issue shares to domestic and overseas investors. The “overseas investors” mentioned above refer to the investors of foreign countries and regions including Hong Kong, Macau and Taiwan who have subscribed for the shares issued by the Bank. The term “domestic investors” refers to those investors who have subscribed for shares issued by the Bank in P.R. China other than those regions mentioned above.
5	<b>Article 21</b> After the plan for issuing overseas listed shares and domestic shares by the Bank is approved by the securities regulatory authority of the State Council, the Board of Directors of the Bank may arrange for implementation of such plan by means of separate issues. The plan for issuance of overseas listed shares and domestic shares separately in accordance with the aforesaid provision may be implemented by the Bank respectively within fifteen (15) months upon the date of approval by the securities regulatory authority of the State Council.	<b>Article 21</b> After the plan for issuing overseas listed shares and <del>domestic shares</del> <u>domestic listed shares</u> by the Bank is approved by the securities regulatory authority of the State Council, the Board of Directors of the Bank may arrange for implementation of such plan by means of separate issues. The plan for issuance of overseas listed shares and <del>domestic shares</del> <u>domestic listed shares</u> separately in accordance with the aforesaid provision may be implemented by the Bank respectively within fifteen (15) months upon the date of approval by the securities regulatory authority of the State Council.
6	<b>Article 22</b> Where the Bank issues the overseas listed shares and domestic shares within the total shares defined in the issuance plan, every such issue of shares shall be fully subscribed for at one time. Where special circumstances make it impossible for full subscription at one time, the shares may be issued in several phases, subject to the approval of the securities regulatory authority of the State Council.	<b>Article 22</b> Where the Bank issues the overseas listed shares and <del>domestic shares</del> <u>domestic listed shares</u> within the total shares defined in the issuance plan, every such issue of shares shall be fully subscribed for at one time. Where special circumstances make it impossible for full subscription at one time, the shares may be issued in several phases, subject to the approval of the securities regulatory authority of the State Council.

S/N	Current Articles	Revised Articles
7	<p><b>Article 24</b> According to the demands of operation and business development, the Bank may, in accordance with relevant provisions in the Articles, increase its capital.</p> <p>The Bank may increase its capital by means of the following ways:</p> <ol style="list-style-type: none"> <li>(1) issuing new shares to non-specific investors;</li> <li>(2) placing new shares to existing shareholders;</li> <li>(3) allotting of new shares to existing shareholders;</li> <li>(4) converting capital reserve to share capital; and</li> <li>(5) any other methods permitted by laws, regulations and rules.</li> </ol> <p>After being approved according to the Articles, the Bank's issuing of new shares shall be handled in accordance with the procedures provided for in relevant state laws, regulations and rules.</p>	<p><b>Article 24</b> According to the demands of operation and business development, the Bank may, in accordance with relevant provisions in the Articles, increase its capital.</p> <p>The Bank may increase its capital by means of the following ways:</p> <ol style="list-style-type: none"> <li>(1) issuing new shares to non-specific investors;</li> <li>(2) <u>issuing new shares to specific investors;</u></li> <li>(3) placing new shares to existing shareholders;</li> <li>(4) allotting of new shares to existing shareholders;</li> <li>(5) converting capital reserve to share capital; and</li> <li>(6) any other methods permitted by laws, regulations and rules.</li> </ol> <p>After being approved according to the Articles, the Bank's issuing of new shares shall be handled in accordance with the procedures provided for in relevant state laws, regulations and rules.</p> <p><u>If the Bank increases its capital by issuing convertible bonds, it shall be handled in accordance with applicable laws, regulations, rules, the prospectus of convertible bonds and other relevant documents.</u></p>
8	<p><b>Article 41</b> Registration of change in the register of shareholders due to shares transfer shall not be allowed within thirty (30) days before the Shareholders' General Meeting is held or within five (5) days prior to the record day on which the Bank decides to distribute dividends.</p>	<p><b>Article 41</b> Registration of change in the register of shareholders due to shares transfer shall not be allowed within thirty (30) days before the Shareholders' General Meeting is held or within five (5) days prior to the record day on which the Bank decides to distribute dividends.</p> <p><u>If registration of changes in the register of shareholders is otherwise prescribed in laws, regulations, rules and regulations of local securities regulatory authority where shares of the Bank are listed, relevant provisions shall be observed.</u></p>
9	<p><b>Article 44</b> Where the share certificate (hereinafter referred to the "original share certificate") held by any shareholder registered in the register of shareholders or by any person who requests to register his/her name in the register of shareholders is lost, the shareholders may apply to the Bank for reissuing of new share certificate concerning the shares that the original share certificate represents.</p> <p>Application for reissuing of the share certificate from shareholders of domestic shares whose share certificate is lost shall be dealt with in accordance with Article 144 of the Company Law.</p> <p>Applications for reissuing of the share certificate from shareholders of overseas listed shares whose share certificate is lost shall be dealt with in accordance with laws where the original register of shareholders for overseas listed shares is deposited, rules of the local securities regulatory authority where the Bank's shares are listed or other relevant regulations.</p>	<p><b>Article 44</b> Where the share certificate (hereinafter referred to as the "original share certificate") held by any shareholder registered in the register of shareholders or by any person who requests to register his/her name in the register of shareholders is lost, the shareholders may apply to the Bank for reissuing of new share certificate concerning the shares that the original share certificate represents.</p> <p>Application for reissuing of the share certificate for <del>shareholders of domestic shares</del> <u>domestic listed shares holders</u> whose share certificate is lost shall be dealt with in accordance with Article 144 of the Company Law.</p> <p>Applications for reissuing of the share certificate from shareholders of overseas listed shares whose share certificate is lost shall be dealt with in accordance with laws where the original register of shareholders for overseas listed shares is deposited, rules of the local securities regulatory authority where the Bank's shares are listed or other relevant regulations.</p>



S/N	Current Articles	Revised Articles
	<p>Where the share certificate held by shareholders of overseas listed shares listed in Hong Kong is lost, the application for reissuing shall comply with the following requirements:</p> <p>(1) The applicant shall file the application in the standard form specified by the Bank and enclose the notarized certificate or the statutory declaration documents. The notarized certificate or the statutory declaration documents shall include the reason for the application, the circumstance and proof of how the share certificate is lost, and the declaration that no one else may request to register as shareholder of the shares represented by the original share certificate;</p> <p>(2) Before the Bank decides to reissue the new share certificate, the Bank has to ensure that it has not received any declaration requesting for registration as the shareholder of such shares except from the applicant.</p> <p>(3) If the Bank decides to reissue the new share certificate to the applicant, it shall publish an announcement on reissuing such share certificate on the newspapers specified by the Board. The period of announcement shall be ninety (90) days and the announcement shall be republished at least once every thirty (30) days;</p> <p>(4) Before the Bank publishes the announcement on its intention to reissue the new share certificate, it shall submit a copy of the announcement to be published to the stock exchange where its shares are listed. After the stock exchange gives its reply confirming that such announcement has been displayed in the stock exchange, the announcement may be published. The display period of the announcement in the stock exchange is ninety (90) days;</p> <p>If the application for reissuing of new share certificate has not been consented by the registered shareholders of relevant shares represented by the original share certificate, the Bank shall mail the copy of the announcement to be published to such shareholders;</p> <p>(5) If the ninety (90)-day period for the announcement and display as defined in item (3) and item (4) of this article lapses and the Bank has not received any objection against such reissuing of new share certificate from any person, then the Bank may reissue such new share certificate in accordance with the application of the applicant;</p> <p>(6) When the Bank reissues the new share certificate according to this article, it shall immediately cancel the original share certificate and shall record such cancellation and reinsurance in the register of shareholders; and</p> <p>(7) All costs and expenses incurred by the Bank's cancellation of the original share certificate and reinsurance of new share certificate shall be borne by the applicant. The Bank shall have the right to refuse to take any action before the applicant provides any reasonable guarantee for payment.</p>	<p>Where the share certificate held by shareholders of overseas listed shares listed in Hong Kong is lost, the application for reissuing shall comply with the following requirements:</p> <p>(1) The applicant shall file the application in the standard form specified by the Bank and enclose the notarized certificate or the statutory declaration documents. The notarized certificate or the statutory declaration documents shall include the reason for the application, the circumstance and proof of how the share certificate is lost, and the declaration that no one else may request to register as shareholder of the shares represented by the original share certificate;</p> <p>(2) Before the Bank decides to reissue the new share certificate, the Bank has to ensure that it has not received any declaration requesting for registration as the shareholder of such shares except from the applicant.</p> <p>(3) If the Bank decides to reissue the new share certificate to the applicant, it shall publish an announcement on reissuing such share certificate on the newspapers specified by the Board. The period of announcement shall be ninety (90) days and the announcement shall be republished at least once every thirty (30) days;</p> <p>(4) Before the Bank publishes the announcement on its intention to reissue the new share certificate, it shall submit a copy of the announcement to be published to the stock exchange where its shares are listed. After the stock exchange gives its reply confirming that such announcement has been displayed in the stock exchange, the announcement may be published. The display period of the announcement in the stock exchange is ninety (90) days;</p> <p>If the application for reissuing of new share certificate has not been consented by the registered shareholders of relevant shares represented by the original share certificate, the Bank shall mail the copy of the announcement to be published to such shareholders;</p> <p>(5) If the ninety (90)-day period for the announcement and display as defined in item (3) and item (4) of this article lapses and the Bank has not received any objection against such reissuing of new share certificate from any person, then the Bank may reissue such new share certificate in accordance with the application of the applicant;</p> <p>(6) When the Bank reissues the new share certificate according to this article, it shall immediately cancel the original share certificate and shall record such cancellation and reinsurance in the register of shareholders; and</p> <p>(7) All costs and expenses incurred by the Bank's cancellation of the original share certificate and reinsurance of new share certificate shall be borne by the applicant. The Bank shall have the right to refuse to take any action before the applicant provides any reasonable guarantee for payment.</p>



S/N	Current Articles	Revised Articles
10	<p><b>Article 52</b> Shareholders of ordinary shares of the Bank shall have the following rights:</p> <p>(1) collect dividends and other forms of benefits distributed on the basis of the number of shares held by them;</p> <p>(2) attend or entrust proxy to attend Shareholders' General Meetings and exercise voting rights;</p> <p>(3) supervise business operation of the Bank and put forward suggestions or inquiries accordingly;</p> <p>(4) transfer, donate and pledge shares or dispose of shares in other ways in accordance with laws, regulations, rules, relevant regulations of the local securities regulatory authority where shares of the Bank are listed as well as the Articles;</p> <p>(5) obtain relevant information in accordance with the Articles, including:</p> <p>(a) obtain the Articles after paying relevant costs and expenses;</p> <p>(b) review without being charged and make copies of the following documents after paying reasonable costs therefor:</p> <p>1 all parts of the register of shareholders;</p> <p>2 the status of share capital of the Bank;</p> <p>3 reports on the aggregate par value, quantity, highest and lowest price of each class of shares repurchased by the Bank since the preceding fiscal year, as well as all the expenses paid by the Bank therefor;</p> <p>4 minutes of Shareholders' General Meeting, resolutions of meetings of Board of Directors and resolutions of meetings of Board of Supervisors;</p> <p>5 audited financial accounting reports of the Bank as well as reports of the Board of Directors and the Board of Supervisors; and</p> <p>6 copies of the latest annual declaration form that have been presented to State Administration for Industry and Commerce or other competent institution for filing;</p> <p>The Bank shall make the aforesaid documents available in the domicile of the Bank or some place in Hong Kong for free reference of the public and shareholders, and for shareholders to copy such documents upon charging reasonable fees.</p> <p>(6) participate in the distribution of the Bank's remaining property in proportion to the number of shares held by shareholders when the Bank is dissolved or liquidated; and</p> <p>(7) other rights given by laws, regulations, rules, relevant provisions of the local securities regulatory authority where the Bank's shares are listed as well as the Articles.</p>	<p><b>Article 52</b> Shareholders of ordinary shares of the Bank shall have the following rights:</p> <p>(1) collect dividends and other forms of benefits distributed on the basis of the number of shares held by them;</p> <p>(2) attend or entrust proxy to attend Shareholders' General Meetings and exercise voting rights;</p> <p>(3) supervise business operation of the Bank and put forward suggestions or inquiries accordingly;</p> <p>(4) transfer, donate and pledge shares or dispose of shares in other ways in accordance with laws, regulations, rules, relevant regulations of the local securities regulatory authority where shares of the Bank are listed as well as the Articles;</p> <p>(5) obtain relevant information in accordance with the Articles, including:</p> <p>(a) obtain the Articles after paying relevant costs and expenses;</p> <p>(b) review without being charged and make copies of the following documents after paying reasonable costs therefor:</p> <p>1 all parts of the register of shareholders;</p> <p>2 the status of share capital of the Bank;</p> <p><u>3 the counterfoil book of bonds issued by the Bank;</u></p> <p>4 reports on the aggregate par value, quantity, highest and lowest price of each class of shares repurchased by the Bank since the preceding fiscal year, as well as all the expenses paid by the Bank therefor;</p> <p>5 minutes of Shareholders' General Meeting, resolution of meetings of Board of Directors and resolutions of meetings of Board of Supervisors;</p> <p>6 audited financial accounting reports of the Bank as well as reports of the Board of Directors and the Board of Supervisors; and</p> <p>7 copies of the latest annual declaration form that have been presented to State Administration for Industry and Commerce or other competent institution for filing;</p> <p>The Bank shall make the aforesaid documents available in the domicile of the Bank or some place in Hong Kong for free reference of the public and shareholders, and for shareholders to copy such documents upon charging reasonable fees.</p> <p>(6) participate in the distribution of the Bank's remaining property in proportion to the number of shares held by shareholders when the Bank is dissolved or liquidated; and</p> <p>(7) other rights given by laws, regulations, rules, relevant provisions of the local securities regulatory authority where the Bank's shares are listed as well as the Articles.</p>

S/N	Current Articles	Revised Articles
11	<p><b>Article 53</b> Shareholders of ordinary shares of the Bank shall undertake the following obligations:</p> <p>(1) abide by the Articles and resolutions of the Shareholders' General Meeting;</p> <p>(2) pay share capital according to the number of shares subscribed by them and the method of capital injection;</p> <p>(3) not to return purchase of their shares except under the circumstances provided by laws, regulations and rules;</p> <p>(4) support the reasonable measures proposed by the Board of Directors to raise the capital adequacy ratio when such ratio of the Bank is below the statutory standard; and</p> <p>(5) other obligations imposed by laws, regulations, rules and the Articles.</p> <p>Shareholders shall not assume any responsibilities for further capital contribution other than the conditions agreed to by the subscriber of relevant shares on subscription.</p>	<p><b>Article 53</b> Shareholders of ordinary shares of the Bank shall undertake the following obligations:</p> <p>(1) abide by the Articles and resolutions of the Shareholders' General Meeting;</p> <p>(2) pay share capital according to the number of shares subscribed by them and the method of capital injection;</p> <p>(3) not to return purchase of their shares except under the circumstances provided by laws, regulations and rules;</p> <p>(4) support the reasonable measures proposed by the Board of Directors to raise the capital adequacy ratio when such ratio of the Bank is below the statutory standard; and</p> <p><u>(5) not abuse the shareholder's rights to impair the interests of the Bank or other shareholders. The shareholder that causes detriments to the Bank or other shareholders by abusing shareholder's rights shall undertake the compensation liability according to laws;</u></p> <p><u>(6) not abuse the independent status of the Bank as a legal person and limited liabilities of the shareholders to impair the interests of creditors of the Bank. Any shareholder that escapes from debt payment obligation and seriously impairs the interests of creditors of the Bank by abusing the independent status of the Bank as a legal person and limited liabilities of the shareholders shall assume joint and several liabilities for the debts of the Bank; and</u></p> <p>(7) other obligations imposed by laws, regulations, rules and the Articles.</p> <p>Shareholders shall not assume any responsibilities for further capital contribution other than the conditions agreed to by the subscriber of relevant shares on subscription.</p>
12	<p><b>Article 64</b> The Shareholders' General Meeting shall legally exercise functions and powers on the following matters:</p> <p>(1) to decide on the Bank's business policies and investment plans;</p> <p>(2) to elect and replace directors and decide on remuneration of relevant directors;</p> <p>(3) to elect and replace supervisors who are to be appointed from among the shareholders' representatives and external supervisors, and to decide on the remuneration of relevant supervisors;</p> <p>(4) to review and approve the report of the Board of Directors;</p> <p>(5) to review and approve the report of the Board of Supervisors;</p> <p>(6) to review and approve the Bank's annual financial budgets and final account plans;</p> <p>(7) to review and approve the Bank's profit distribution plan and loss offsetting plan;</p> <p>(8) to make resolutions on the Bank's increase or reduction of registered capital;</p> <p>(9) to make resolutions on the Bank's merger, division, dissolution, liquidation and other matters;</p>	<p><b>Article 64</b> The Shareholders' General Meeting shall legally exercise functions and powers on the following matters:</p> <p>(1) to decide on the Bank's business policies and investment plans;</p> <p>(2) to elect and replace directors and decide on remuneration of relevant directors;</p> <p>(3) to elect and replace supervisors who are to be appointed from among the shareholders' representatives and external supervisors, and to decide on the remuneration of relevant supervisors;</p> <p>(4) to review and approve the report of the Board of Directors;</p> <p>(5) to review and approve the report of the Board of Supervisors;</p> <p>(6) to review and approve the Bank's annual financial budgets and final account plans;</p> <p>(7) to review and approve the Bank's profit distribution plan and loss offsetting plan;</p> <p>(8) to make resolutions on the Bank's increase or reduction of registered capital;</p> <p>(9) to make resolutions on the Bank's merger, division, dissolution, liquidation and other matters;</p>

S/N	Current Articles	Revised Articles
	<p>(10) to make resolutions on the issuance and listing of corporate bonds and other securities;</p> <p>(11) to make resolutions on the Bank’s major acquisitions and repurchase of shares;</p> <p>(12) to make resolutions on the Bank’s engagement, removal or non-renewal of the accounting firm;</p> <p>(13) to amend the Articles and other basic documents of corporate governance;</p> <p>(14) to review the proposals presented by the shareholders independently or collectively holding more than 3% issued and outstanding shares of the Bank;</p> <p>(15) to review and approve the Bank’s significant equity investment, bond investment, asset purchase, asset disposal, asset write-off, asset mortgage, and other non-commercial banking business guarantee; and</p> <p>(16) to review other matters that shall be decided by the Shareholders’ General Meeting according to the laws, regulations, rules, regulations issued by the local securities regulatory authorities where shares of the Bank are listed and the Articles.</p> <p>Resolutions made by the Shareholders’ General Meeting shall not violate the provisions in relevant laws, administrative regulations, rules, regulations issued by the local securities regulatory authority where shares of the Bank are listed and the Articles.</p>	<p>(10) to make resolutions on the issuance and listing of corporate bonds and other securities;</p> <p>(11) to make resolutions on the Bank’s major acquisitions and repurchase of shares;</p> <p>(12) to make resolutions on the Bank’s engagement, removal or non-renewal of the accounting firm;</p> <p>(13) to amend the Articles and other basic documents of corporate governance;</p> <p>(14) to review the proposals presented by the shareholders independently or collectively holding more than 3% issued and outstanding shares of the Bank;</p> <p>(15) to review and approve the Bank’s significant equity investment, bond investment, asset purchase, asset disposal, asset write-off, asset mortgage, and other non-commercial banking business guarantee; and</p> <p>(16) to review and approve changes in the use of raised proceeds;</p> <p>(17) to review the share incentive plan; and</p> <p>(18) to review other matters that shall be decided by the Shareholders’ General Meeting according to the laws, regulations, rules, regulations issued by the local securities regulatory authorities where shares of the Bank are listed and the Articles.</p> <p>Resolutions made by the Shareholders’ General Meeting shall not violate the provisions in relevant laws, administrative regulations, rules, regulations issued by the local securities regulatory authority where shares of the Bank are listed and the Articles.</p>
13	<p><b>Article 65</b> Matters that shall be resolved at the Shareholders’ General Meeting in accordance with laws, regulations, rules, relevant regulations of the local securities regulatory authority where the Bank’s shares are listed and provisions in the Articles shall be discussed and resolved by the shareholders at the Shareholders’ General Meeting, to guarantee the decision-making rights of the Bank’s shareholders on such matters. However, if necessary and under reasonable and lawful circumstances, the Shareholders’ General Meeting may authorize the Board of Directors to make decision on specific matters that are related to those to be resolved but cannot or need not be resolved promptly at the Shareholders’ General Meeting.</p> <p>For the authorization to the Board of Directors by shareholders at a Shareholders’ General Meeting, if matters authorized shall be adopted by means of an ordinary resolution, they shall be approved by more than half (1/2) of the voting rights held by the shareholders (including shareholder proxies) present at the meeting. If matters authorized shall be approved by means of special resolution, they shall be approved by more than two thirds (2/3) of the voting rights held by the shareholders (including shareholder proxies) present at the meeting. The content of authorization shall be clear and specific.</p>	<p><b>Article 65</b> Matters that shall be resolved at the Shareholders’ General Meeting in accordance with laws, regulations, rules, relevant regulations of the local securities regulatory authority where the Bank’s shares are listed and provisions in the Articles shall be discussed and resolved by the shareholders at the Shareholders’ General Meeting, to guarantee the decision-making rights of the Bank’s shareholders on such matters. <u>As to inquiries and suggestions made by shareholders concerning the matters being reviewed at the Shareholders’ General Meeting, directors, supervisors and senior management members of the Bank shall make explanations.</u> However, if necessary and under reasonable and lawful circumstances, the Shareholders’ General Meeting may authorize the Board of Directors to make decision on specific matters that are related to those to be resolved but cannot or need not be resolved promptly at the Shareholders’ General Meeting.</p> <p>For the authorization to the Board of Directors by shareholders at a Shareholders’ General Meeting, if matters authorized shall be adopted by means of an ordinary resolution, they shall be approved by more than half (1/2) of the voting rights held by the shareholders (including shareholder proxies) present at the meeting. If matters authorized shall be approved by means of special resolution, they shall be approved by more than two thirds (2/3) of the voting rights held by the shareholders (including shareholder proxies) present at the meeting. The content of authorization shall be clear and specific.</p>

S/N	Current Articles	Revised Articles
14	<p><b>Article 67</b> The Shareholders’ General Meeting are categorized into annual general meeting and extraordinary general meeting. The Shareholders’ General Meeting is generally convened by the Board of Directors unless otherwise specified in the Articles.</p> <p>(1) The annual general meeting is held on a yearly basis and convened within the six months from the end of a fiscal year. In the event that an annual general meeting needs to be postponed due to special reasons, a report shall be presented to the banking regulatory institution of the State Council and the local securities regulatory authority where shares of the Bank are listed, explaining the reasons for such postponement, and an announcement shall be issued to the public.</p> <p>(2) In any of the following circumstances, the Bank shall hold an extraordinary general meeting within two months from the date of the occurrence of the same circumstance:</p> <p>(a) the number of directors is less than two thirds (2/3) of the number specified in the Articles or less than the minimum quorum provided in the Company Law;</p> <p>(b) the Bank’s uncovered losses account for one third (1/3) of the total share capital;</p> <p>(c) shareholders who individually or jointly hold more than ten percent (10%) of the voting shares in the Bank submit a written request. The number of shares held shall be as of the date when the written request is submitted;</p> <p>(d) the Board of Directors considers it necessary to hold such a meeting;</p> <p>(e) the Board of Supervisors proposes to hold such a meeting;</p> <p>(f) more than half (1/2) of the independent directors propose to hold such a meeting;</p> <p>(g) other circumstances provided by banking regulatory institution of the State Council; and</p> <p>(h) other circumstances provided in the applicable laws, regulations, rules, regulations issued by the local securities regulatory authorities where shares of the Bank are listed and the Articles.</p> <p>The Shareholders’ General Meeting may be held by means of either spot meeting or non-spot meeting. The Bank may choose any of the means in accordance with the Articles and <i>Procedural Rules for Shareholders’ General Meeting of China Construction Bank Corporation</i>.</p>	<p><b>Article 67</b> The Shareholders’ General Meeting are categorized into annual general meeting and extraordinary general meeting. The Shareholders’ General Meeting is generally convened by the Board of Directors unless otherwise specified in the Articles.</p> <p>(1) The annual general meeting is held on a yearly basis and convened within the six months from the end of a fiscal year. In the event that an annual general meeting needs to be postponed due to special reasons, a report shall be presented to the banking regulatory institution of the State Council and the local securities regulatory authority where shares of the Bank are listed, explaining the reasons for such postponement, and an announcement shall be issued to the public.</p> <p>(2) In any of the following circumstances, the Bank shall hold an extraordinary general meeting within two months from the date of the occurrence of the same circumstance:</p> <p>(a) the number of directors is less than two thirds (2/3) of the number specified in the Articles or less than the minimum quorum provided in the Company Law;</p> <p>(b) the Bank’s uncovered losses account for one third (1/3) of the total share capital;</p> <p>(c) shareholders who individually or jointly hold more than ten percent (10%) of the voting shares in the Bank submit a written request. The number of shares held shall be as of the date when the written request is submitted;</p> <p>(d) the Board of Directors considers it necessary to hold such a meeting;</p> <p>(e) the Board of Supervisors proposes to hold such a meeting;</p> <p>(f) more than half (1/2) of the <del>independent directors</del> <u>independent non-executive directors (hereinafter referred to as the “Independent Directors”)</u> propose to hold such a meeting;</p> <p>(g) other circumstances provided by banking regulatory institution of the State Council; and</p> <p>(h) other circumstances provided in the applicable laws, regulations, rules, regulations issued by the local securities regulatory authority where shares of the Bank are listed and the Articles.</p> <p>The Shareholders’ General Meeting may be held by means of either spot meeting or non-spot meeting. The Bank may choose any of the means in accordance with the Articles and <i>Procedural Rules for Shareholders’ General Meeting of China Construction Bank Corporation</i>.</p> <p><u>The convener shall ensure that the Shareholders’ General Meeting is convened on a continuous basis and comes up with the final resolutions. In case that the Shareholders’ General Meeting is suspended or cannot make resolutions due to special reasons such as force majeure, necessary measures shall be adopted to resume the Shareholders’ General Meeting or the meeting should be directly terminated with a timely announcement. Meanwhile, the convener shall make report to the local office of the China Securities Regulatory Commission in the place where the Bank is located and the stock exchanges of the places where the Bank’s shares are listed.</u></p>

S/N	Current Articles	Revised Articles
15	<p><b>Article 70</b> Proposal on candidates for directors and supervisors shall comply with the following provisions:</p> <p>(1) The following institutions or persons may raise proposals on candidates for directors and supervisors to the Shareholders' General Meeting:</p> <p>(a) shareholders who individually or jointly hold more than five percent (5%) of total voting shares of the Bank shall have the right to raise proposals on candidates for directors (including Independent Directors) and non-employee supervisors (including external supervisors);</p> <p>(b) The Board of Directors shall have the right to raise proposals on candidates for directors (including Independent Directors);</p> <p>(c) The Board of Supervisors shall have the right to raise proposals on candidates for non-employee supervisors (including external supervisors) and Independent Directors; and</p> <p>(d) Shareholders who individually or collectively hold more than one percent (1%) of total voting shares of the Bank shall have the right to raise proposals on candidates for Independent Directors and external supervisors.</p> <p>The number of candidates nominated in the proposal shall comply with the Articles, which shall not exceed the number of positions to be elected.</p> <p>(2) Procedures for nominating candidates for directors and supervisors</p> <p>(a) Proposals on nomination raised by the shareholders, the Board of Directors and the Board of Supervisors which have the right of nomination shall be presented to the convener of the Shareholders' General Meeting before the meeting notice is sent; after the meeting notice is sent, the interim nomination proposals raised by shareholders who individually or jointly hold more than five percent (5%) of total voting shares of the Bank shall be presented to the convener of the Shareholders' General Meeting thirty-five (35) days before the meeting is held;</p> <p>(b) Candidates for directors (including that of Independent Directors) nominated by the Board of Directors to the Shareholders' General Meeting shall be examined by the Nomination and Remuneration committee of the Board of Directors and approved with a resolution of the Board of Directors; the candidates for non-employee supervisor (including that of external supervisors) nominated by the Board of Supervisors to the Shareholders' General Meeting shall be examined by the duty performance supervision committee of the Board of Supervisors and approved with a resolution of the Board of Supervisors; and</p> <p>(c) For candidates for directors (including that of Independent Directors) nominated by shareholders who have such right and candidates of Independent Directors nominated by the Board of Supervisors, their incumbency qualifications and conditions shall be examined by the Nomination and Remuneration committee of the Board of Directors in accordance with relevant laws and regulations as well as the Articles, and the examination results shall be reported to the convener of the Shareholders' General Meeting; those who satisfy the incumbency qualifications and conditions shall be presented to the Shareholders' General Meeting for review. For candidates of non-employee supervisors (including that of external supervisors) nominated by shareholders who have such right, their incumbency qualifications and conditions shall be examined by the duty performance supervision committee of the Board of Supervisors in accordance with relevant laws and regulations as well as the Articles, and the examination results shall be reported to the convener of the Shareholders' General Meeting; those who satisfy the incumbency qualifications and conditions shall be presented to the Shareholders' General Meeting for review.</p>	<p><b>Article 70</b> Proposal on candidates for directors and supervisors shall comply with the following provisions:</p> <p>(1) The following institutions or persons may raise proposals on candidates for directors and supervisors to the Shareholders' General Meeting:</p> <p>(a) shareholders who individually or jointly hold more than <del>five</del> <u>three</u> percent (<del>5</del><u>3</u>%) of total voting shares of the Bank shall have the right to raise proposals on candidates for directors (including Independent Directors) and non-employee supervisors (including external supervisors);</p> <p>(b) The Board of Directors shall have the right to raise proposals on candidates for directors (including Independent Directors);</p> <p>(c) The Board of Supervisors shall have the right to raise proposals on candidates for non-employee supervisors (including external supervisors) and Independent Directors; and</p> <p>(d) Shareholders who individually or collectively hold more than one percent (1%) of total voting shares of the Bank shall have the right to raise proposals on candidates for Independent Directors and external supervisors.</p> <p>The number of candidates nominated in the proposal shall comply with the Articles, which shall not exceed the number of positions to be elected.</p> <p>(2) Procedures for nominating candidates for directors and supervisors</p> <p>(a) Proposals on nomination raised by the shareholders, the Board of Directors and the Board of Supervisors which have the right of nomination shall be presented to the convener of the Shareholders' General Meeting before the meeting notice is sent; after the meeting notice is sent, the interim nomination proposals raised by shareholders who individually or jointly hold more than <del>five</del> <u>three</u> percent (<del>5</del><u>3</u>%) of total voting shares of the Bank shall be presented to the convener of the Shareholders' General Meeting thirty-five (35) days before the meeting is held;</p> <p>(b) Candidates for directors (including that of Independent Directors) nominated by the Board of Directors to the Shareholders' General Meeting shall be examined by the Nomination and Remuneration committee of the Board of Directors and approved with a resolution of the Board of Directors; the candidates for non-employee supervisor (including that of external supervisors) nominated by the Board of Supervisors to the Shareholders' General Meeting shall be examined by the duty performance supervision committee of the Board of Supervisors and approved with a resolution of the Board of Supervisors; and</p> <p>(c) For candidates for directors (including that of Independent Directors) nominated by shareholders who have such right and candidates of Independent Directors nominated by the Board of Supervisors, their incumbency qualifications and conditions shall be examined by the Nomination and Remuneration committee of the Board of Directors in accordance with relevant laws and regulations as well as the Articles, and the examination results shall be reported to the convener of the Shareholders' General Meeting; those who satisfy the incumbency qualifications and conditions shall be presented to the Shareholders' General Meeting for review. For candidates of non-employee supervisors (including that of external supervisors) nominated by shareholders who have such right, their incumbency qualifications and conditions shall be examined by the duty performance supervision committee of the Board of Supervisors in accordance with relevant laws and regulations as well as the Articles, and the examination results shall be reported to the convener of the Shareholders' General Meeting; those who satisfy the incumbency qualifications and conditions shall be presented to the Shareholders' General Meeting for review.</p>

S/N	Current Articles	Revised Articles
16	<p><b>Article 73</b> Based on the written replies received twenty (20) days prior to holding of the Shareholders' General Meeting, the Bank shall calculate the number of voting shares held by shareholders who intend to attend the meeting. If the voting shares held by the above shareholders account for more than half of the total voting shares, the Bank may hold the Shareholders' General Meeting; if the voting shares held by the above shareholders account for less than half (1/2) of the total voting shares, the Bank shall notify shareholders again of the matters to be discussed, date and the venue of the meeting by way of announcement fifteen (15) days prior to the holding of the Shareholders' General Meeting; the meeting proposals released in the second announcement shall be consistent with that contained in the former announcement. After the announcement is issued, the Bank may hold the Shareholders' General Meeting.</p> <p>Extraordinary general meeting shall not resolve on any matters not listed in the public notice.</p>	<p><b>Article 73</b> Based on the written replies received twenty (20) days prior to holding of the Shareholders' General Meeting, the Bank shall calculate the number of voting shares held by shareholders who intend to attend the meeting. If the voting shares held by the above shareholders account for more than half of the total voting shares, the Bank may hold the Shareholders' General Meeting; if the voting shares held by the above shareholders account for less than half (1/2) of the total voting shares, the Bank shall notify shareholders again of the matters to be discussed, the date and the venue of the meeting by way of announcement fifteen (15) days prior to the holding of the Shareholders' General Meeting; the meeting proposals released in the second announcement shall be consistent with that contained in the former announcement. After the announcement is issued, the Bank may hold the Shareholders' General Meeting.</p> <p>Extraordinary general meeting shall not resolve on any matters not listed in the public notice.</p> <p><u>After issuing the notice of the Shareholders' General Meeting, the meeting shall not be postponed or cancelled and the proposals listed in the meeting notice shall not be cancelled without a proper reason. In case of any postponement or cancellation, the convener shall make an announcement at least two (2) working days before the originally scheduled date with reasons explained.</u></p>
17	<p><b>Article 75</b> The notice of the Shareholders' General Meeting shall be delivered to the shareholders (regardless of whether the shareholder has voting rights at the meeting or not) by courier or by post-paid to the address recorded in the register of shareholders. For holders of domestic shares, the notice of Shareholders' General Meeting may also be issued by announcement.</p> <p>The announcement mentioned in the preceding paragraph shall be published on one or more newspapers designated by the securities regulatory institution of the State Council forty-five (45) to fifty (50) days prior to holding of the meeting. Once the announcement is published, the holders domestic shares shall be deemed as having received the notice of Shareholders' General Meeting. In practical and feasible case, the Chinese and English versions of the announcement shall be published in a major Chinese newspaper and an English newspaper of Hong Kong respectively on the same day.</p>	<p><b>Article 75</b> The notice of the Shareholders' General Meeting shall be delivered to the shareholders (regardless of whether the shareholder has voting rights at the meeting or not) personally or by post to the address recorded in the register of shareholders. For holders of <u>domestic listed shares</u>, the notice of Shareholders' General Meeting may also be issued by public notice.</p> <p>The announcement mentioned in the preceding paragraph shall be published on one or more newspapers designated by the securities regulatory institution of the State Council forty-five (45) to fifty (50) days prior to holding of the meeting. Once the notice is published, the holders of <u>domestic listed shares</u> shall be deemed as having received the notice of Shareholders' General Meeting. In practical and feasible case, the Chinese and English versions of the public notice shall be published in a major Chinese newspaper and an English newspaper of Hong Kong respectively on the same day.</p>



S/N	Current Articles	Revised Articles
18	<p><b>Article 77</b> Any shareholder who has the right to attend and vote at the Shareholders’ General Meeting shall have the right to appoint one or more persons (not necessarily shareholder(s)) as his/her proxy to attend and vote at the meeting. Such proxy may exercise the following rights in accordance with the shareholder’s entrustment:</p> <p>(1) the right to speak; and  (2) the right to vote.</p>	<p><b>Article 77</b> All the shareholders registered as at the share registration date or their proxies shall have the right to attend the Shareholders’ General Meeting and exercise the voting right according to relevant laws, regulations and the Articles.</p> <p><u>The convener and the lawyers engaged by the Bank shall jointly check the legitimacy of shareholders’ qualification based on the register of shareholders provided by the securities depository and clearing agency, and register the names of shareholders and the numbers of shares held by them. The registration shall end before the chairman of the Shareholders’ General Meeting announces the number of shareholders and proxies attending the meeting onsite and the total number of voting shares held by them.</u></p> <p>Any shareholder who has the right to attend and vote at the Shareholders’ General Meeting shall have the right to appoint one or more persons (not necessarily shareholder(s)) as his/her proxy to attend and vote at the meeting. Such proxy may exercise the following rights in accordance with the shareholder’s entrustment:</p> <p>(1) the right to speak; and  (2) the right to vote.</p> <p><u>Individual shareholders who attend the Shareholders’ General Meeting in person shall show their identity certificates or other valid certificates that can evidence their identities as well as shareholding certificates; proxies attending the meeting shall show their valid identity certificates and the power of attorney issued by shareholders.</u></p> <p><u>Corporate shareholders shall send their legal representatives or proxies entrusted by the legal representatives to attend the Shareholders’ General Meeting. The legal representatives attending the meeting shall show their identity certificates and valid certificates that can evidence the qualification of legal representative; proxies attending the meeting shall show their identity certificates and the written power of attorney issued by the legal representatives of corporate shareholders according to laws.</u></p>
19	<p><b>Article 83</b> The Shareholders’ General Meeting shall not revise any proposal during the process of review, otherwise, the revision shall be deemed as a new proposal and shall not be voted on this Shareholders’ General Meeting.</p>	<p><b>Article 83</b> The Shareholders’ General Meeting shall vote upon all the proposals one by one. Votes shall be casted upon the different proposals for the same matter in the chronological order based on the submission of the proposal. Except that the Shareholders’ General Meeting is suspended or cannot make resolutions due to special reasons such as force majeure, it shall not lay aside or withhold voting upon any proposal.</p> <p>The Shareholders’ General Meeting shall not revise any proposal during the process of review, otherwise, the revision shall be deemed as a new proposal and shall not be voted on this Shareholders’ General Meeting.</p>
20	<p><b>Article 88</b> In case the number of negative votes equals to that of affirmative votes, the chairman of the Shareholders’ General Meeting shall have a casting vote.</p>	<p><b>Article 88</b> <del>In case the number of negative votes equals to that of affirmative votes, the chairman of the Shareholders’ General Meeting shall have a casting vote.</del></p> <p><u>The shareholders attending the Shareholders’ General Meeting shall put forth one of the following opinions on the proposals submitted for voting: for, against or abstaining from voting.</u></p> <p><u>Blank ballots, incorrectly filled ballots and ballots with unidentifiable characters as well as ballots not cast shall be deemed as that the voters waiver the voting right, and the voting result for the shares held by them shall be recorded as “abstaining from voting”.</u></p>



S/N	Current Articles	Revised Articles
21	<p><b>Article 90</b> The following matters shall be approved by special resolutions passed at a Shareholders' General Meeting:</p> <p>(1) Increase or reduction of the Bank's share capital, issuance of any class of shares, warrants or other similar securities;</p> <p>(2) Repurchase of the Bank's shares;</p> <p>(3) Issuance of convertible bonds by the Bank;</p> <p>(4) Issuance of subordinated bonds by the Bank;</p> <p>(5) Issuance of corporate bonds;</p> <p>(6) Division, merger, dissolution or liquidation of the Bank;</p> <p>(7) Purchase or sale of material assets or provision of guarantee by the Bank of which the total amount in a year exceeds 30% of the Bank's audited total assets in the latest period;</p> <p>(8) Share incentive plan;</p> <p>(9) Revision to the Articles, the Procedural Rules for Shareholders' General Meeting of China Construction Bank Corporation, the Procedural Rules for The Board of Directors of China Construction Bank Corporation and the Procedural Rules for The Board of Supervisors of China Construction Bank Corporation; and</p> <p>(10) Other matters approved by ordinary resolutions in the Shareholders' General Meeting that are considered to have material impact on the Bank shall be approved by special resolutions.</p>	<p><b>Article 90</b> The following matters shall be approved by special resolutions passed at a Shareholders' General Meeting:</p> <p>(1) Increase or reduction of the Bank's share capital, issuance of any class of shares, warrants or other similar securities;</p> <p>(2) Repurchase of the Bank's shares;</p> <p>(3) Issuance of convertible bonds by the Bank;</p> <p>(4) Issuance of subordinated bonds by the Bank;</p> <p>(5) Issuance of corporate bonds;</p> <p>(6) Division, merger, dissolution or liquidation of the Bank;</p> <p>(7) Purchase or sale of material assets or provision of guarantee by the Bank of which the total amount in a year exceeds 30% of the Bank's audited total assets in the latest period;</p> <p>(8) Share incentive plan;</p> <p>(9) Revision to the Articles, the Procedural Rules for Shareholders' General Meeting of China Construction Bank Corporation, the Procedural Rules for The Board of Directors of China Construction Bank Corporation and the Procedural Rules for The Board of Supervisors of China Construction Bank Corporation; <del>and</del></p> <p>(10) <u>Execution of contract with persons other than directors, supervisors, the president and senior management members under which such persons shall take charge of all or important businesses of the Bank, except for special circumstances such as the Bank is in a crisis; and</u></p> <p>(11) Other matters approved by ordinary resolutions in the Shareholders' General Meeting that are considered to have material impact on the Bank shall be approved by special resolutions.</p>
22	<p><b>Article 91</b> In case a connected transaction is reviewed at the Shareholders' General Meeting, the connected shareholders shall not vote, the voting shares represented by them shall not be included into the total effective voting shares of the Shareholders' General Meeting.</p> <p>The "connected transaction" as mentioned in the preceding paragraph shall mean those defined by the local securities regulatory authorities where shares of the Bank are listed.</p>	<p><b>Article 91</b> In case a connected transaction is reviewed at the Shareholders' General Meeting, the connected shareholders shall not vote, the voting shares represented by them shall not be included into the total effective voting shares of the Shareholders' General Meeting. <u>The announcement on resolutions of the Shareholders' General Meeting shall fully disclose information on voting of non-connected shareholders.</u></p> <p>The "connected transaction" as mentioned in the preceding paragraph shall mean those defined by the local securities regulatory authorities where shares of the Bank are listed.</p>

S/N	Current Articles	Revised Articles
23	<p><b>Article 93</b> In case the Board of Supervisors or shareholders request the convening of an extraordinary general meeting or Shareholders' General Meeting for a certain class of shareholders, the following procedures shall be followed. The Shareholders' General Meeting for a certain class of shareholders refers to the Shareholders General Meeting held by the Bank in accordance with Chapter 10 herein for the purpose of altering or abrogating the rights of a class of shareholders.</p> <p>(1) The Board of Supervisors shall propose the holding of an extraordinary general meeting or a meeting for a certain class of shareholders to the Board of Directors in writing. The Board of Directors shall revert in writing whether to approve the holding of an extraordinary general meeting or a meeting for a certain class of shareholders or not according to the applicable laws, regulations and the Articles within ten days after the proposal is received.</p> <p>In case the Board of Directors approves the holding of an extraordinary general meeting or a meeting for a certain class of shareholders, it shall issue corresponding meeting notice within five (5) days after the resolution is made, and changes to the proposal shall be agreed by the Board of Supervisors.</p> <p>In case the Board of Directors refuses to hold an extraordinary general meeting or a meeting for a certain class of shareholders, or makes no feedback within ten (10) days after receiving the proposal, the Board of Directors shall be deemed as incapable of fulfilling or failing to fulfill the obligation of holding such meeting, in which case the Board of Supervisors may convene and preside over such meeting on its own initiative.</p> <p>(2) The shareholders who independently or jointly, hold more than ten percent (10%) voting shares in the Bank may request the Board of Directors to hold an extraordinary general meeting or a meeting for a certain class of shareholders with a written request. The Board of Directors shall revert in writing whether to approve or not approve the holding of an extraordinary general meeting or a meeting for a certain class of shareholders according to the applicable laws, regulations and the Articles within ten (10) days after the request is received.</p> <p>In case the Board of Directors approves the holding of an extraordinary general meeting or a meeting for a certain class of shareholders, it shall issue corresponding meeting notice within five (5) days after the resolution is made, and changes to the proposal shall be agreed by the relevant shareholders.</p> <p>In case the Board of Directors refuses the holding of an extraordinary general meeting or a meeting for a certain class of shareholders, or makes no feedback within ten (10) days after receiving the proposal, the shareholders who independently or jointly, hold more than ten percent (10%) voting shares of the Bank may request the Board of Supervisors to hold an extraordinary general meeting or a meeting for a certain class of shareholders in a written form.</p> <p>In case the Board of Supervisors approves the holding of an extraordinary general meeting or a meeting for a certain class of shareholders, it shall issue corresponding meeting notice within five (5) days after the request is received, and changes to the proposal shall be agreed by the relevant shareholders.</p> <p>In case the Board of Supervisors fails to issue the notice of extraordinary general meeting or the meeting for a certain class of shareholders in the prescribed period, the Board of Supervisors shall be deemed as refusing to convene and preside over such meeting. Shareholders who independently or jointly, hold more than ten percent (10%) voting shares in the Bank for more than ninety (90) successive days may convene and preside over such meeting on its own initiative.</p>	<p><b>Article 93</b> In case the Board of Supervisors or, shareholders or <u>Independent Directors</u> request the convening of an extraordinary general meeting or Shareholders' General Meeting for a certain class of shareholders, the following procedures shall be followed. <del>The Shareholders' General Meeting for a certain class of shareholders refers to the Shareholders' General Meeting held by the Bank in accordance with Chapter 10 herein for the purpose of altering or abrogating the rights of a class of shareholders.</del></p> <p>(1) The Board of Supervisors shall propose the holding of an extraordinary general meeting or a meeting for a certain class of shareholders to the Board of Directors in writing. The Board of Directors shall revert in writing whether to approve the holding of an extraordinary general meeting or a meeting for a certain class of shareholders or not according to the applicable laws, regulations and the Articles within ten days after the proposal is received.</p> <p>In case the Board of Directors approves the holding of an extraordinary general meeting or a meeting for a certain class of shareholders, it shall issue corresponding meeting notice within five (5) days after the resolution is made, and changes to the proposal shall be agreed by the Board of Supervisors.</p> <p>In case the Board of Directors refuses to hold an extraordinary general meeting or a meeting for a certain class of shareholders, or makes no feedback within ten (10) days after receiving the proposal, the Board of Directors shall be deemed as incapable of fulfilling or failing to fulfill the obligation of holding such meeting, in which case the Board of Supervisors may convene and preside over such meeting on its own initiative.</p> <p>(2) The shareholders who independently or jointly, hold more than ten percent (10%) voting shares in the Bank may request the Board of Directors to hold an extraordinary general meeting or a meeting for a certain class of shareholders with a written request. The Board of Directors shall revert in writing whether to approve or not approve the holding of an extraordinary general meeting or a meeting for a certain class of shareholders according to the applicable laws, regulations and the Articles within ten (10) days after the request is received.</p> <p>In case the Board of Directors approves the holding of an extraordinary general meeting or a meeting for a certain class of shareholders, it shall issue corresponding meeting notice within five (5) days after the resolution is made, and changes to the proposal shall be agreed by the relevant shareholders.</p> <p>In case the Board of Directors refuses the holding of an extraordinary general meeting or a meeting for a certain class of shareholders, or makes no feedback within ten (10) days after receiving the proposal, the shareholders who independently or jointly, hold more than ten percent (10%) voting shares of the Bank may request the Board of Supervisors to hold an extraordinary general meeting or a meeting for a certain class of shareholders in a written form.</p> <p>In case the Board of Supervisors approves the holding of an extraordinary general meeting or a meeting for a certain class of shareholders, it shall issue corresponding meeting notice within five (5) days after the request is received, and changes to the proposal shall be agreed by the relevant shareholders.</p> <p>In case the Board of Supervisors fails to issue the notice of extraordinary general meeting or the meeting for a certain class of shareholders in the prescribed period, the Board of Supervisors shall be deemed as refusing to convene and preside over such meeting. Shareholders who independently or jointly, hold more than ten percent (10%) voting shares in the Bank for more than ninety (90) successive days may convene and preside over such meeting on its own initiative.</p>

S/N	Current Articles	Revised Articles
	<p>(3) In case the Board of Directors, within fifteen (15) days after receiving the aforesaid written request, does not issue an announcement for convening the meeting or decide not to convene an extraordinary general meeting or the Shareholders' General Meeting for a certain class of shareholders, the Board of Supervisors or proposing shareholders may convene the meeting by themselves four (4) months after the Board of Directors receives the request, and the convening procedures shall be similar to that convened by the Board of Directors as far as possible. If both the Board of Supervisors and proposing shareholders decide to hold an extraordinary general meeting or the Shareholders' General Meeting for a class of shareholders, the meeting shall be convened by the proposing shareholders.</p> <p>(4) In case the Board of Supervisors or the proposing shareholders decide to convene an extraordinary general meeting or a meeting for a certain class of shareholders on its own initiative, they shall inform the Board of Directors in writing and file relevant information with the banking regulatory institution of the State Council and the local securities regulatory authorities where shares of the Bank are listed according to relevant provisions. A notice on holding of an extraordinary general meeting or the meeting for a certain class of shareholders shall be issued thereafter, with contents of the notice of the meeting satisfying the following conditions:</p> <p>(a) No new contents shall be added to the proposal otherwise, the Board of Supervisors or the proposing shareholders shall submit requests again to the Board of Directors for holding of the Shareholders' General Meeting or the meeting for a certain class of shareholders in accordance with the above procedures;</p> <p>(b) The venue of the meeting shall be at the place where the Bank locates.</p> <p>In case the Board of Supervisors or the proposing shareholders convene and hold the extraordinary general meeting or the meeting for a certain class of shareholders is due to failing by the Board of Directors to hold such meeting at the above requests, the reasonable expense shall be born by the Bank; in case the failure of the Board of Directors to hold such meeting is caused by the fault of a director, the above reasonable expense incurred from convening and holding of the extraordinary general meeting or the meeting for a certain class of shareholders by the Board of Supervisors or the proposing shareholders shall be deducted from the remuneration that shall be paid to the defaulted directors by the Bank.</p>	<p>(3) If the Board of Directors, within fifteen (15) days after receiving the aforesaid written request, does not issue an announcement for convening the meeting or decide not to convene an extraordinary general meeting or the Shareholders' General Meeting for a certain class of shareholders, the Board of Supervisors or proposing shareholders may convene the meeting by themselves four (4) months after the board of director receives the request, and the convening procedures shall be similar to that convened by the Board of Directors as far as possible. If both the Board of Supervisors and proposing shareholders decide to hold an extraordinary general meeting or the Shareholders' General Meeting for a class of shareholders, the meeting shall be convened by the proposing shareholders.</p> <p>(4) In case the Board of Supervisors or the proposing shareholders decide to convene an extraordinary general meeting or a meeting for a certain class of shareholders on its own initiative, they shall inform the Board of Directors in writing and file relevant information with the banking regulatory institution of the State Council and the local securities regulatory authorities where shares of the Bank are listed according to relevant provisions. A notice on holding of an extraordinary general meeting or the meeting for a certain class of shareholders shall be issued thereafter, with contents of the notice of the meeting satisfying the following conditions:</p> <p>(a) No new contents shall be added to the proposal otherwise, the Board of Supervisors or the proposing shareholders shall submit requests again to the Board of Directors for holding of the Shareholders' General Meeting or the meeting for a certain class of shareholders in accordance with the above procedures;</p> <p>(b) The venue of the meeting shall be at the place where the Bank locates.</p> <p><u>Where proposing shareholders convene an extraordinary general meeting or a Shareholders' General Meeting for a class of shareholders, the convening shareholder shall hold no less than ten percent (10%) shares before the resolutions of the Shareholders' General Meeting are announced. The convening shareholder shall submit relevant evidencing materials to the local office of the securities regulatory authority of the State Council in the place where the Bank is located and the stock exchanges where the Bank's shares are listed before issuing the of meeting notice and announcement of resolutions of the Shareholders' General Meeting.</u></p> <p><u>The Board of Directors and the secretary to the Board of Directors shall provide assistance for the Shareholders' General Meetings convened by the Board of Supervisors or the shareholders proposing on an independent basis.</u> In case the Board of Supervisors or the proposing shareholders convene and hold the extraordinary general meeting or the meeting for a certain class of shareholders is due to failing by the Board of Directors to hold such meeting at the above requests, the reasonable expense shall be borne by the Bank; in case the failure of the Board of Directors to hold such meeting is caused by the fault of a director, the above reasonable expense incurred from convening and holding of the extraordinary general meeting or the meeting for a certain class of shareholders by the Board of Supervisors or the proposing shareholders shall be deducted from the remuneration that shall be paid to the defaulted directors by the Bank.</p> <p>(5) <u>When more than one half (1/2) of the Independent Directors of the Bank propose the convention of an extraordinary general meeting or a Shareholders' General Meeting for a class of shareholders, such proposal shall be made in writing to the Board of Directors. The Board of Directors shall revert in writing whether to approve or not approve the holding of an extraordinary general meeting or a Shareholders' General Meeting for a certain class of shareholders within ten (10) days after receiving such proposal according to laws, regulations and the Articles.</u></p> <p><u>The Board of Directors shall issue the notice on convening the Shareholders' General Meeting or the Shareholders' General Meeting for a certain class of shareholders within five (5) days after making the resolution if it agrees with such convening; otherwise, the Board of Directors shall explain the reasons and make an announcement.</u></p>

S/N	Current Articles	Revised Articles
24	<p><b>Article 94</b> Except otherwise provided in the Articles, the Shareholders’ General Meeting shall be convened by the Board of Directors, and the chairman of the Board of Directors shall preside over and chair the meeting; if the chairman is unable or fails to perform his/her duties, the vice chairman of the Board of Directors shall chair and preside over the meeting; if the chairman and the vice chairman are both unable or fail to perform their duties, a director voted by more than half of the directors shall preside over and chair the meeting.</p> <p>The Shareholders’ General Meeting convened by the Board of Supervisors shall be presided over by the chairman of the Board of Supervisors. The supervisor elected by a majority of the supervisors shall preside over the meeting if the chairman of the Board of Supervisors fails or is unable to perform his/her duties.</p> <p>The Shareholders’ General Meeting convened by shareholders shall be chaired and presided over by the shareholder (inclusive of the proxy) who holds the most voting shares.</p>	<p><b>Article 94</b> Except otherwise provided in the Articles, the Shareholders’ General Meeting shall be convened by the Board of Directors, and the chairman of the Board of Directors shall preside over and chair the meeting; if the chairman is unable or fails to perform his/her duties, the vice chairman of the Board of Directors shall chair and preside over the meeting; if chairman and the vice chairman are both unable or fail to perform his/her duties, a director voted by more than half of the directors shall preside over and chair the meeting; <u>if no chairman of the Shareholders’ General Meeting is designated, shareholders attending the Shareholders’ General Meeting may exercise their rights of voting based on the voting shares held by them to elect a person to chair and preside over the meeting; if shareholders are unable to elect chairman of the meeting due to any reasons, the shareholder (including the proxy of shareholder) who holds the most voting shares shall chair and preside over the meeting.</u></p> <p>The Shareholders’ General Meeting convened by the Board of Supervisors shall be <u>chaired and</u> presided over by the chairman of the Board of Supervisors. The supervisor elected by a majority of the supervisors shall chair and preside over the meeting if the chairman of the Board of Supervisors fails or is unable to perform his/her duties. <u>If no chairman of the Shareholders’ General Meeting is designated, shareholders attending the Shareholders’ General Meeting may elect one person to chair and preside over the meeting; if shareholders are unable to elect the chairman of the meeting due to any reasons, the shareholder (including proxy of shareholder) holding the most voting shares shall chair and preside over the meeting.</u></p> <p>The Shareholders’ General Meeting convened by shareholders shall be chaired and presided over <u>by the shareholder (inclusive of the proxy) who holds the most voting shares by the representative elected by the convening shareholders.</u> If the convening shareholders are unable to elect the chairman of the Shareholders’ General Meeting, <u>the shareholder (including the proxy of shareholder) who holds the most voting shares shall chair and preside over the meeting.</u></p>
25	<p><b>Article 95</b> When voting on proposals at the Shareholders’ General Meeting, two shareholder representatives and one supervisor shall be elected to count votes and scrutinize the ballot. If any shareholder or supervisor has any interest in the matter under review, they or their proxies shall not participate in the counting and scrutinizing.</p> <p>After voting on the proposals is completed at the Shareholders’ General Meeting, the lawyer, shareholder representatives and supervisor representatives shall jointly be responsible for counting the votes and inspecting the process. The results shall be announced at the meeting in general case, and be recorded in the minutes of the meeting.</p> <p>The Bank’s shareholders or their proxies who vote through Internet or other methods may inquire their own voting result through corresponding voting system.</p>	<p><b>Article 95</b> <u>Before voting, the chairman of the Shareholders’ General Meeting shall announce the number of shareholders and proxies attending the meeting onsite and the total number of voting shares held by them, which shall be subject to the meeting registration.</u></p> <p>When voting on proposals at the Shareholders’ General Meeting, two shareholder representatives and one supervisor shall be elected to count votes and scrutinize the ballot. If any shareholder or supervisor has any interest in the matter under review, they or their proxies shall not participate in the counting and scrutinizing.</p> <p>After voting on the proposals is completed at the Shareholders’ General Meeting, the lawyer, shareholder representatives and supervisor representatives shall jointly be responsible for counting the votes and inspecting the process. The results shall be announced at the meeting in general case, and be recorded in the minutes of the meeting.</p> <p><u>The close of onsite Shareholders’ General Meeting shall not be earlier than the deadline of voting via Internet or other means.</u></p> <p>The Bank’s shareholders or their proxies who vote through Internet or other methods may inquire their own voting result through corresponding voting system.</p> <p><u>Relevant parties including listed companies, counters, scrutineers and Internet service provider involved in onsite, Internet and other voting methods of the Shareholders’ General Meeting shall be subject to the confidentiality obligation toward the voting before the voting result is announced formally.</u></p>

S/N	Current Articles	Revised Articles
26	<p><b>Article 98</b> In case a proposal on election of directors is approved at the Shareholders' General Meeting, the qualification of the newly-appointed directors shall be reported to the banking regulatory institutions of the State Council for approval. The newly-appointed directors' term of office shall start from the date when his qualification is approved by the banking regulatory institutions of the State Council.</p>	<p><b>Article 98</b> In case a proposal on election of directors is approved at the Shareholders' General Meeting, the qualification of the newly-appointed directors shall be reported to the banking regulatory institutions of the State Council for approval. The newly-appointed directors' term of office shall start from the date when his qualification is approved by the banking regulatory institutions of the State Council.</p> <p><u>The term of office of supervisors who are elected at a Shareholders' General Meeting shall start from the date when the resolution of the Shareholders' General Meeting is adopted.</u></p>
27	<p><b>Article 101</b> The Shareholders' General Meeting shall have the meeting minutes. The minutes of a Shareholders' General Meeting shall record the following contents:</p> <p>(1) the number of voting shares held by shareholders (or their proxies) present at the Shareholders' General Meeting, and their percentages in total shares of the Bank;</p> <p>(2) time and venue of the meeting;</p> <p>(3) name of the chairman of the Shareholders' General Meeting, and the agenda;</p> <p>(4) main views of each addressor on the matters reviewed;</p> <p>(5) voting results of each matter (signed by the tally clerk);</p> <p>(6) resolutions on proposals raised by shareholders, name of the proposing shareholder(s), the shareholding proportion and contents of the proposal;</p> <p>(7) inquiries and suggestions of shareholders and the corresponding answers or explanations given by the directors and supervisors; and</p> <p>(8) other matters that shall be included into the minutes in accordance with the Articles or of which the meeting thinks should be recorded.</p>	<p><b>Article 101</b> The Shareholders' General Meeting shall have the meeting minutes. The minutes of a Shareholders' General Meeting shall record the following contents:</p> <p>(1) the number of voting shares held by shareholders (or their proxies) present at the Shareholders' General Meeting, and their percentages in total shares of the Bank;</p> <p>(2) time <del>and</del>, venue <u>and agenda</u> of the meeting, <u>and name of the convener</u>;</p> <p>(3) name of the chairman of the Shareholders' General Meeting, and <del>the agenda</del> <u>names of the directors, supervisors, president and other senior management members who attend the Shareholders' General Meeting (either with or without voting rights)</u>;</p> <p>(4) <u>review process of each proposal</u>, main views of each addressor on the matters reviewed, <u>and voting results</u>;</p> <p>(5) <del>voting results of each item (signed by the tally clerk)</del>; for resolutions on proposals raised by shareholders, name of the proposing shareholder(s), the shareholding proportion and contents of the proposal;</p> <p>(6) inquiries <del>and/or</del> suggestions of shareholders and the corresponding answers or explanations <del>given by the directors and supervisors</del>; <u>and</u></p> <p>(7) <u>names of lawyers, vote counters and scrutineers</u>; and</p> <p><del>(7)(8)</del> other matters that shall be included into the minutes in accordance with the Articles <del>or of which the meeting thinks should be recorded</del>.</p>
28	<p><b>Article 103</b> The Shareholders' General Meeting shall be witnessed by a lawyer, and the lawyer shall issue the relevant legal opinion.</p>	<p><b>Article 103</b> The Shareholders' General Meeting shall be witnessed by a lawyer, and the lawyer shall issue <u>and announce</u> the relevant legal opinions <u>on the following matters</u>:</p> <p>(1) <u>whether the convening and holding procedures of the Shareholders' General Meeting are in compliance with applicable laws, regulations and the Articles</u>;</p> <p>(2) <u>whether the qualification of attendees and convener of the Shareholders' General Meeting is legal and valid</u>;</p> <p>(3) <u>whether the voting procedures and results of the Shareholders' General Meeting are legal and valid</u>; and</p> <p>(4) <u>legal opinions on other matters issued as required by the Bank</u>.</p>

S/N	Current Articles	Revised Articles
29	<p><b>Article 114</b> The Board of Directors shall consist of seventeen (17) directors, in which there shall be one chairman and one vice chairman.</p> <p>Members of Board of Directors shall consist of executive directors, non-executive directors, and non-executive directors shall include independent non-executive directors (hereinafter referred to as “independent directors”).</p> <p>The number of executive directors shall be no less than one fourth (1/4) and no more than one third (1/3) of the total number of the Board of Directors.</p> <p>The number of Independent Directors shall comply with relevant provisions of regulatory authority.</p> <p>More than two thirds (2/3) of board members shall be non-executive directors.</p> <p>No more than two (2) members from the controlling shareholders’ chairman of the board, vice chairman of the board and executive director shall concurrently hold positions of chairman of board, vice chairman of board or executive director of the Bank.</p> <p>Legal representative of controlling shareholder shall not assume the position of the chairman of the Board of Directors of the Bank concurrently.</p>	<p><b>Article 114</b> The Board of Directors shall consist of <del>seventeen (17)</del> <u>nine (9) to seventeen (17)</u> directors, in which there shall be one chairman and one vice chairman. Members of Board of Directors shall consist of executive directors, non-executive directors, and non-executive directors shall include Independent <del>non-executive</del> Directors (<del>hereinafter referred to as “independent directors”</del>).</p> <p>The number of executive directors shall be no less than one fourth (1/4) and no more than one third (1/3) of the total number of the Board of Directors.</p> <p>The number of Independent Directors shall comply with relevant provisions of regulatory authority.</p> <p>More than two thirds (2/3) of board members shall be non-executive directors.</p> <p>No more than two (2) members from the controlling shareholders’ chairman of the board, vice chairman of the board and executive director shall concurrently hold positions of chairman of board, vice chairman of board or executive director of the Bank.</p> <p>Legal representative of controlling shareholder shall not assume the position of the chairman of the Board of Directors of the Bank concurrently.</p>
30	<p><b>Article 115</b> Directors shall be elected by the Shareholders’ General Meeting. The term of office of a director shall be three (3) years, effective to the date of the annual general meeting of the Bank. A director may serve consecutive terms if he/she is re-elected.</p> <p>Directors need not hold shares of the Bank.</p> <p>The qualification of directors shall be reported to the banking regulatory institution of the State Council for approval.</p> <p>Non-executive directors shall have sufficient time and necessary knowledge and competence to perform their duties.</p> <p>The written notice concerning intention of nominating director candidates and candidates’ willingness to accept nomination shall be presented to the Bank no earlier than the next day after issuance of notice of Shareholders’ General Meeting and no later than seven (7) days before the date of the Shareholders’ General Meeting.</p> <p>If the number of directors elected through voting at the Shareholders’ General Meeting exceeds the maximum number for directors as specified by the Articles, candidates with the highest votes shall be elected as directors according to the maximum number specified in the Articles.</p> <p>Chairman of the Board of Directors and vice chairman of the Board of Directors shall be assumed by directors, and elected and removed by more than half of the directors. The term of office of chairman and vice chairman shall be three (3) years, and they may serve consecutive terms if being re-elected.</p>	<p><b>Article 115</b> Directors shall be elected by the Shareholders’ General Meeting. The term of office of a director shall be three (3) years, effective to the date of the annual general meeting of the Bank. A director may serve consecutive terms if he/she is re-elected.</p> <p><u>When there are vacancies for directors which need to be filled in as soon as possible, the Board of Directors may elect directors with more than half affirmative votes. The terms of office of such directors shall expire at the next Shareholders’ General Meeting, and they may serve a consecutive term if being re-elected at this Shareholders’ General Meeting.</u></p> <p>Directors need not hold shares of the Bank.</p> <p>The qualification of directors shall be reported to the banking regulatory institution of the State Council for approval.</p> <p>Non-executive directors shall have sufficient time and necessary knowledge and competence to perform their duties.</p> <p>The written notice concerning intention of nominating director candidates and candidates’ willingness to accept nomination shall be presented to the Bank no earlier than the next day after issuance of notice for Shareholders’ General Meeting and no later than seven (7) days before the date of the Shareholders’ General Meeting.</p> <p>If the number of directors elected through voting at the Shareholders’ General Meeting exceeds the maximum number for directors as specified by the Articles, candidates with the highest votes shall be elected as directors according to the maximum number specified in the Articles.</p> <p>Chairman of the Board of Directors and vice chairman of the Board of Directors shall be assumed by directors, and elected and removed by more than half of the directors. The term of office of chairman and vice chairman shall be three (3) years, and they may serve consecutive terms if being re-elected.</p>



S/N	Current Articles	Revised Articles
31	<p><b>Article 116</b> The Bank shall take measures to protect directors' right of information. For matters that need to be decided by the Board of Directors, the Bank shall timely notify directors and provide sufficient information in accordance with relevant provisions. If directors consider the information to be insufficient, they may request the Bank to supplement. If more than one fourth (1/4) of all directors or more than two (2) non-executive directors consider that the information to be insufficient or the elaboration is unclear, they may jointly propose to postpone the convening of board meeting or review of such matter, and the Board of Directors shall adopt it.</p>	<p><b>Article 116</b> The Bank shall take measures to protect directors' right of information. For matters that need to be decided by the Board of Directors, the Bank shall timely notify directors and provide sufficient information in accordance with relevant provisions. If directors consider the information to be insufficient, they may request the Bank to supplement. If <del>more than one fourth (1/4) of all directors or two (2) or more than two (2)</del> Independent Directors consider that the information to be insufficient or the elaboration is unclear, they may jointly propose to postpone the convening of board meeting or review of such matter <u>three days prior to the convening of the meeting</u>, and the Board of Directors shall adopt it.</p>
32	<p><b>Article 118</b> A director may resign prior to the expiry of his/her term of office. When a director intends to resign, he/she shall submit a written resignation to the Board of Directors.</p> <p>If the resignation of a director causes the number of directors to be less than two thirds (2/3) of the number of directors stipulated in the Articles or less than the minimum quorum specified by the Company Law, his/her resignation shall become effective after a new director is elected and fills up the vacancy resulting from the resignation.</p> <p>Except for circumstance in the preceding paragraph, a director's resignation shall become effective upon the delivery of his/her resignation to the Board of Directors.</p> <p>If the case mentioned in Clause 2 of this Article occurs, the Board of Directors shall convene an extraordinary general meeting as soon as possible to elect new directors to fill up the vacancy.</p> <p>The Shareholders' General Meeting may remove any director before expiration of his/her term of office in accordance with relevant laws, regulations and rules (but the director's right to raise any claim in accordance with any contract shall not be affected).</p>	<p><b>Article 118</b> A director may resign prior to the expiry of his/her term of office. When a director intends to resign, he/she shall submit a written resignation to the Board of Directors.</p> <p>If the resignation of a director causes the number of directors to be <del>less than two thirds (2/3) of the number of directors stipulated in the Articles or</del> less than the minimum quorum specified in the <u>Articles by the Company Law</u>, his/her resignation shall become effective after a new director is elected and fills up the vacancy resulting from the resignation.</p> <p>Except for circumstance in the preceding paragraph, a director's resignation shall become effective upon the delivery of his/her resignation to the Board of Directors.</p> <p>If the case mentioned in Clause 2 of this Article occurs, the Board of Directors shall <u>hold a meeting as soon as possible</u> to elect directors to fill in the vacancy in accordance with <u>Clause 2 Article 115 of the Articles or</u> convene an extraordinary general meeting <del>as soon as possible</del> to elect new directors to fill in the vacancy in accordance with <u>Clause 1 Article 67 of the Articles</u>.</p> <p>The Shareholders' General Meeting may remove any director before expiration of his/her term of office in accordance with relevant laws, regulations and rules (but the director's right to raise any claim in accordance with any contract shall not be affected).</p>
33	<p><b>Article 121</b> The Board of Directors shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) be responsible for convening the Shareholders' General Meeting and reporting its work to the Shareholders' General Meeting;</li> <li>(2) implement resolutions of the Shareholders' General Meeting;</li> <li>(3) determine the Bank's development strategy, and supervise its implementation;</li> <li>(4) decide on the business plan, investment plan and risk capital distribution plan of the Bank;</li> <li>(5) prepare annual financial budget and final accounts of the Bank;</li> <li>(6) prepare profit distribution plan and plan for making up losses of the Bank;</li> <li>(7) prepare plans for the increase or decrease of the Bank's registered capital, issuance of the Bank's convertible bonds, subordinated bonds, corporate bonds or other securities and listing;</li> <li>(8) prepare plans for the Bank's major acquisition and repurchase of shares;</li> </ol>	<p><b>Article 121</b> The Board of Directors shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) be responsible for convening the Shareholders' General Meeting and reporting its work to the Shareholders' General Meeting;</li> <li>(2) implement resolutions of the Shareholders' General Meeting;</li> <li>(3) determine the Bank's development strategy, and supervise its implementation;</li> <li>(4) decide on the business plan, investment plan and risk capital distribution plan of the Bank;</li> <li>(5) prepare annual financial budget and final accounts of the Bank;</li> <li>(6) prepare profit distribution plan and plan for making up losses of the Bank;</li> <li>(7) prepare plans for the increase or decrease of the Bank's registered capital, issuance of the Bank's convertible bonds, subordinated bonds, corporate bonds or other securities and listing;</li> <li>(8) prepare plans for the Bank's major acquisition and repurchase of shares;</li> </ol>



S/N	Current Articles	Revised Articles
	<p>(9) prepare plans for merger, division, dissolution and liquidation of the Bank;</p> <p>(10) decide on the Bank's equity investment, bond investment, asset acquisition, asset disposal, asset written-off, asset mortgage and other non-commercial banking business guarantees within the scope authorized by the Shareholders' General Meeting;</p> <p>(11) decide on the setting up of the Bank's internal management departments;</p> <p>(12) decide on the setting up of domestic tier-one branches and overseas branches;</p> <p>(13) appoint or remove president, chief audit officer and secretary to the Board of Directors, and determine their remuneration, reward and penalty;</p> <p>(14) engage or remove vice president and other members of the senior management of the bank (excluding chief audit officer and the secretary to the Board of Directors) nominated by the president, and decide on their remuneration, reward and penalty;</p> <p>(15) formulate the Bank's basic management systems, and supervise the implementation of these systems;</p> <p>(16) decide on risk management policies and internal control policies of the Bank, and supervise the implementation of such systems;</p> <p>(17) propose the engagement, termination or re-engagement of accounting firm to the Shareholders' General Meeting;</p> <p>(18) make special report to the Shareholders' General Meeting on the implementation of connected transaction management system and the status of connected transactions;</p> <p>(19) listen to work reports of the Bank's president, and supervise, check and assess his/her work and adopting accountability system;</p> <p>(20) assess and evaluate duty performance of members of the senior management of the Bank;</p> <p>(21) listen to work reports of chief audit officer and persons in charge of internal audit department of the Bank, and exam, supervise, check and assess internal audit works;</p> <p>(22) regularly evaluate and continuously improve corporate governance of the Bank;</p> <p>(23) formulate the amendments to the Articles, the <i>Procedural Rules for Shareholders' General Meeting of China Construction Bank Corporation</i> and the <i>Procedural Rules for the Board of Directors of China Construction Bank Corporation</i>, and formulate other systems, rules and measures of the Board of Directors; and</p> <p>(24) exercise other functions and powers vested by laws, regulations, rules, and regulations of relevant regulatory authorities, and the Articles as well as those authorized by the Shareholders' General Meeting.</p>	<p>(9) prepare plans for merger, division, dissolution and liquidation of the Bank;</p> <p>(10) decide on the Bank's equity investment, bond investment, asset acquisition, asset disposal, asset written-off, asset mortgage, <del>and</del> other non-commercial banking business guarantees <u>and external donations</u> within the scope authorized by the Shareholders' General Meeting;</p> <p>(11) decide on the setting up of the Bank's internal management departments;</p> <p>(12) decide on the setting up of <del>domestic</del> <u>cisborder</u> tier-one branches, <del>and</del> <u>overseas branches, and cisborder and overseas subsidiaries</u>;</p> <p>(13) appoint or remove president, chief audit officer and secretary to the Board of Directors, and determine their remuneration, reward and penalty;</p> <p>(14) engage or remove vice president and other members of the senior management of the bank (excluding chief audit officer and the secretary to the Board of Directors) nominated by the president, and decide on their remuneration, reward and penalty;</p> <p>(15) formulate the Bank's basic management systems, and supervise the implementation of these systems;</p> <p>(16) <del>decide on formulate</del> <u>decide on formulate risk management policies and internal control policies</u> of the Bank, <u>formulate risk management system and internal control system</u>, and supervise the implementation of such systems;</p> <p>(17) propose the engagement, termination or re-engagement of accounting firm to the Shareholders' General Meeting;</p> <p>(18) make <del>special</del> <u>special</u> report to the Shareholders' General Meeting on the implementation of connected transaction management system and the status of connected transactions;</p> <p>(19) listen to work reports of the Bank's <del>president</del> <u>senior management</u>, and supervise, check and assess his/her work and adopt accountability system;</p> <p>(20) assess and evaluate duty performance of members of the senior management of the Bank;</p> <p>(21) listen to work reports of chief audit officer and persons in charge of internal audit department of the Bank, and supervise, check and assess internal audit works;</p> <p>(22) regularly evaluate and continuously improve corporate governance of the Bank, <u>and conduct a regular evaluation of the performance of the Board of Directors</u>;</p> <p>(23) formulate the amendments to the Articles, the <i>Procedural Rules for Shareholders' General Meeting of China Construction Bank Corporation</i> and the <i>Procedural Rules for the Board of Directors of China Construction Bank Corporation</i>, and formulate other systems, rules and measures of the Board of Directors; <del>and</del></p> <p>(24) <u>formulate the capital planning and relevant systems on capital adequacy ratio assessment and management, and supervise the implementation of such systems</u>;</p> <p>(25) <u>formulate the systems for the management of accounting consolidation of the Bank and its affiliates, and supervise the implementation of such systems</u>;</p> <p>(26) <u>manage the information disclosure of the Bank</u>; and</p> <p>(27) exercise other functions and powers vested by laws, regulations, rules, and regulations of relevant regulatory authorities, and the Articles as well as those authorized by the Shareholders' General Meeting.</p>

S/N	Current Articles	Revised Articles
34	<p><b>Article 122</b> The authority of the Board of Directors on equity investment, bond investment, asset acquisition, asset disposal, asset written-off, asset mortgage and other non-commercial banking business guarantees by means of the Bank's assets shall be decided by the Shareholders' General Meeting and the Board of Directors shall establish strict examination and decision procedures for exercising the above authority.</p> <p>For major equity investment, bond investment, asset acquisition, asset disposal, asset written-off, asset mortgage and other non-commercial banking business guarantees, relevant experts and professionals shall be organized to review these matters, and shall be reported to the Shareholders' General Meeting for approval.</p> <p>For equity investment, bond investment, asset acquisition, asset disposal, asset written-off, asset mortgage and other non-commercial banking business guarantees within a certain limit, the Board of Directors may grant limited authority to the chairman of Board of Directors, one or more directors or presidents.</p> <p>The Board of Directors shall formulate specific authorization system, which shall become effective after being reported to and approved by the Shareholders' General Meeting.</p> <p>When disposing of fixed assets, if the expected value of the fixed assets to be disposed of plus total value of the fixed assets that have been disposed of four (4) months before such disposal proposal exceeds thirty-three percent (33%) of the fixed assets value in the latest balance sheet reviewed by the Shareholders' General Meeting, the Board of Directors shall not dispose of or approve the disposal of such fixed assets until it is approved by the Shareholders' General Meeting.</p> <p>The disposal of fixed assets referred to in this article includes the transfer of rights and interests of some assets, but excludes the provision of guarantee with fixed assets.</p> <p>The effectiveness of transaction conducted by the Bank to dispose of fixed assets shall not be affected by the violation of Clause 5 in this Article.</p>	<p><b>Article 122</b> The authority of the Board of Directors on equity investment, bond investment, asset acquisition, asset disposal, asset written-off, asset mortgage <del>and</del>, other non-commercial banking business guarantees <u>and external donations</u> by means of the Bank's assets shall be decided by the Shareholders' General Meeting and the Board of Directors shall establish strict examination and decision procedures for exercising the above authority.</p> <p>For major equity investment, bond investment, asset acquisition, asset disposal, asset written-off, asset mortgage and other non-commercial banking business guarantees, relevant experts and professionals shall be organized to review these matters, and shall be reported to the Shareholders' General Meeting for approval.</p> <p>For equity investment, bond investment, asset acquisition, asset disposal, asset written-off, asset mortgage <del>and</del>, other non-commercial banking business guarantees <u>and external donations</u> within a certain limit, the Board of Directors may grant limited authority to the chairman of Board of Directors, one or more directors or presidents.</p> <p>The Board of Directors shall formulate specific authorization system, which shall become effective after being reported to and approved by the Shareholders' General Meeting.</p> <p>When disposing of fixed assets, if the expected value of the fixed assets to be disposed of plus total value of the fixed assets that have been disposed of four (4) months before such disposal proposal exceeds thirty-three percent (33%) of the fixed assets value in the latest balance sheet reviewed by the Shareholders' General Meeting, the Board of Directors shall not dispose of or approve the disposal of such fixed assets until it is approved by the Shareholders' General Meeting.</p> <p>The disposal of fixed assets referred to in this article includes the transfer of rights and interests of some assets, but excludes the provision of guarantee with fixed assets.</p> <p>The effectiveness of transaction conducted by the Bank to dispose of fixed assets shall not be affected by the violation of Clause 5 in this Article.</p>

S/N	Current Articles	Revised Articles
35	<p><b>Article 126</b> The chairman of the Board of Directors shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) preside over the Shareholders' General Meeting, and convene and preside over meeting of Board of Directors;</li> <li>(2) ensure that all directors at the meeting of Board of Directors are appropriately informed of current matters;</li> <li>(3) ensure that directors can timely receive sufficient information and relevant information received is complete and reliable;</li> <li>(4) supervise and inspect the implementation of resolutions of the Board of Directors;</li> <li>(5) sign certificates of shares, bonds and others securities of the Bank;</li> <li>(6) sign important documents of the Board of Directors and other documents that shall be signed by legal representatives of the Bank;</li> <li>(7) exercise other functions and powers of a legal representative;</li> <li>(8) exercise special disposition right for Bank affairs in accordance with laws, regulations, rules and in the interest of the Bank under emergency of force majeure including severe natural disaster, and report to the Board of Directors and Shareholders' General Meeting after the event in a timely manner; and</li> <li>(9) other functions and powers granted by the Board of Directors.</li> </ol> <p>When the chairman of the Board of Directors cannot or fails to perform his/her functions and powers, the vice chairman shall act on his/her behalf; when the vice chairman cannot or fails to perform his/her functions and powers, a director elected by more than half (1/2) of all the directors shall act on his/her behalf.</p>	<p><b>Article 126</b> The chairman of the Board of Directors shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) preside over the Shareholders' General Meeting, and convene and preside over meeting of Board of Directors;</li> <li>(2) ensure that all directors at the meeting of Board of Directors are appropriately informed of current matters;</li> <li>(3) ensure that directors can timely receive sufficient information and relevant information received is complete and reliable;</li> <li>(4) supervise and inspect the implementation of resolutions of the Board of Directors;</li> <li>(5) sign certificates of shares, bonds and others securities of the Bank;</li> <li>(6) sign important documents of the Board of Directors and other documents that shall be signed by legal representatives of the Bank;</li> <li>(7) exercise other functions and powers of a legal representative;</li> <li>(8) exercise special disposition right for Bank affairs in accordance with laws, regulations, rules and in the interest of the Bank under emergency of force majeure including severe natural disaster, and report to the Board of Directors and Shareholders' General Meeting after the event in a timely manner; and</li> <li>(9) other functions and powers <u>stipulated in relevant laws, regulations, rules and provisions of local securities regulatory authority where the Bank's shares are listed or granted by the Board of Directors.</u></li> </ol> <p>When the chairman of the Board of Directors cannot or fails to perform his/her functions and powers, the vice chairman shall act on his/her behalf; when the vice chairman cannot or fails to perform his/her functions and powers, a director elected by more than half (1/2) of all the directors shall act on his/her behalf.</p>
36	<p><b>Article 127</b> The meetings of Board of Directors shall include regular board meeting and interim board meeting.</p> <p>The regular board meetings shall be convened by the chairman at least four (4) times a year. Written notice shall be delivered to all directors and supervisors fourteen (14) days prior to date of the regular board meeting. The notice shall state the proposals of the meeting.</p> <p>The chairman of the Board of Directors shall issue a notice for convening an interim board meeting within seven (7) days under one of the following circumstances:</p> <ol style="list-style-type: none"> <li>(1) when the chairman of the Board of Directors considers it necessary;</li> <li>(2) when more than one third (1/3) of the directors propose to do so;</li> <li>(3) when the Board of Supervisors proposes to do so;</li> <li>(4) when more than half (1/2) of the Independent Directors propose to do so;</li> <li>(5) when the president of the Bank proposes to do so; and</li> <li>(6) when shareholders who individually or jointly hold more than ten percent (10%) of the voting shares in the Bank propose to do so in writing.</li> </ol> <p>The Board of Directors office shall give a written notice to all directors and supervisors five (5) days before the convening of the interim board meeting. In case an interim board meeting shall be held as soon as possible under emergency, the meeting notice may be sent at any time by telephone or oral means, but the convener shall make an explanation at the meeting.</p>	<p><b>Article 127</b> The meetings of Board of Directors shall include regular board meeting and interim board meeting.</p> <p>The regular board meetings shall be convened by the chairman at least <del>four (4)</del> <u>six (6)</u> times a year. Written notice shall be delivered to all directors and supervisors fourteen (14) days prior to date of the regular board meeting. The notice shall state the proposals of the meeting.</p> <p>The chairman of the Board of Directors shall issue a notice for convening an interim board meeting within seven (7) days under one of the following circumstances:</p> <ol style="list-style-type: none"> <li>(1) when the chairman of the Board of Directors considers it necessary;</li> <li>(2) when more than one third (1/3) of the directors propose to do so;</li> <li>(3) when the Board of Supervisors proposes to do so;</li> <li>(4) when more than half (1/2) of the Independent Directors propose to do so;</li> <li>(5) when the president of the Bank proposes to do so; and</li> <li>(6) when shareholders who individually or jointly hold more than ten percent (10%) of the voting shares in the Bank propose to do so in writing.</li> </ol> <p>The Board of Directors office shall give a written notice to all directors and supervisors five (5) days before the convening of the interim board meeting. In case an interim board meeting shall be held as soon as possible under emergency, the meeting notice may be sent at any time by telephone or oral means, but the convener shall make an explanation at the meeting.</p>

S/N	Current Articles	Revised Articles
37	<p><b>Article 128</b> A meeting of Board of Directors may be held by means of on-site meeting or written resolutions.</p> <p>If on-site meeting is adopted, telephone, video or other instant communication means may be adopted to provide convenience for directors to attend the meeting. Directors who attend the meeting by the aforesaid means shall be deemed as attending the on-site meeting, but directors who attend the meeting on site shall be more than half (1/2) of the present directors.</p>	<p><b>Article 128</b> A meeting of Board of Directors may be held by means of on-site meeting or written resolutions.</p> <p>If on-site meeting is adopted, telephone, video or other instant communication means may be adopted to provide convenience for directors to attend the meeting. Directors who attend the meeting by the aforesaid means shall be deemed as attending the on-site meeting, <del>but directors who attend the meeting on site shall be more than half (1/2) of the present directors.</del></p>
38	<p><b>Article 131</b> Resolutions of the Board of Directors may be adopted when more than half (1/2) of the directors agree through voting, except for the following material matters that shall be agreed by more than two thirds (2/3) of all directors through voting and shall not be voted on by means of written proposal:</p> <ol style="list-style-type: none"> <li>(1) profit distribution plan;</li> <li>(2) repurchase of the Bank's shares;</li> <li>(3) issuance of convertible bonds of the Bank;</li> <li>(4) issuance of subordinated bonds of the Bank;</li> <li>(5) issuance of corporate bonds;</li> <li>(6) major investment;</li> <li>(7) plans of major asset acquisition, asset disposal and asset written-off;</li> <li>(8) engagement or removal of the senior management of the Bank;</li> <li>(9) change of the Bank's registered capital;</li> <li>(10) plans of merger, division, dissolution, and liquidation of the Bank;</li> <li>(11) annual budget and final accounts of the Bank;</li> <li>(12) appointment, removal or renewal of accounting firm;</li> <li>(13) authorization management measures of the Board of Directors to president of the Bank;</li> <li>(14) revision of the Articles; and</li> <li>(15) other matters considered by the Board of Directors by an ordinary resolution that will have material impact on the Bank and require the adoption by a special resolution, or matters that require the adoption by a special resolution in accordance with relevant provisions of the local securities regulatory authority where the Bank's shares are listed.</li> </ol>	<p><b>Article 131</b> Resolutions of the Board of Directors may be adopted when more than half (1/2) of the directors agree through voting, except for the following material matters that shall be agreed by more than two thirds (2/3) of all directors through voting and shall not be voted on by means of written proposal:</p> <ol style="list-style-type: none"> <li>(1) profit distribution plan;</li> <li>(2) repurchase of the Bank's shares;</li> <li>(3) issuance of convertible bonds of the Bank;</li> <li>(4) issuance of subordinated bonds of the Bank;</li> <li>(5) issuance of corporate bonds <u>or other negotiable securities and listing plans;</u></li> <li>(6) major investment;</li> <li>(7) plans of major asset acquisition, asset disposal and asset written-off;</li> <li>(8) engagement or removal of the senior management of the Bank, <u>and determine their remuneration;</u></li> <li>(9) change of the Bank's registered capital;</li> <li>(10) plans of merger, division, dissolution, and liquidation of the Bank;</li> <li>(11) annual budget and final accounts of the Bank;</li> <li>(12) appointment, removal or renewal of accounting firm;</li> <li>(13) authorization management measures of the Board of Directors to president of the Bank;</li> <li>(14) revision of the Articles; <del>and</del></li> <li>(15) <u>external donations to areas hit by unexpected material events which exceed the annual total amount or limit of single external donation authorized by the Shareholders' General Meeting, and</u></li> <li>(16) other matters considered by the Board of Directors by an ordinary resolution that will have material impact on the Bank and require the adoption by a special resolution, or matters that require the adoption by a special resolution in accordance with relevant provisions of the local securities regulatory authority where the Bank's shares are listed.</li> </ol>

S/N	Current Articles	Revised Articles
39	<p><b>Article 133</b> In case directors have material interest in the matters to be discussed by the Board of Directors, the resolution for approving such matters shall only be adopted when more than half (1/2) of the directors who have no material interest with the matters agree.</p> <p>In case a director has material interest in the matter to be discussed by the Board of Directors, this director shall withdraw from considering such matter and leave the meeting place temporarily. The Board of Directors, when necessary, may make a resolution that such director need not withdraw. When the Board of Directors is deciding whether to approve the said matter, such director shall not be counted into the quorum of the meeting.</p> <p>In case the Board of Directors cannot make a resolution on the matter to be discussed due to the withdrawal of relevant director who has material interest with the matter, the Board of Directors shall make a resolution to present the proposal to the Shareholders' General Meeting for consideration, and shall submit such proposal on a timely basis. Such resolution shall describe the consideration of the Board of Directors on the proposal, and record the opinions on the proposal from directors who have no material interest with the matter.</p> <p>Resolutions made by the Board of Directors on matters within the authority of Shareholders' General Meeting shall not be implemented before being reported to the Shareholders' General Meeting for approval.</p>	<p><b>Article 133</b> In case directors have material interest in the matters to be discussed by the Board of Directors, the resolution for approving such matters shall only be adopted when more than half (1/2) of the directors who have no material interest with the matters agree.</p> <p>In case a director has material interest in the matter to be discussed by the Board of Directors, this director shall withdraw from considering such matter and leave the meeting place temporarily. The Board of Directors, when necessary, may make a resolution that such director need not withdraw. When the Board of Directors is deciding whether to approve the said matter, such director shall not be counted into the quorum of the meeting.</p> <p><del>In case the Board of Directors cannot make a resolution on the matter to be discussed due to the withdrawal of relevant director who has material interest with the matter less than three</del> <u>(3) directors who have no material interest with the matter are present at the board meeting,</u> the Board of Directors shall make a resolution to present the proposal to the Shareholders' General Meeting for consideration, and shall submit such proposal on a timely basis. Such resolution shall describe the consideration of the Board of Directors on the proposal, and record the opinions on the proposal from directors who have no material interest with the matter.</p> <p>Resolutions made by the Board of Directors on matters within the authority of Shareholders' General Meeting shall not be implemented before being reported to the Shareholders' General Meeting for approval.</p>
40	<p><b>Article 134</b> Directors shall attend the board meeting in person. If a director cannot attend the meeting in person due to some reason, he/she may entrust another director in writing to attend the meeting on his/her behalf. The power of attorney shall specify the proxy's name, entrusted matters, the scope of authority and the valid term, and shall be affixed with the signature or seal of the entrustor.</p> <p>The director who attends the meeting of the Board of Directors on behalf of another director shall exercise the right of the entrustor within the scope of authorization. If a director neither attends the meeting of the Board of Directors nor entrusts a proxy to be present on his/her behalf, he/she shall be deemed to have given up his/her voting rights at that meeting.</p> <p>If a director neither attends the meeting of the Board of Directors in person nor entrusts other directors to attend the meeting for two (2) consecutive times, or fails to attend the regular meeting of the Board of Directors in the meeting site for two (2) consecutive times, such director shall be deemed to be unable to perform his/her duties, and the Board of Directors, the Board of Supervisors or shareholders who individually or jointly hold more than five percent (5%) of the voting shares in the Bank shall propose the Shareholders' General Meeting to remove and replace such director.</p> <p>The expenses arising from directors' attendance of meeting of the Board of Directors shall be paid by the Bank, including transportation expenses from director's domicile to meeting site, local transportation expenses and accommodation expenses during the meeting.</p> <p>The rental expenses incurred for the meeting site shall be paid by the Bank.</p>	<p><b>Article 134</b> Directors shall attend the board meeting in person. If a director cannot attend the meeting in person due to some reason, he/she may entrust another director in writing to attend the meeting on his/her behalf. The power of attorney shall specify the proxy's name, entrusted matters, the scope of authority and the valid term, and shall be affixed with the signature or seal of the entrustor.</p> <p>The director who attends the meeting of the Board of Directors on behalf of another director shall exercise the right of the entrustor within the scope of authorization. If a director neither attends the meeting of the Board of Directors nor entrusts a proxy to be present on his/her behalf, he/she shall be deemed to have given up his/her voting rights at that meeting.</p> <p><u>Directors shall devote sufficient time to performing their duties, and shall attend at least two thirds of meetings of the Board of Directors in person during a year. If a director fails to attend more than two thirds of meetings of the Board of Directors in person or neither attends the meeting in person nor entrusts other directors to attend the meeting for two (2) consecutive times, or</u> <del>fails to attend the regular board meeting in the meeting place for two (2) consecutive times,</del> such director shall be deemed to be unable to perform his/her duties, and the Board of Directors, the Board of Supervisors or shareholders who individually or jointly hold more than <del>five</del> <u>three</u> percent (<del>5</del><u>3</u>%) of the voting shares in the Bank shall propose the Shareholders' General Meeting to remove and replace such director.</p> <p>The expenses arising from directors' attendance of meetings of the Board of Directors shall be paid by the Bank, including transportation expenses from director's domicile to meeting site, local transportation expenses and accommodation expenses during the meeting.</p> <p>The rental expenses incurred for the meeting site shall be paid by the Bank.</p>

S/N	Current Articles	Revised Articles
41	<p><b>Article 138</b> The Board of Directors shall have a specialized office under its leadership, which shall be responsible for the preparation of Shareholders' General Meetings, the board meetings and meetings of special committees under the Board of Directors, disclosing information, and managing other routine work of the Board of Directors and its special committees.</p>	<p><b>Article 138</b> The Board of Directors shall have a specialized office under its leadership, which shall be responsible for the preparation of Shareholders' General Meetings, the board meetings and meetings of special committees under the Board of Directors, <del>disclosing</del> information <u>disclosure, management of investor relationship,</u> and <del>managing</del> other routine work of the Board of Directors and its special committees.</p>
42	<p><b>Article 142</b> Independent Directors shall work for the Bank for at least fifteen (15) working days each year. An Independent Director may entrust another Independent Director to attend board meetings on his/her behalf, but he/she should attend in person at least two thirds (2/3) of total board meetings held within one (1) year. If an Independent Director fails to attend board meetings in person for three (3) consecutive times, or attends in person less than two thirds (2/3) of total number of board meetings held within one (1) year, the Board of Directors, the Board of Supervisors or shareholders who individually or jointly hold more than five percent (5%) of total outstanding shares with voting rights of the Bank shall propose the Shareholders' General Meeting to remove or replace such Independent Director.</p>	<p><b>Article 142</b> Independent Directors shall work for the Bank for at least fifteen (15) working days each year. An Independent Director may entrust another Independent Director to attend board meetings on his/her behalf, but he/she should attend in person at least two thirds (2/3) of total board meetings held within one (1) year. <del>If an Independent Director fails to attend board meetings in person for three (3) consecutive times, or attends in person less than two thirds (2/3) of total number of board meetings held within one (1) year, the Board of Directors, the Board of Supervisors or shareholders who individually or jointly hold more than five percent (5%) of total outstanding shares with voting rights of the Bank shall propose the Shareholders' General Meeting to remove or replace such Independent Director.</del></p>
43	<p><b>Article 147</b> The Board of Directors of the Bank shall have the Strategy Development Committee, the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Connected Transactions Control Committee. The Board of Directors may set up other special committees whenever necessary. Special committees under the Board of Directors shall be responsible to and report to the Board of Directors, and assist the Board of Directors in performing its duties and powers according to the authorization of the board. Special committees shall maintain communication and co-operation.</p>	<p><b>Article 147</b> The Board of Directors of the Bank shall have the Strategy Development Committee, the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Connected Transactions Control Committee. The Board of Directors may set up other special committees whenever necessary. Special committees under the Board of Directors shall be responsible to and report to the Board of Directors, and assist the Board of Directors in performing its duties and powers according to the authorization of the board. Special committees shall maintain communication and co-operation. <u>Special committees of the Board of Directors shall establish a follow-up implementation mechanism to ensure the implementation of professional opinions and requirements of the committees.</u></p>
44	<p><b>Article 148</b> The Strategy Development Committee shall consist of at least five (5) directors, and the chairman shall be assumed by the chairman of the Board of Directors. Main duties and powers of the Strategy Development Committee are: (1) prepare the Bank's strategy and development plan, supervise and evaluate the implementation of plan, and provide suggestions to the Board of Directors; (2) examine the Bank's annual operation plan and financial budget, and submit them to the Board of Directors for consideration; (3) examine the report on implementation of annual operation plan and financial budget; (4) evaluate coordinative development of various businesses, and provide suggestions to the Board of Directors; (5) examine significant organizational adjustment and institutional layout plan, and provide suggestions to the Board of Directors; (6) examine major investment and financing plan of the Bank, and provide suggestions to the Board of Directors; and (7) other duties and powers authorized by the Board of Directors.</p>	<p><b>Article 148</b> The Strategy Development Committee shall consist of at least five (5) directors, and the chairman shall be assumed by the chairman of the Board of Directors. Main duties and powers of the Strategy Development Committee are: (1) prepare the Bank's strategy and development plan, supervise and evaluate the implementation of plan, and provide suggestions to the Board of Directors; (2) examine the Bank's annual operation plan and <del>financial</del> <u>fixed asset investment</u> budget, and submit them to the Board of Directors for consideration; (3) examine the report on implementation of annual operation plan and <del>financial</del> <u>fixed assets investment</u> budget; (4) evaluate coordinative development of various businesses, and provide suggestions to the Board of Directors; (5) examine significant organizational adjustment and institutional layout plan, and provide suggestions to the Board of Directors; (6) examine major investment and financing plan of the Bank, and provide suggestions to the Board of Directors; and (7) other duties and powers authorized by the Board of Directors.</p>



S/N	Current Articles	Revised Articles
45	<p><b>Article 149</b> The Audit Committee shall consist of at least five (5) directors, and the chairman shall be assumed by an Independent Director. The Audit Committee shall only be composed of non-executive directors and Independent Directors shall account for majority of the committee, and at least one (1) Independent Director shall have appropriate professional qualification or specialize in accounting or financial management.</p> <p>Main duties and powers of the Audit Committee are:</p> <ol style="list-style-type: none"> <li>(1) supervise financial reports of the Bank, and examine the Bank’s accounting information and disclosure of its major events;</li> <li>(2) supervise and evaluate internal control of the Bank;</li> <li>(3) supervise the compliance of core businesses, management systems and major operation activities of the Bank;</li> <li>(4) supervise and evaluate internal audit of the Bank;</li> <li>(5) supervise and evaluate external audit of the Bank, propose to the Board of Directors on engagement or replacement of independent audit agency, and responsible for the communication and co-ordination between internal auditors and external auditors;</li> <li>(6) report its work to the Board of Directors, and maintain communication and co-operation with other special committees; and</li> <li>(7) other duties and powers authorized by the Board of Directors.</li> </ol>	<p><b>Article 149</b> The Audit Committee shall consist of at least five (5) directors, and the chairman shall be assumed by an Independent Director. The Audit Committee shall only be composed of non-executive directors and Independent Directors shall account for majority of the committee, and at least one (1) Independent Director shall have appropriate professional qualification or specialize in accounting or financial management.</p> <p>Main duties and powers of the Audit Committee are:</p> <ol style="list-style-type: none"> <li>(1) supervise financial reports of the Bank, and examine the Bank’s accounting information and disclosure of its major events;</li> <li>(2) supervise and evaluate internal control of the Bank;</li> <li>(3) <del>supervise the compliance of core businesses, management systems and major operation activities of the Bank;</del> supervise and evaluate internal audit of the Bank;</li> <li>(4) supervise and evaluate external audit of the Bank, propose to the Board of Directors on engagement or replacement of independent audit agency, and responsible for the communication and co-ordination between internal auditors and external auditors;</li> <li>(5) report its work to the Board of Directors, and maintain communication and co-operation with other special committees; and</li> <li>(6) other duties and powers authorized by the Board of Directors.</li> </ol>
46	<p><b>Article 150</b> The Risk Management Committee shall consist of at least three (3) directors.</p> <p>Main duties and powers of the Risk Management Committee are:</p> <ol style="list-style-type: none"> <li>(1) examine the Bank’s risk management policies and internal control policies according to the overall strategy of the Bank, and supervise and evaluate implementation and effect of these polices;</li> <li>(2) guide the building of risk management and internal control system of the Bank;</li> <li>(3) supervise and evaluate the setting, organization, work procedures and effect of risk management departments, and make recommendations for improvement;</li> <li>(4) review the Bank’s risk and internal control report, carry out regular evaluation on the Bank’s risk and internal control, and give opinions on the improvement of the Bank’s risk management and internal control;</li> <li>(5) evaluate relevant work of senior management of the Bank in charge of risk management; and</li> <li>(6) other duties and powers authorized by the Board of Directors.</li> </ol>	<p><b>Article 150</b> The Risk Management Committee shall consist of at least three (3) directors.</p> <p>Main duties and powers of the Risk Management Committee are:</p> <ol style="list-style-type: none"> <li>(1) examine the Bank’s risk management policies <del>and internal control policies</del> according to the overall strategy of the Bank, and supervise and evaluate implementation and effect of these polices;</li> <li>(2) guide the building of risk management <del>and internal control</del> system of the Bank;</li> <li>(3) supervise and evaluate the setting, organization, work procedures and effect of risk management departments, and make recommendations for improvement;</li> <li>(4) review the Bank’s risk <del>and internal control</del> report, carry out regular evaluation on the Bank’s risk <del>and internal control</del>, and give opinions on the improvement of the Bank’s risk management <del>and internal control</del>;</li> <li>(5) evaluate relevant work of senior management of the Bank in charge of risk management; and</li> <li>(6) <u>supervise the compliance of core businesses, management systems and major operation activities of the Bank;</u> <del>and</del></li> <li>(7) other duties and powers authorized by the Board of Directors.</li> </ol>
47	<p><b>Article 172</b> The Board of Supervisors shall consist of nine (9) supervisors, among which, there shall be a chairman of the Board of Supervisors. The term of office of a supervisor shall be three (3) years, and he/she may serve consecutive terms if re-elected.</p> <p>The qualification of a supervisor shall be in accordance with applicable laws, regulations, rule and relevant provisions of the banking regulatory institution of the State Council or other regulatory authority as well as the Articles of the Bank.</p> <p>The chairman of the Board of Supervisors shall possess professional knowledge and working experience at least in accounting, audit, finance or law.</p> <p>The chairman of the Board of Supervisors shall be elected or dismissed by more than half (1/2) of all supervisors and may serve consecutive terms if re-elected.</p>	<p><b>Article 172</b> The Board of Supervisors shall consist of <del>nine (9)</del> seven (7) to nine (9) supervisors, among which, there shall be a chairman of the Board of Supervisors. The term of office of a supervisor shall be three (3) years, and he/she may serve consecutive terms if re-elected.</p> <p>The qualification of a supervisor shall be in accordance with applicable laws, regulations, rule and relevant provisions of the banking regulatory authority of the State Council or other regulatory institution as well as the Articles of the Bank.</p> <p>The chairman of the Board of Supervisors shall possess professional knowledge and working experience at least in accounting, audit, finance or law.</p> <p>The chairman of the Board of Supervisors shall be elected or dismissed by more than half (1/2) of all supervisors and may serve consecutive terms if re-elected.</p>



S/N	Current Articles	Revised Articles
48	<p><b>Article 173</b> Members of the Board of Supervisors shall include four (4) shareholder representative supervisors, two (2) external supervisors, and three (3) employee representative supervisors.</p> <p>Shareholder representative supervisors and external supervisors shall be elected and removed by the Shareholders' General Meeting; and employee representative supervisors shall be elected and removed by employee representative union in a democratic way. Before the term of office of a supervisor expires, the Shareholders' General Meeting and employee representative organ shall not remove the supervisor without any reason.</p> <p>A supervisor may request for resignation before his/her term of office expires, and his/her resignation shall be handled by referring to the provisions on resignation of directors herein.</p>	<p><b>Article 173</b> Members of the Board of Supervisors shall include <del>four (4)</del> shareholder representative supervisors, <del>two (2)</del> external supervisors, and <del>three (3)</del> employee representative supervisors, <u>of whom, the proportion of employee representative supervisors shall be no less than one third (1/3), and the number of external supervisors shall be no less than two (2).</u></p> <p>Shareholder representative supervisors and external supervisors shall be elected and removed by the Shareholders' General Meeting; and employee representative supervisors shall be elected and removed by employee representative union in a democratic way. Before the term of office of a supervisor expires, the Shareholders' General Meeting and employee representative organ shall not remove the supervisor without any reason.</p> <p>A supervisor may request for resignation before his/her term of office expires, and his/her resignation shall be handled by referring to the provisions on resignation of directors herein.</p>
49	<p><b>Article 176</b> The Board of Supervisors shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) supervise the performance and due diligence of the Board of Directors, the senior management of the Bank and their members;</li> <li>(2) require directors and members of the senior management of the Bank to rectify their acts which are detrimental to the interests of the Bank (if any);</li> <li>(3) conduct exit audits on directors and senior management of the Bank when necessary;</li> <li>(4) inspect and supervise financial activities of the Bank;</li> <li>(5) examine such financial information as financial report, business report and profit distribution plan to be submitted to the Shareholders' General Meeting by the Board of Directors, and in case of doubt, may engage certified public accountants and practicing auditors in the name of the Bank to help re-examine the information;</li> <li>(6) supervise the business decision-making, risk management and internal control of the Bank and guide the internal audit work of the Bank;</li> <li>(7) raise inquiries or suggestions on the matters adopted by the Board of Directors in a resolution;</li> <li>(8) make inquiries to directors and senior management of the Bank;</li> <li>(9) propose to convene an extraordinary general meeting, convene and preside over the Shareholders' General Meeting in case the Board of Directors fails to perform its duty to convene Shareholders' General Meeting as required by the Company Law;</li> <li>(10) raise proposals to the Shareholders' General Meeting;</li> <li>(11) negotiate with directors and senior management of the Bank or take legal proceedings against them on behalf of the Bank;</li> <li>(12) formulate the amendments to the <i>Procedural Rules for the Board of Supervisors of China Construction Bank Corporation</i>, and formulate other systems, rules and measures of the Board of Supervisors;</li> <li>(13) propose candidates for non-employee representative supervisors (including external supervisors) and Independent Directors;</li> <li>(14) supervise acts of directors and members of the senior management of the Bank in performing their duties, and propose the removal of directors or members of the senior management of the Bank who violate laws, regulations, Articles of the Bank or resolutions of the Shareholders' General Meeting; and</li> <li>(15) other functions and powers as stipulated by laws, regulations, rules, relevant provisions of relevant regulatory authority or the Articles of the Bank.</li> </ol> <p>Supervisors may attend board meetings as non-voting attendees, and may raise inquiries and suggestions on the matters decided by the Board of Directors in a resolution. The Board of Supervisors may, if necessary, assign supervisors to attend the meetings held by senior management of the Bank as non-voting attendees.</p>	<p><b>Article 176</b> The Board of Supervisors shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) supervise the performance and due diligence of the Board of Directors, the senior management of the Bank and their members;</li> <li>(2) require directors and members of the senior management of the Bank to rectify their acts which are detrimental to the interests of the Bank (if any);</li> <li>(3) conduct exit audits on directors and senior management of the Bank when necessary;</li> <li>(4) inspect and supervise financial activities of the Bank;</li> <li>(5) examine such financial information as financial report, business report and profit distribution plan to be submitted to the Shareholders' General Meeting by the Board of Directors, and in case of doubt, may engage certified public accountants and practicing auditors in the name of the Bank to help re-examine the information;</li> <li>(6) supervise the business decision-making, risk management and internal control of the Bank and guide the internal audit work of the Bank;</li> <li>(7) raise inquiries or suggestions on the matters adopted by the Board of Directors in a resolution;</li> <li>(8) make inquiries to directors and senior management of the Bank;</li> <li>(9) propose to convene an extraordinary general meeting, convene and preside over the Shareholders' General Meeting in case the Board of Directors fails to perform its duty to convene Shareholders' General Meeting as required by the Company Law;</li> <li>(10) raise proposals to the Shareholders' General Meeting;</li> <li>(11) negotiate with directors and senior management of the Bank or take legal proceedings against them on behalf of the Bank;</li> <li>(12) formulate the amendments to the <i>Procedural Rules for the Board of Supervisors of China Construction Bank Corporation</i>, and formulate other systems, rules and measures of the Board of Supervisors;</li> <li>(13) propose candidates for non-employee representative supervisors (including external supervisors) and Independent Directors;</li> <li>(14) supervise acts of directors and members of the senior management of the Bank in performing their duties, and propose the removal of directors or members of the senior management of the Bank who violate laws, regulations, Articles of the Bank or resolutions of the Shareholders' General Meeting; and</li> <li>(15) other functions and powers as stipulated by laws, regulations, rules, relevant provisions of relevant regulatory authority or the Articles of the Bank.</li> </ol> <p>Supervisors may attend board meetings as non-voting attendees, and may raise inquiries and suggestions on the matters decided by the Board of Directors in a resolution. The Board of Supervisors may, if necessary, assign supervisors to attend the meetings held by <u>special committees of the Board of Directors</u> or members of the senior management of the Bank as non-voting attendees.</p>

S/N	Current Articles	Revised Articles
50	<p><b>Article 178</b> The meeting of the Board of Supervisors shall be convened by the chairman at least four (4) times a year. The Board of Supervisors shall inform all supervisors with a written notice ten (10) days prior to the meeting. The notice shall state the reason for holding the meeting.</p>	<p><b>Article 178</b> The meeting of the Board of Supervisors shall be convened by the chairman at least four (4) times a year <u>and at least once every six months</u>. The Board of Supervisors shall inform all supervisors with a written notice ten (10) days prior to the meeting. The notice shall state the reason for holding the meeting.</p>
51	<p><b>Article 182</b> Supervisors shall attend the board meeting in person. If a supervisor cannot attend the meeting in person due to some reason, he/she may entrust another supervisor in writing to attend the meeting on his/her behalf. The proxy letter shall specify the scope of authority. The supervisor who attends the meeting on behalf of another supervisor shall exercise the right of the entrustor within the scope of authorization. If a supervisor neither attends the meeting nor entrusts a proxy to be present on his/her behalf, he/she shall be deemed to have given up his/her voting rights at that meeting.</p> <p>The meeting of the Board of Supervisors shall only be held with more than half (1/2) of all the supervisors present at the meeting. If a supervisor neither attends the meeting in person nor entrusts other supervisors to attend the meeting for two (2) consecutive times, it shall be deemed that such supervisor cannot perform his/her duties and powers, and the Board of Supervisors or shareholders who individually or jointly hold more than five percent (5%) of total outstanding shares with voting rights of the Bank shall propose to the Shareholders' General Meeting or employee representative union to remove and replace such supervisor.</p> <p>The expenses arising from supervisors' attending meetings shall be paid by the Bank, including transportation expenses from supervisor's domicile to meeting site, local transportation expenses and accommodation expenses during the meeting.</p> <p>The rental expenses incurred for the meeting site shall be paid by the Bank.</p>	<p><b>Article 182</b> Supervisors shall attend the board meeting in person. If a supervisor cannot attend the meeting in person due to some reason, he/she may entrust another supervisor in writing to attend the meeting on his/her behalf. The proxy letter shall specify the scope of authority. The supervisor who attends the meeting on behalf of another supervisor shall exercise the right of the entrustor within the scope of authorization. If a supervisor neither attends the meeting nor entrusts a proxy to be present on his/her behalf, he/she shall be deemed to have given up his/her voting rights at that meeting.</p> <p>The meeting of the Board of Supervisors shall only be held with more than half (1/2) of all the supervisors present at the meeting. If a supervisor neither attends the meeting in person nor entrusts other supervisors to attend the meeting for two (2) consecutive times, it shall be deemed that such supervisor cannot perform his/her duties and powers, and the Board of Supervisors or shareholders who individually or jointly hold more than <del>five</del> <u>three</u> percent (<del>5</del><u>3</u>%) of total outstanding shares with voting rights of the Bank shall propose to the Shareholders' General Meeting or employee representative union to remove and replace such supervisor.</p> <p>The expenses arising from supervisors' attending meetings shall be paid by the Bank, including transportation expenses from supervisor's domicile to meeting site, local transportation expenses and accommodation expenses during the meeting.</p> <p>The rental expenses incurred for the meeting site shall be paid by the Bank.</p>
52	<p><b>Article 194</b> An external supervisor shall work for the Bank for at least fifteen (15) working days each year. External supervisors shall have the rights of supervisors, supervise the Board of Directors, senior management of the Bank and their members, and conduct work within the scope authorized by the Board of Supervisors.</p> <p>If an external supervisor attends in person less than two thirds (2/3) of all meetings of the Board of Supervisors in a year, the Board of Supervisors or shareholders who individually or jointly hold more than five percent (5%) of total outstanding shares with voting rights of the Bank shall propose the Shareholders' General Meeting to remove him/her.</p> <p>The provisions on the qualifications of Independent Directors in Article 139 and Article 140 herein shall be applicable to external supervisors.</p> <p>The Bank shall provide external supervisors with necessary work conditions. When external supervisors are exercising their duties and powers, relevant personnel of the Bank shall c-operate and shall not reject, hinder or hide any matter, or interfere with the external supervisors in their exercising of such duties and powers.</p>	<p><b>Article 194</b> An external supervisor shall work for the Bank for at least fifteen (15) working days each year. External supervisors shall have the rights of supervisors, supervise the Board of Directors, senior management of the Bank and their members, and conduct work within the scope authorized by the Board of Supervisors.</p> <p>If an external supervisor attends in person less than two thirds (2/3) of all meetings of the Board of Supervisors in a year, the Board of Supervisors or shareholders who individually or jointly hold more than <del>five</del> <u>three</u> percent (<del>5</del><u>3</u>%) of total outstanding shares with voting rights of the Bank shall propose the Shareholders' General Meeting to remove him/her.</p> <p>The provisions on the qualifications of Independent Directors in Article 139 and Article 140 herein shall be applicable to external supervisors.</p> <p>The Bank shall provide external supervisors with necessary work conditions. When external supervisors are exercising their duties and powers, relevant personnel of the Bank shall c-operate and shall not reject, hinder or hide any matter, or interfere with the external supervisors in their exercising of such duties and powers.</p>

S/N	Current Articles	Revised Articles
53	<p><b>Article 196</b> The Duty Performance Supervision Committee shall consist of at least three (3) supervisors, and the chairman shall be assumed by the chairman of the Board of Supervisors. Main duties and powers of Duty Performance Supervision Committee are:</p> <ol style="list-style-type: none"> <li>(1) formulate rules and systems, work plans, implementation plan for supervising the duty performance and due diligence of the Board of Directors, the senior management and their members, and implement them or organize the implementation after being approved by the Board of Supervisors;</li> <li>(2) comment or report on the duty performance and due diligence of the Board of Directors, the senior management and their members, and submit to the Board of Supervisors for consideration;</li> <li>(3) formulate plan of leave audit for directors and members of the senior management of the Bank when necessary, and organize its implementation after being approved by the Board of Supervisors;</li> <li>(4) propose to the Board of Supervisors on the candidates for non-employee representative supervisors (including external supervisors), Independent Directors and members of special committees under the Board of Supervisors;</li> <li>(5) organize the preparation of evaluation methods for the Bank's supervisors, and submitting to the Board of Supervisors for consideration;</li> <li>(6) organize the evaluation for the Bank's supervisors, and submit to the Board of Supervisors for consideration;</li> <li>(7) carry out research and work on events, documents, and information notified and provided by the Board of Directors, and members of the senior management of the Bank; and</li> <li>(8) other matters assigned by the Board of Supervisors.</li> </ol>	<p><b>Article 196</b> The Duty Performance Supervision Committee shall consist of at least three (3) supervisors, and the chairman shall be assumed by the chairman of the Board of Supervisors. Main duties and powers of Duty Performance Supervision Committee are:</p> <ol style="list-style-type: none"> <li>(1) formulate rules and systems, work plans, implementation plan for supervising the duty performance and due diligence of the Board of Directors, the senior management and their members, and implement them or organize the implementation after being approved by the Board of Supervisors;</li> <li>(2) <del>supervisory opinions</del> <u>comment or report</u> on the duty performance of the Board of Directors, members of the senior management of the Bank and submit to the Board of Supervisors for review;</li> <li>(3) formulate plan of leave audit for directors and members of the senior management of the Bank when necessary, and organize its implementation after being approved by the Board of Supervisors;</li> <li>(4) propose to the Board of Supervisors on the candidates for non-employee representative supervisors (including external supervisors), Independent Directors and members of special committees under the Board of Supervisors;</li> <li>(5) organize the preparation of evaluation methods for the Bank's supervisors, and submitting to the Board of Supervisors for consideration;</li> <li>(6) organize the evaluation for the Bank's supervisors, <del>and submit to the Board of Supervisors for review;</del></li> <li>(7) carry out research and work on events, documents, and information notified and provided by the Board of Directors, and members of the senior management of the Bank; and</li> <li>(8) other matters assigned by the Board of Supervisors.</li> </ol>
54	<p><b>Article 203</b> When performing duties and powers, the director, supervisor, president and other members of the senior management of the Bank shall observe the principle of good faith, and shall not place themselves in a position where their interests may conflict with their obligations. The principle shall include but be not limited to the following obligations:</p> <ol style="list-style-type: none"> <li>(1) act in good faith with a view to maximize the Bank's interests;</li> <li>(2) exercise rights within the scope of authority;</li> <li>(3) personally exercise the discretionary power without manipulated by other persons; the discretionary power shall not be assigned to any other person, unless as approved by laws, regulations and rules, or approved by the Shareholders' General Meeting after it is informed of the situation;</li> <li>(4) treat shareholders of the same class equally and treat those of different classes fairly;</li> <li>(5) except as otherwise provided in the Articles or approved by the informed Shareholders' General Meeting, not to sign contracts, conduct transactions or make arrangements with the Bank;</li> </ol>	<p><b>Article 203</b> When performing duties and powers, the director, supervisor, president and other members of the senior management of the Bank shall observe the principle of good faith, and shall not place themselves in a position where their interests may conflict with their obligations. The principle shall include but be not limited to the following obligations:</p> <ol style="list-style-type: none"> <li>(1) act in good faith with a view to maximize the Bank's interests;</li> <li>(2) exercise rights within the scope of authority;</li> <li>(3) personally exercise the discretionary power without manipulated by other persons; the discretionary power shall not be assigned to any other person, unless as approved by laws, regulations and rules, or approved by the Shareholders' General Meeting after it is informed of the situation;</li> <li>(4) treat shareholders of the same class equally and treat those of different classes fairly;</li> <li>(5) except as otherwise provided in the Articles or approved by the informed Shareholders' General Meeting, not to sign contracts, conduct transactions or make arrangements with the Bank;</li> </ol>

S/N	Current Articles	Revised Articles
	<p>(6) without the approval of the informed Shareholders' General Meeting, not to utilize the Bank's property by any means for their own interests;</p> <p>(7) not to seek benefits for themselves or other persons by means of insider's information, and not to take advantage of the positions to accept bribes or other illegal income, or misappropriate the property of the Bank by any means, including but not limited to favorable opportunities for the Bank;</p> <p>(8) without the approval of the informed Shareholders' General Meeting, not to accept commissions related to the Bank's transactions;</p> <p>(9) observe the Articles, faithfully perform their duties and powers and protect interests of the Bank, and not to take advantage of their positions and powers to seek personal interests;</p> <p>(10) without the approval of the informed Shareholders' General Meeting, not to compete with the Bank by any means;</p> <p>(11) not to misappropriate the fund of the Bank, lend the fund of the Bank to other persons in violation of regulations, deposit the fund of the Bank in the account opened in personal name or otherwise, or utilize the assets of the Bank to provide guarantee for personal debt of the Bank's shareholders or other persons in violation of regulations;</p> <p>(12) without the approval of the informed Shareholders' General Meeting, not to reveal the confidential information of the Bank gained during their term of office; unless for the interest of the Bank, not to take advantage of such information; however, in any one of the following circumstances; such information may be disclosed to the court or other governmental authorities:</p> <p>(a) provided by laws;</p> <p>(b) required for public interests; or</p> <p>(c) required by the director, supervisor, president and senior management of the Bank for his/her own interests; and</p> <p>(13) without the approval of the Shareholders' General Meeting, not to make use of the commercial opportunities that shall belong to the Bank for himself/herself or others with the convenience provided by his/her position, and not to conduct any business similar to that of the Bank for himself/herself or others.</p>	<p>(6) without the approval of the informed Shareholders' General Meeting, not to utilize the Bank's property by any means for their own interests;</p> <p>(7) not to seek benefits for themselves or other persons by means of insider's information, and not to take advantage of the positions to accept bribes or other illegal income, or misappropriate the property of the Bank by any means, including but not limited to favorable opportunities for the Bank;</p> <p>(8) without the approval of the informed Shareholders' General Meeting, not to accept commissions related to the Bank's transactions;</p> <p>(9) observe the Articles, faithfully perform their duties and powers and protect interests of the Bank, and not to take advantage of their positions and powers to seek personal interests;</p> <p>(10) without the approval of the informed Shareholders' General Meeting, not to compete with the Bank by any means;</p> <p>(11) not to misappropriate the fund of the Bank, lend the fund of the Bank to other persons in violation of regulations, deposit the fund of the Bank in the account opened in personal name or otherwise, or utilize the assets of the Bank to provide guarantee for personal debt of the Bank's shareholders or other persons in violation of regulations;</p> <p>(12) without the approval of the informed Shareholders' General Meeting, not to reveal the confidential information of the Bank gained during their term of office; unless for the interest of the Bank, not to take advantage of such information; however, in any one of the following circumstances; such information may be disclosed to the court or other governmental authorities:</p> <p>(a) provided by laws;</p> <p>(b) required for public interests; or</p> <p>(c) required by the director, supervisor, president and senior management of the Bank for his/her own interests; and</p> <p>(13) without the approval of the Shareholders' General Meeting, not to make use of the commercial opportunities that shall belong to the Bank for himself/herself or others with the convenience provided by his/her position, and not to conduct any business similar to that of the Bank for himself/herself or others.</p> <p><u>(14) not to impair the interests of the Bank by taking advantage of the connected relation;</u></p> <p><u>(15) to perform other loyalty and diligence obligations stipulated in laws, regulations, rules and the Articles. Gains of directors, supervisors, president and other senior management members arising out of activities in violation of the foregoing loyalty obligations shall belong to the Bank</u></p>
55	<p><b>Article 210</b> In case a director, supervisor, president or other members of the senior management of the Bank who is in his/her term of office resigns without being approved, any losses of the Bank arising from that shall be compensated for by the aforesaid person.</p>	<p><del><b>Article 210</b> In case a director, supervisor, president or other members of the senior management of the Bank who is in his/her term of office resigns without being approved, any losses of the Bank arising from that shall be compensated for by the aforesaid person.</del> <u>In case any directors, supervisors, president or members of the senior management of the Bank violate laws, regulations, rules or the Articles when performing duties and cause loss to the Bank, such persons shall be responsible for the compensation.</u></p>

S/N	Current Articles	Revised Articles
56	<b>Article 226</b> The Bank shall prepare its financial statements not only in accordance with the Chinese accounting standards, laws, regulations and rules but also according to international accounting standards or the accounting standards in the overseas listing place. In case there are major differences between the financial statements prepared in accordance with the two accounting standards, they should be indicated clearly in the notes to the financial statements. When distributing the after-tax profit for the relevant accounting year, the Bank shall adopt the one with lower after-tax profit in the aforesaid two financial statements.	<b>Article 226</b> The Bank shall prepare its financial statements <del>not only</del> in accordance with the <del>Chinese</del> accounting standards <u>required by local securities regulatory authorities where shares of the Bank are listed</u> , laws, regulations and rules <del>but also according to international accounting standards or the accounting standards in the overseas listing place</del> . In case there are major differences between the financial statements prepared in accordance with the two accounting standards, they should be indicated clearly in the notes to the financial statements. When distributing the after-tax profit for the relevant accounting year, the Bank shall adopt the one with lower after-tax profit in the aforesaid two financial statements.
57	<b>Article 227</b> The Bank shall prepare its interim results or financial information to be published or disclosed not only in accordance with the Chinese accounting standards as well as laws, regulations and rules but also international accounting standards or the accounting standards in the overseas listing place at the same time.	<b>Article 227</b> The Bank shall prepare its interim results or financial information to be published or disclosed <del>not only</del> in accordance with the <del>Chinese</del> accounting standards <u>required by local securities regulatory authorities at the place where shares of the Bank are listed</u> as well as laws, regulations and rules <del>but also international accounting standards or the accounting standards in the overseas listing place at the same time</del> .
58	<b>Article 230</b> The Bank shall set aside provisions for impairment of various assets in accordance with relevant regulations of the State and international accounting standards, to reflect the true values of assets.	<b>Article 230</b> The Bank shall set aside provisions for impairment of various assets in accordance with relevant regulations of the State and <del>international</del> accounting standards <u>required by local securities regulatory authorities where shares of the Bank are listed</u> , to reflect the true values of assets.
59	<b>Article 231</b> The after-tax profit of the Bank shall be distributed in the following order of priority: (1) make up for previous year's losses; (2) set aside ten percent (10%) to statutory reserve;  (3) set aside discretionary reserve; and (4) pay dividends to shareholders. No further contribution may be required when the accumulated amount of the statutory reserve of the Bank reaches fifty percent (50%) of its registered capital. The Shareholders' General Meeting shall decide on whether or not to set aside discretionary reserve after setting aside statutory reserve.	<b>Article 231</b> The after-tax profit of the Bank shall be distributed in the following order of priority: (1) make up for previous year's losses; (2) set aside ten percent (10%) to statutory reserve; (3) set aside <u>general</u> reserve; (4) set aside discretionary reserve; and (5) pay dividends to shareholders. No further contribution may be required when the accumulated amount of the statutory reserve of the Bank reaches fifty percent (50%) of its registered capital. The Shareholders' General Meeting shall decide on whether or not to set aside discretionary reserve after setting aside statutory reserve <u>and general reserve</u> . <u>Shares held by the Bank shall not participate in the distribution of profit.</u>
60	<b>Article 232</b> The Bank shall not distribute its dividends or apply other distribution in the form of dividends before covering losses and setting aside statutory reserve. The dividends of the Bank shall not be attached with any interest, unless the Bank fails to distribute relevant dividends to shareholders on the Bank's dividend payment date.	<b>Article 232</b> The Bank shall not distribute its dividends or apply other distribution in the form of dividends before covering losses and setting aside statutory reserve <u>and general reserve</u> . <u>In case the Shareholders' General Meeting distributes profit to shareholders in violation of the foregoing provisions, the shareholder concerned shall return the profit distributed in violation to the Bank.</u> The dividends of the Bank shall not be attached with any interest, unless the Bank fails to distribute relevant dividends to shareholders on the Bank's dividend payment date.
61	<b>Article 235</b> The Bank may distribute dividends in the form of: (1) cash; or (2) shares.	<b>Article 235</b> The Bank may distribute dividends in the form of: (1) cash; or (2) shares. <u>The profit distribution of the Bank shall take into account reasonable return on investment of shareholders. The profit distribution policy of the Bank shall maintain continuity and stability.</u>



S/N	Current Articles	Revised Articles
62	<p><b>Article 236</b> The dividends and other amount paid by the Bank to shareholders of domestic shares shall be priced and announced in RMB, and paid in RMB; the dividends and other amount paid by the Bank to shareholders of overseas investment shares shall be priced and announced in RMB and paid in foreign currency. After the Shareholders' General Meeting of the Bank makes resolutions on profit distribution plan and conversion of reserve to share capital plan, the Bank shall pay the dividends or convert the reserve within two (2) months after the end of the Shareholders' General Meeting.</p> <p>The foreign currency paid by the Bank to shareholders of overseas investment shares shall be handled according to relevant regulations of the State on foreign exchange control.</p> <p>The Bank shall withhold the tax payable on individual dividend income for shareholders in accordance with Chinese tax law.</p>	<p><b>Article 236</b> The dividends and other amount paid by the Bank to shareholders of domestic shares shall be priced and announced in RMB, and paid in RMB; the dividends and other amount paid by the Bank to shareholders of overseas investment shares shall be priced and announced in RMB and paid in foreign currency. After the Shareholders' General Meeting of the Bank makes resolutions on profit distribution plan and conversion of reserve to share capital plan, the Bank shall pay the dividends or convert the reserve within two (2) months after the end of the Shareholders' General Meeting.</p> <p>The foreign currency paid by the Bank to shareholders of overseas investment shares shall be handled according to relevant regulations of the State on foreign exchange control.</p> <p>The Bank shall withhold the tax payable on <del>individual</del> dividend income for shareholders in accordance with Chinese tax law.</p>
63	<p><b>Article 237</b> The Bank shall appoint an agent to receive payment for shareholders of overseas listed foreign shares. The agent shall, on behalf of the shareholders concerned, receive dividends distributed to overseas listed foreign shares and other payments from the Bank.</p> <p>The agent appointed by the Bank shall meet the requirements of relevant provisions of the local securities regulatory authorities where shares of the Bank are listed. The proxy appointed by the Bank for shareholders of overseas listed foreign shares in Hong Kong shall be a trust company registered in accordance with the <i>Trustee Ordinance</i> of Hong Kong.</p> <p>For dividends not claimed by anyone, the Bank may exercise the right to forfeit such unclaimed dividend under the pre-condition of abiding with relevant laws, rules and regulations of China, but the right shall only be exercised after the expiration of the applicable limitation period.</p> <p>The Bank shall have the right to terminate sending dividend warrant to shareholders of overseas listed foreign shares by mail, but the Bank shall exercise the right only after a dividend warrant fails to be redeemed for two (2) consecutive times. The Bank may exercise the right if a dividend warrant fails to reach the recipient in the first mailing and is returned.</p> <p>The Bank shall have the right to sell the shares of shareholders of overseas listed foreign shares with whom the Bank could not contact in a way deemed appropriate by the Board of Directors, provided the following conditions are met:</p> <p>(1) the Bank has distributed dividends to the shares at least three (3) times within twelve (12) years, and the dividends are not claimed by anyone during the period; and</p> <p>(2) the Bank publishes announcements in one or more local newspapers where shares of the Bank are listed after the expiration of the twelve (12)-year period, stating its intention to sell the shares, and informs the local securities regulatory authority where shares of the Bank are listed.</p>	<p><b>Article 237</b> The Bank shall appoint an agent to receive payment for shareholders of overseas listed foreign shares. The agent shall, on behalf of the shareholders concerned, receive dividends distributed to overseas listed foreign shares and other payments from the Bank.</p> <p>The agent appointed by the Bank shall meet the requirements of relevant provisions of the local securities regulatory authorities where shares of the Bank are listed. The proxy appointed by the Bank for shareholders of overseas listed foreign shares in Hong Kong shall be a trust company registered in accordance with the <i>Trustee Ordinance</i> of Hong Kong.</p> <p>For dividends not claimed by anyone, the Bank may exercise the right to <del>forfeit</del> <u>retrieve</u> such unclaimed dividend under the pre-condition of abiding by relevant laws, rules and regulations of China <u>as well as relevant regulations of local securities regulatory authorities where shares of the Bank are listed</u>, but the right shall only be exercised after the expiration of the applicable limitation period.</p> <p>The Bank shall have the right to terminate sending dividend warrant to shareholders of overseas listed foreign shares by mail, but the Bank shall exercise the right only after a dividend warrant fails to be redeemed for two (2) consecutive times. The Bank may exercise the right if a dividend warrant fails to reach the recipient in the first mailing and is returned.</p> <p>The Bank shall have the right to sell the shares of shareholders of overseas listed foreign shares with whom the Bank could not contact in a way deemed appropriate by the Board of Directors, provided the following conditions are met:</p> <p>(1) the Bank has distributed dividends to the shares at least three (3) times within twelve (12) years, and the dividends are not claimed by anyone during the period; and</p> <p>(2) the Bank publishes announcements in one or more local newspapers where shares of the Bank are listed after the expiration of the twelve (12)-year period, stating its intention to sell the shares, and informs the local securities regulatory authority where shares of the Bank are listed.</p>

S/N	Current Articles	Revised Articles
64	<p><b>Article 241</b> The Bank shall, based on the market-oriented principle, engage independent accounting firms that meet relevant provisions of the State to audit annual financial reports and to review other financial reports of the Bank.</p> <p>The first appointed accounting firm of the Bank may be engaged by the inaugural meeting before the first Annual General Meeting, and the engagement term of the accounting firm shall end on the date of the close of the first Annual General Meeting. If the inaugural meeting does not exercise the functions and powers mentioned in the above paragraph, the Board of Directors shall exercise such functions and powers.</p>	<p><b>Article 241</b> The Bank shall, based on relevant <u>regulations of the State</u> and the market-oriented principle, engage independent accounting firms <del>that meet relevant provisions of the State</del> to audit annual financial reports and to review other financial reports of the Bank.</p> <p><del>The first appointed accounting firm of the Bank may be engaged by the inaugural meeting before the first Annual General Meeting, and the engagement term of the accounting firm shall end on the date of the close of the first Annual General Meeting. If the inaugural meeting does not exercise the functions and powers mentioned in the proceeding paragraph, the Board of Directors shall exercise such functions and powers.</del></p>
65	<p><b>Article 266</b> The merger of the Bank may take the form of either merger by absorption or merger by new establishment. In the case of a merger of the Bank, the parties to the merger shall enter into a merger agreement and prepare a balance sheet and a detailed inventory of assets. The Bank shall inform its creditors of the intended merger within ten (10) days following the date on which the merger resolution is adopted, and make an announcement in newspaper within thirty (30) days.</p> <p>After the merger of the Bank, the claims and debts of the parties to the merger shall be assumed by the surviving company or the newly established company.</p>	<p><b>Article 266</b> The merger of the Bank may take the form of either merger by absorption or merger by new establishment. In the case of a merger of the Bank, the parties to the merger shall enter into a merger agreement and prepare a balance sheet and a detailed inventory of assets. The Bank shall inform its creditors of the intended merger within ten (10) days following the date on which the merger resolution is adopted, and make an announcement in newspaper within thirty (30) days. <u>The creditors may require the Bank to discharge the debts or provide security within thirty (30) days upon receipt of the notice or within forty-five (45) days from the date on which the announcement is made if there is no receipt of the notice.</u></p> <p>After the merger of the Bank, the claims and debts of the parties to the merger shall be assumed by the surviving company or the newly established company.</p>
66	<p><b>Article 285</b> The notice, documents or written statements sent by the Bank to shareholders of overseas listed foreign shares shall be delivered by specially assigned person or by prepaid post based on the registered address of each shareholder of overseas listed shares except stipulated otherwise in the Articles herein.</p>	<p><b>Article 285</b> <del>The notice, documents or written statements sent by the Bank to shareholders of overseas listed foreign shares shall be delivered by specially assigned person or by post based on the registered address of each shareholder of overseas listed shares except stipulated otherwise in the Articles herein.</del></p> <p><u>The notice, communications or other written documents of the Bank (including but not limited to annual reports, interim reports, quarterly reports, meeting notices, listing documents, shareholder circulars, proxy forms and interim announcements) shall be sent in one or more of the following ways:</u></p> <ol style="list-style-type: none"> <li><u>(1) by designated persons;</u></li> <li><u>(2) by postal mail or express mail;</u></li> <li><u>(3) by fax or email;</u></li> <li><u>(4) by releasing at the website of the Bank and websites designated by the local securities regulatory authorities where the Bank's shares are listed provided that it is in compliance with applicable laws, regulations, departmental rules and provisions of the local securities regulatory authorities where the Bank's shares are listed;</u></li> <li><u>(5) by announcement in newspaper and other designated media;</u></li> <li><u>(6) by other means agreed by the Bank and the recipient in advance or other means accepted by the recipient after he/she receives the notice; and</u></li> <li><u>(7) by other means accepted by the securities regulatory authorities where the Bank's shares are listed or stipulated by the Articles.</u></li> </ol> <p><u>Although it is otherwise stipulated in the Articles concerning the release methods of any documents, notice or other communications, the Bank may release its communications as set out in Clause 1 (4) in this article instead of sending written documents to each holder owning overseas listed shares by designated persons or by post-paid mail provided that it is in compliance with relevant regulations of the local securities regulatory authorities where the Bank's shares are listed.</u></p>



S/N	Current Articles	Revised Articles
67	<p><b>Article 287</b> The following terms in the Articles shall have the following meanings unless otherwise specified:</p> <p>“Independent Directors” refer to directors who do not hold any position in the Bank other than director, and those who have no relation with the Bank and its major shareholders that may affect their independent and objective judgment.</p> <p>“Outstanding shares” refer to shares that the Bank has issued to the public. The shares of the Bank herein are all outstanding shares.</p> <p>“Domestic listed shares” refer to ordinary shares quoted in a domestic stock exchange.</p> <p>“Overseas listed shares” refer to ordinary shares quoted in an overseas stock exchange, including domestic shares and overseas listed foreign shares that may be quoted at an overseas stock exchange under the approval of the State Council or its authorized approval authority.</p> <p>“Overseas listed foreign shares” refer to foreign investment shares quoted abroad.</p> <p>“Classified shareholders” refer to shareholders who have different classes of shares. Except other shareholders of classified shares, shareholders of domestic shares and shareholders of overseas listed shares referred to herein shall be deemed as different classified shareholders.</p> <p>“Domestic shares” refer to shares issued by the Bank to domestic investors which are subscribed in RMB.</p> <p>“Ordinary shares” refer to shares which have ordinary rights with respect to the Bank’s operation and management as well as distribution of the Bank’s profit and property. Holders of such shares shall have the right to enjoy the Bank’s surplus distribution with unfixed dividend after the Bank sets aside reserve, welfare fund and pays dividends of preferential shares. After the liquidation of the Bank, holders of ordinary shares shall acquire the Bank’s remaining property following shareholders of preferential shares. Holders of ordinary shares shall have right to attend or entrust a proxy to attend the Shareholders’ General Meeting and exercise voting rights with one share having equal voting right. “Ordinary share” is generally opposite to “preferential share”. Shares of the Bank referred to in the Articles are all ordinary shares.</p> <p>“External supervisors” refer to supervisors of the Bank who hold no position in the Bank other than supervisor and have no relation with the Bank or any of its major shareholders which may affect their independent and objective judgment.</p> <p>“Foreign investment shares” refer to shares issued by the Bank to overseas investors which are subscribed in foreign currency.</p>	<p><b>Article 287</b> The following terms in the Articles shall have the following meanings unless otherwise specified:</p> <p>“Independent Directors” refer to directors who do not hold any position in the Bank other than director, and those who have no relation with the Bank and its major shareholders that may affect their independent and objective judgment.</p> <p>“Outstanding shares” refer to shares that the Bank has issued to the public. The shares of the Bank herein are all outstanding shares.</p> <p>“Domestic listed shares” refer to ordinary shares quoted in a domestic stock exchange.</p> <p>“Overseas listed shares” refer to ordinary shares quoted in an overseas stock exchange, including domestic shares and overseas listed foreign shares that may be quoted at an overseas stock exchange under the approval of the State Council or its authorized approval authority.</p> <p>“Overseas listed foreign shares” refer to foreign investment shares quoted abroad.</p> <p>“Classified shareholders” refer to shareholders who have different classes of shares. Except other shareholders of classified shares, shareholders of domestic shares and shareholders of overseas listed shares referred to herein shall be deemed as different classified shareholders.</p> <p>“Domestic shares” refer to shares issued by the Bank to domestic investors which are subscribed in RMB.</p> <p>“Ordinary shares” refer to shares which have ordinary rights with respect to the Bank’s operation and management as well as distribution of the Bank’s profit and property. Holders of such shares shall have the right to enjoy the Bank’s surplus distribution with unfixed dividend after the Bank sets aside reserve, <del>welfare fund</del> and <u>general</u> reserve and pays dividends of preferential shares. After the liquidation of the Bank, holders of ordinary shares shall acquire the Bank’s remaining property following shareholders of preferential shares. Holders of ordinary shares shall have right to attend or entrust a proxy to attend the Shareholders’ General Meeting and exercise voting rights with one share having equal voting right. “Ordinary share” is generally opposite to “preferential share”. Shares of the Bank referred to in the Articles are all ordinary shares.</p> <p>“External supervisors” refer to supervisors of the Bank who hold no position in the Bank other than supervisor and have no relation with the Bank or any of its major shareholders which may affect their independent and objective judgment.</p> <p>“Foreign investment shares” refer to shares issued by the Bank to overseas investors which are subscribed in foreign currency.</p>

**Appendix 2: Revisions to the Procedural Rules for the Shareholders’ General Meeting of the Bank**

S/N	Current Articles	Revised Articles
1.	<p><b>Article 6</b> During the holding of a general meeting, the Bank shall engage lawyers to witness the meeting and issue legal opinions on the following issues:</p> <ol style="list-style-type: none"> <li>1. whether the procedures of convening and holding the general meeting are in line with applicable laws, regulations, codes, and the Bank’s Articles;</li> <li>2. whether persons present at the general meeting have legal and valid qualifications;</li> <li>3. verifying the qualification and shareholding percentage of shareholders who put forth new proposals to the general meeting;</li> <li>4. whether the voting procedures of the general meeting are legal and valid;</li> <li>5. whether contents of resolutions made at the general meeting comply with related laws and regulations;</li> <li>6. issuing legal opinions on other issues at the Bank’s requests.</li> </ol>	<p><b>Article 6</b> During the holding of a general meeting, the Bank shall engage lawyers to witness the meeting and issue legal opinions on the following issues:</p> <ol style="list-style-type: none"> <li>1. whether the procedures of convening and holding the general meeting are in line with applicable laws, administrative regulations, codes, and the Bank’s Articles;</li> <li>2. whether <u>the convener of the meeting</u> and persons present at the general meeting have legal and valid qualifications;</li> <li>3. verifying the qualification and shareholding percentage of shareholders who put forth new proposals to the general meeting;</li> <li>4. whether the voting procedures <u>and results</u> of the general meeting are legal and valid;</li> <li>5. whether contents of resolutions made at the general meeting comply with related laws and regulations;</li> <li>6. issuing legal opinions on other issues at the Bank’s requests.</li> </ol>
2.	<p><b>Article 7</b> The Shareholders’ General Meeting is the Bank’s organ of power, and exercises the following functions and powers according to the law:</p> <ol style="list-style-type: none"> <li>1. to decide on the Bank’s business policies and investment plans;</li> <li>2. to elect and replace directors and decide on remuneration of relevant directors;</li> <li>3. to elect and replace shareholder supervisors and external supervisors, and decide on the remuneration of relevant supervisors;</li> <li>4. to review and approve the report of the Board of Directors;</li> <li>5. to review and approve the report of the Board of Supervisors;</li> <li>6. to review and approve the Bank’s annual financial budget and final accounts plan;</li> <li>7. to review and approve the Bank’s profit distribution plan and loss offsetting plan;</li> <li>8. to make resolutions on the Bank’s increase or reduction of registered capital;</li> <li>9. to make resolutions on the Bank’s merger, division, dissolution, liquidation and other matters;</li> <li>10. to make resolutions on the issuance of corporate bonds and other securities and the listing of shares;</li> <li>11. to make resolutions on the Bank’s major acquisitions and repurchase of the Bank’s shares;</li> <li>12. to make resolutions on the Bank’s engagement, removal or non-renewal of the accounting firm;</li> <li>13. to amend the Bank’s Articles and detailed rules thereof;</li> <li>14. to review the proposals presented by the shareholders independently or collectively holding more than 3% voting shares in the Bank;</li> <li>15. to review and approve the Bank’s significant equity investment, bond investment, asset purchase, asset disposal, asset write-off, asset mortgage, and other non-commercial banking business guarantees; and</li> <li>16. to review other matters that shall be decided by the Shareholders’ General Meeting according to the laws, administrative regulations, codes, regulations issued by the local securities regulatory authorities where shares of the Bank are listed and the Bank’s Articles.</li> </ol> <p>Resolutions made by the Shareholders’ General Meeting shall not violate the provisions in relevant laws, administrative regulations, codes, regulations issued by the local securities regulatory authorities where shares of the Bank are listed and the Bank’s Articles.</p>	<p><b>Article 7</b> The Shareholders’ General Meeting is the Bank’s organ of power, and exercises the following functions and powers according to the law:</p> <ol style="list-style-type: none"> <li>1. to decide on the Bank’s business policies and investment plans;</li> <li>2. to elect and replace directors and decide on remuneration of relevant directors;</li> <li>3. to elect and replace shareholder supervisors and external supervisors, and decide on the remuneration of relevant supervisors;</li> <li>4. to review and approve the report of the Board of Directors;</li> <li>5. to review and approve the report of the Board of Supervisors;</li> <li>6. to review and approve the Bank’s annual financial budget and final accounts plan;</li> <li>7. to review and approve the Bank’s profit distribution plan and loss offsetting plan;</li> <li>8. to make resolutions on the Bank’s increase or reduction of registered capital;</li> <li>9. to make resolutions on the Bank’s merger, division, dissolution, liquidation and other matters;</li> <li>10. to make resolutions on the issuance of corporate bonds and other securities and the listing of shares;</li> <li>11. to make resolutions on the Bank’s major acquisitions and repurchase of the Bank’s shares;</li> <li>12. to make resolutions on the Bank’s engagement, removal or non-renewal of the accounting firm;</li> <li>13. to amend the Bank’s Articles and detailed rules thereof;</li> <li>14. to review the proposals presented by the shareholders independently or collectively holding more than 3% voting shares in the Bank;</li> <li>15. to review and approve the Bank’s significant equity investment, bond investment, asset purchase, asset disposal, asset write-off, asset mortgage, and other non-commercial banking business guarantees; <del>and</del></li> <li>16. <u>to review and approve changes in the use of raised funds;</u></li> <li>17. <u>to review share incentive plans; and</u></li> <li>18. to review other matters that shall be decided by the Shareholders’ General Meeting according to the laws, administrative regulations, codes, regulations issued by the securities regulatory authorities where shares of the Bank are listed and the Bank’s Articles.</li> </ol> <p>Resolutions made by the Shareholders’ General Meeting shall not violate the provisions in relevant laws, administrative regulations, codes, regulations issued by the local securities regulatory authorities where shares of the Bank are listed and the Bank’s Articles.</p>

S/N	Current Articles	Revised Articles
3.	<p><b>Article 8</b> The Board of Directors shall have the following rights over the Bank’s equity investment, bond investment, asset purchase, asset disposal, asset write-off, asset mortgage, and other non-commercial banking business guarantees, provided that it does not violate the compulsory stipulations in relevant laws, administrative regulations and codes:</p> <p>1. The Board of Directors may adjust no more than 10% of the capital expenditure approved by the Shareholders’ General Meeting for the year;</p> <p>2. The Board of Directors may review and approve the equity investment (inclusive of debt-to-equity swap), merger and acquisition, asset disposal and write-off activities in which the amount of a single transaction does not exceed 2% of the Bank’s audited net assets in the recent period and the Bank’s net equity investment does not exceed 25% of the Bank’s audited net assets in the recent period after the completion of equity investment (inclusive of debt-to-equity swap) and merger and acquisition;</p> <p>3. The Board of Directors shall have the full power to approve the issuance of ordinary financial bonds (exclusive of corporate bonds issued to replenish share capital such as subordinate debts, convertible debts, etc.);</p> <p>4. The Board of Directors shall have the full power to approve the bond investment activities;</p> <p>5. The Board of Directors shall have the power to decide on the following asset purchase, disposal and write-off matters:  (1) Purchase, disposal and write-off of fixed assets  The Board of Directors may, within the annual budget approved by the Shareholders’ General Meeting, approve the purchase of IT systems for which the value of a single fixed asset does not exceed RMB6 billion;  The Board of Directors may, within the annual budget approved by the Shareholders’ General Meeting, approve the purchase of other fixed assets including real estate property for which the value of a single fixed asset does not exceed RMB5 billion;</p> <p>The Board of Directors may approve the disposal and/or write-off of fixed assets provided that the net book value of any single fixed asset does not exceed RMB4 billion and that the total net book value of the single fixed asset to be disposed and those already disposed in the previous four months prior to the disposal suggestion in aggregate do not exceed 33% of the Bank’s audited net fixed assets in the recent period at the time of disposal;  Disposal of fixed assets as mentioned hereof includes such behaviors as transfer, replacement and donation of asset interests other than the provision of security; and write-off of fixed assets as mentioned hereof includes the write-off arising from loss, scrap and inventory loss of fixed assets.</p> <p>(2) Purchase, disposal and write-off of assets other than equity investment, bond investment and fixed assets  The Board of Directors may approve the purchase, disposal and/or write-off of assets other than equity investment, bond investment and fixed assets provided the amount of a single purchase, disposal and/or write-off activity does not exceed RMB2 billion.</p>	<p><b>Article 8</b> The Board of Directors shall have the following rights over the Bank’s equity investment, bond investment, asset purchase, asset disposal, asset write-off, asset mortgage, other non-commercial banking business <u>guarantees and external donations</u>, provided that it does not violate the compulsory stipulations in relevant laws, administrative regulations and codes:</p> <p><del>1. The Board of Directors may adjust no more than 10% of the capital expenditure approved by the Shareholders’ General Meeting for the year;</del></p> <p>1. The Board of Directors may review and approve the equity investment (inclusive of debt-to-equity swap), merger and acquisition, asset disposal and write-off activities in which the amount of a single transaction does not exceed 2% of the Bank’s audited net assets in the recent period <u>and the Bank’s net equity investment does not exceed 25% of the Bank’s audited net assets in the recent period after the completion of equity investment (inclusive of debt-to-equity swap) and merger and acquisition,</u> and affirmative votes of more than two thirds directors shall be required;</p> <p>2. The Board of Directors shall have the full power to approve the issuance of ordinary financial bonds (exclusive of corporate bonds issued to replenish share capital such as subordinate debts, convertible debts, etc.);</p> <p>3. The Board of Directors shall have the full power to approve the bond investment activities;</p> <p>4. The Board of Directors shall have the power to decide on the following asset purchase, disposal and write-off matters:  (1) Purchase, disposal and write-off of fixed assets  <u>The Board of Directors may, within the annual budget approved by the Shareholders’ General Meeting, approve the purchase of IT systems for which the value of a single fixed asset does not exceed RMB6 billion;</u>  The Board of Directors may, within the annual budget approved by the Shareholders’ General Meeting, approve the purchase of other fixed assets <u>including real estate property</u> for which the value of a single fixed asset does not exceed RMB5 billion, <u>and affirmative votes of more than two thirds directors shall be required;</u></p> <p>The Board of Directors may approve the disposal and/or write-off of fixed assets provided that the net book value of any single fixed asset does not exceed RMB4 billion and that the total net book value of the single fixed asset to be disposed and those already disposed in the previous four months prior to the disposal suggestion in aggregate do not exceed 33% of the Bank’s audited net fixed assets in the recent period at the time of disposal;  Disposal of fixed assets as mentioned hereof includes such behaviors as transfer, replacement and donation of asset interests other than the provision of security; and write-off of fixed assets as mentioned hereof includes the write-off arising from loss, scrap and inventory loss of fixed assets.</p> <p>(2) Purchase, disposal and write-off of assets other than equity investment, bond investment and fixed assets  The Board of Directors may approve the purchase, disposal and/or write-off of assets other than equity investment, bond investment and fixed assets provided the amount of a single purchase, disposal and/or write-off activity does not exceed RMB2 billion.</p>

S/N	Current Articles	Revised Articles
	<p>6. The Board of Directors shall have the power to decide on mortgage, and other non-commercial banking business guarantees: The Board of Directors may approve mortgage no more than RMB2 billion under any single transaction, and other non-commercial banking business guarantees. The Board of Directors may re-delegate functions and powers authorized by the Shareholders' General Meeting to the Chairman of the Board of Directors or the President.</p> <p>7. The Board of Directors shall have the power to amend the Implementation Measures on Regulations of China Construction Bank Corporation for Independent Directors, the Management Measures of China Construction Bank Corporation on Authorization of the Board of Directors to the President, the Implementation Measures of China Construction Bank Corporation on Management of Connected Transactions and other related regulations on the management of connected transactions.</p>	<p>5. The Board of Directors shall have the power to decide on mortgage, and other non-commercial banking business guarantees: The Board of Directors may approve mortgage no more than RMB2 billion under any single transaction and other non-commercial banking business guarantees. The Board of Directors may re-delegate functions and powers authorized by the Shareholders' General Meeting to the Chairman of the Board of Directors or the President.</p> <p>6. <u>The Board of Directors shall have the power to decide on the donations within the authorization granted by the Shareholders' General Meeting.</u></p> <p>7. The Board of Directors shall have the power to amend the Implementation Measures on Regulations of China Construction Bank Corporation for Independent Directors, the Management Measures of China Construction Bank Corporation on Authorization of the Board of Directors to the President, the Implementation Measures of China Construction Bank Corporation on Management of Connected Transactions and other related regulations on the management of connected transactions.</p>
4.	<p><b>Article 22</b> A list of candidates for directors or non-employee supervisors shall be presented to the Shareholders' General Meeting for review in the form of proposal. Shareholders who, either independently or collectively, hold more than 5% voting shares in the Bank and the Board of Directors may recommend a proposal on the candidate for director (inclusive of Independent Director), and the Board of Supervisors may present a proposal on candidate for Independent Director. The shareholders who, either independently or collectively, hold more than 1% voting shares in the Bank may recommend a proposal on the candidate for Independent Director. Shareholders who, either independently or collectively, hold more than 5% voting shares in the Bank and the Board of Directors may recommend a proposal on the candidate for non-employee supervisor (inclusive of external supervisor). The shareholders who, either independently or collectively, hold more than 1% voting shares in the Bank may recommend a proposal on the candidate for external supervisor.</p>	<p><b>Article 22</b> A list of candidates for directors or non-employee supervisors shall be presented to the Shareholders' General Meeting for review in the form of proposal. Shareholders who, either independently or collectively, hold more than <del>5%</del> 3% voting shares in the Bank and the Board of Directors may recommend a proposal on the candidate for director (inclusive of Independent Director), and the Board of Supervisors may present a proposal on candidate for Independent Director. The shareholders who, either independently or collectively, hold more than 1% voting shares in the Bank may recommend a proposal on the candidate for Independent Director. Shareholders who, either independently or collectively, hold more than <del>5%</del> 3% voting shares in the Bank and the Board of Directors may recommend a proposal on the candidate for non-employee supervisor (inclusive of external supervisor). The shareholders who, either independently or collectively, hold more than 1% voting shares in the Bank may recommend a proposal on the candidate for external supervisor.</p>

S/N	Current Articles	Revised Articles
5.	<p><b>Article 23</b> Relevant procedures concerning the nomination of candidates for directors and supervisors are:</p> <p>1. The eligible shareholders, the Board of Directors and the Board of Supervisors shall present the nomination proposal to the convener of the general meeting prior to the issue of meeting notice; after the issuance of meeting notice, the shareholders who, either independently or collectively, hold more than 5% voting shares in the Bank may submit interim nomination proposal to the convener of the general meeting no less than thirty five days prior to the holding of the general meeting.</p> <p>2. In case the Board of Directors nominates a candidate for director (inclusive of Independent Director) to the Shareholders' General Meeting, the candidate shall be reviewed by the Nomination and Remuneration Committee of the Board of Directors and be confirmed with a resolution of the Board of Directors; in case the Board of Supervisors nominates a candidate for non-employee supervisor (inclusive of external supervisor) to the Shareholders' General Meeting, the candidate shall be reviewed by the Duty Performance Supervision Committee of the Board of Supervisors and be confirmed with a resolution of the Board of Supervisors.</p> <p>3. The Nomination and Remuneration Committee of the Board of Directors shall examine the qualification and relevant conditions of the candidate for director (inclusive of Independent Director) nominated by the eligible shareholders and of the candidate for Independent Director nominated by the Board of Supervisors pursuant to the applicable laws and regulations and the Bank's Articles, report the examination results to the convener of the general meeting, and submit the proposal of the candidates who meet relevant qualification and conditions to the general meeting; the Duty Performance Supervision Committee of the Board of Supervisors shall examine the qualification and relevant conditions of the candidate for non-employee supervisor (inclusive of external supervisor) nominated by the eligible shareholders pursuant to the applicable laws and regulations and the Bank's Articles, report the examination results to the convener of the general meeting, and submit the proposal of the candidates who meet relevant qualification and conditions to the general meeting.</p>	<p><b>Article 23</b> Relevant procedures concerning the nomination of candidates for directors and supervisors are:</p> <p>1. The eligible shareholders, the Board of Directors and the Board of Supervisors shall present the nomination proposal to the convener of the general meeting prior to the issue of meeting notice; after the issuance of meeting notice, the shareholders who, either independently or collectively, hold more than <del>5%</del> 3% voting shares in the Bank may submit interim nomination proposal to the convener of the general meeting no less than thirty five days prior to the holding of the general meeting.</p> <p>2. In case the Board of Directors nominates a candidate for director (inclusive of Independent Director) to the Shareholders' General Meeting, the candidate shall be reviewed by the Nomination and Remuneration Committee of the Board of Directors and be confirmed with a resolution of the Board of Directors; in case the Board of Supervisors nominates a candidate for non-employee supervisor (inclusive of external supervisor) to the Shareholders' General Meeting, the candidate shall be reviewed by the Duty Performance Supervision Committee of the Board of Supervisors and be confirmed with a resolution of the Board of Supervisors.</p> <p>3. The Nomination and Remuneration Committee of the Board of Directors shall examine the qualification and relevant conditions of the candidate for director (inclusive of Independent Director) nominated by the eligible shareholders and of the candidate for Independent Director nominated by the Board of Supervisors pursuant to the applicable laws and regulations and the Bank's Articles, report the examination results to the convener of the general meeting, and submit the proposal of the candidates who meet relevant qualification and conditions to the general meeting; the Duty Performance Supervision Committee of the Board of Supervisors shall examine the qualification and relevant conditions of the candidate for non-employee supervisor (inclusive of external supervisor) nominated by the eligible shareholders pursuant to the applicable laws and regulations and the Bank's Articles, report the examination results to the convener of the general meeting, and submit the proposal of the candidates who meet relevant qualification and conditions to the general meeting.</p>
6.	<p><b>Article 34</b> The notice of the general meeting shall be delivered to the shareholders (no matter whether the shareholder has voting rights at the meeting or not) in person or by post-paid mail at the address recorded in the register of shareholders. For holders of domestic shares, the notice of the general meeting may also be issued by public notice.</p> <p>The public notice mentioned in the preceding paragraph shall be published on one or more newspapers designated by the securities regulatory institution of the State Council forty-five to fifty days prior to holding of the meeting. Once the notice is published, the holders of domestic shares shall be deemed as having received the notice of the general meeting. To the extent practical and feasible, the Chinese and English versions of the public notice shall be published in a major Chinese newspaper and an English newspaper of Hong Kong respectively on the same day.</p> <p>After the notice of the general meeting is issued, the general meeting shall not be postponed or cancelled without proper reasons, and proposals given in the notice shall not be cancelled. Once the meeting is postponed and cancelled, the convener shall issue public notice and explain the reasons thereof at least two workdays prior to the scheduled date of holding the meeting.</p>	<p><b>Article 34</b> The notice of the general meeting shall be delivered to the shareholders (no matter whether the shareholder has voting rights at the meeting or not) in person or by post-paid mail at the address recorded in the register of shareholders. For holders of <u>domestic listed shares</u>, the notice of the general meeting may also be issued by public notice.</p> <p>The public notice mentioned in the preceding paragraph shall be published on one or more newspapers designated by the securities regulatory institution of the State Council forty-five to fifty days prior to holding of the meeting. Once the notice is published, the holders of <u>domestic listed shares</u> shall be deemed as having received the notice of the general meeting. To the extent practical and feasible, the Chinese and English versions of the public notice shall be published in a major Chinese newspaper and an English newspaper of Hong Kong respectively on the same day.</p> <p>After the notice of the general meeting is issued, the general meeting shall not be postponed or cancelled without proper reasons, and proposals given in the notice shall not be cancelled. Once the meeting is postponed and cancelled, the convener shall issue public notice and explain the reasons thereof at least two workdays prior to the scheduled date of holding the meeting.</p>

S/N	Current Articles	Revised Articles
7	<p><b>Article 52</b> The shareholders shall register and provide the following documents to attend the general meeting:</p> <p>1. In case the shareholder is a natural person, he/she shall present his/her own identity card and provide relevant information for the Bank to confirm his/her shareholder identity; a proxy shall present his/her own identity card and the power of attorney, and provide relevant information to confirm the principal's identity as a shareholder;</p> <p>In case a legal representative attends the general meeting, he/she shall present his/her own identity card and the effective certificate attesting his/her identity of the legal representative, and provide relevant information for the Bank to confirm the shareholder identity of corresponding legal person; a proxy or an authorized representative of a legal person shareholder shall present his/her own identity cards, the written power of attorney issued by legal representative of the corporate shareholder or the notarized copy of the authorization resolutions made by the Board of Directors or other decision-making departments of the corporate shareholder, and provide relevant information to confirm the principal's shareholder identity.</p>	<p><b>Article 52</b> The shareholders shall register when attending <del>and provide the following documents to attend</del> the general meeting. <u>The convener and the lawyer engaged by the Bank shall jointly check the legitimacy of shareholders' qualification based on the register of shareholders provided by the securities depository and clearing agency, and register the names of shareholders and the numbers of shares held by them. The registration shall end before the chairman of the general meeting announces the number of shareholders and proxies attending the meeting and the total number of voting shares held by them. The shareholders shall provide the following documents for registration</u></p> <p>1. In case the shareholder is a natural person, he/she shall present his/her own identity card and provide relevant information for the Bank to confirm his/her shareholder identity; a proxy shall present his/her own identity card and the power of attorney, and provide relevant information to confirm the principal's identity as a shareholder;</p> <p>2. In case a legal representative attends the general meeting, he/she shall present his/her own identity card and the effective certificate attesting his/her identity of the legal representative, and provide relevant information for the Bank to confirm the shareholder identity of corresponding legal person; a proxy or an authorized representative of a legal person shareholder shall present his/her own identity cards, the written power of attorney issued by legal representative of the corporate shareholder or the notarized copy of the authorization resolution made by the Board of Directors or other decision-making departments of the corporate shareholder, and provide relevant information to confirm the principal's shareholder identity.</p>
8.	<p><b>Article 56</b> In an extraordinary general meeting proposed and held by the proposing shareholders or the Board of Directors, the Board of Directors and the secretary to the Board of Directors shall faithfully perform the duties and powers. The directors and supervisors shall attend the meeting; and the secretary to the Board of Directors shall attend the meeting and ensure the normal order of the meeting.</p> <p>A general meeting convened by the Board of Supervisors shall be presided over by the Chairman of the Board of Supervisors. The supervisor elected by a majority of the supervisors shall preside over the meeting if the Chairman of the Board of Supervisors is unable or fails to perform his/her duties. The general meeting convened by shareholders shall be presided over and chaired by the shareholder (inclusive of the proxy) who holds the most voting shares.</p>	<p><b>Article 56</b> In an extraordinary general meeting proposed and held by the proposing shareholders or the Board of Directors, the Board of Directors and the secretary to the Board of Directors shall faithfully perform the duties and powers. The directors and supervisors shall attend the meeting; and the secretary to the Board of Directors shall attend the meeting and ensure the normal order of the meeting.</p> <p>A general meeting convened by the Board of Supervisors shall be presided over <u>and chaired</u> by the Chairman of the Board of Supervisors. The supervisor elected by a majority of the supervisors shall <u>preside over and chair</u> the meeting if the Chairman of the Board of Supervisors <u>is unable or fails to perform his/her duties. If no chairman of the general meeting is designated, shareholders attending the general meeting may elect one person to preside over and chair the meeting; if shareholders are unable to elect the chairman of the meeting due to any reasons, the shareholder (including proxy of shareholder) with the most voting shares shall preside over and chair the meeting.</u></p> <p>A general meeting convened by shareholders shall be chaired and presided over <u>by the shareholder (inclusive of the proxy) who holds the most voting shares</u> by the representative elected by the convening shareholders. <u>If the convening shareholders are unable to elect the chairman of the general meeting, the shareholder (including the proxy of shareholder) who holds the most voting shares shall preside over and chair the meeting.</u></p>



S/N	Current Articles	Revised Articles
9.	<p><b>Article 57</b> The Chairman shall arrange the chairman of the Strategy Development Committee, the chairman of the Audit Committee and the chairman of the Nomination and Compensation Committee, or a member of corresponding committee in case the chairman of a committee is absent from the meeting (or other competent representative if the member does not attend the meeting) to answer the questions raised at the annual general meeting. Chairmen of the special committees under the Board of Directors shall answer questions at the general meeting if connected transactions or any other transactions that shall be approved by Independent Directors are discussed at the meeting.</p>	<p><b>Article 57</b> The Chairman shall arrange the <del>chairman</del> chairmen of all special committees, including of the Strategy Development Committee, <del>the chairman of</del> the Audit Committee, the Risk Management Committee, and <del>the chairman of</del> the Nomination and Compensation Committee and the Connected Transactions Control Committee, or a member of corresponding committee in case the chairman of a committee is <del>absent from</del> unable to attend the meeting (or other competent representative if the member does not attend the meeting) to answer the questions raised at the annual general meeting. Chairmen of the special committees under the Board of Directors shall answer questions at the general meeting if connected transactions or any other transactions that shall be approved by Independent Directors are discussed at the meeting.</p> <p><u>The management shall ensure external auditors attend the annual general meeting and answer questions about audit work, preparation of auditor's report and its contents, accounting policies and independence of the auditor, etc.</u></p>
10.	<p><b>Article 69</b> In case the number of negative votes equals to that of affirmative vote, the chairman of the general meeting shall have the rights to vote one more vote.</p>	<p><b>Article 69</b> <del>In case the number of negative votes equals to that of affirmative vote, the chairman of the general meeting shall have the rights to vote one more vote.</del> <u>Before voting, the chairman of the general meeting shall announce the number of shareholders and proxies attending the meeting onsite and the total number of voting shares held by them, which shall be subject to the meeting registration.</u></p>
11.	<p><b>Article 71</b> Resolutions of the general meeting are divided into ordinary resolutions and special resolutions.</p> <p>1. Ordinary Resolutions</p> <p>1) The ordinary resolutions adopted at a general meeting shall be approved by more than half of the voting shares represented by shareholders (or the proxies) present at the meeting.</p> <p>2) The following matters shall be approved by the Shareholders' General Meeting with ordinary resolutions:</p> <p>(1) The Bank's business policies and major investment plans;</p> <p>(2) Work reports of the Board of Directors and the Board of Supervisors;</p> <p>(3) Profit distribution plan and loss offsetting plan drafted by the Board of Directors;</p> <p>(4) Election and removal of the members of the Board of Directors and the Board of Supervisors (except the employee supervisor), as well as the remuneration, payment method and professional liability insurance for them;</p> <p>(5) The Bank's annual budget, final accounts and annual report;</p> <p>(6) The Bank's significant acquisitions, except those that shall be approved by the Shareholders' General Meeting with special resolutions;</p> <p>(7) The Bank's significant equity investment, bond investment, asset purchase, asset mortgage and other non-commercial banking businesses guarantees, except those that shall be approved by the Shareholders' General Meeting with special resolutions;</p> <p>(8) Engagement, removal or not renewal of the accounting firm;</p> <p>(9) Other matters other than those required to be approved with special resolutions as provided by laws, administrative regulations, code, rules issued by the local securities regulatory authorities where shares of the Bank are listed and the Bank's Articles.</p>	<p><b>Article 71</b> Resolutions of the general meeting are divided into ordinary resolutions and special resolutions.</p> <p>1. Ordinary Resolutions</p> <p>1) The ordinary resolutions adopted at a general meeting shall be approved by more than half of the voting shares represented by shareholders (or the proxies) present at the meeting.</p> <p>2) The following matters shall be approved by the Shareholders' General Meeting with ordinary resolutions:</p> <p>(1) The Bank's business policies and major investment plans;</p> <p>(2) Work reports of the Board of Directors and the Board of Supervisors;</p> <p>(3) Profit distribution plan and loss offsetting plan drafted by the Board of Directors;</p> <p>(4) Election and removal of the members of the Board of Directors and the Board of Supervisors (except the employee supervisor), as well as the remuneration, payment method and professional liability insurance for them;</p> <p>(5) The Bank's annual budget, final accounts and annual report;</p> <p>(6) The Bank's significant acquisitions, except those that shall be approved by the Shareholders' General Meeting with special resolutions;</p> <p>(7) The Bank's significant equity investment, bond investment, asset purchase, asset mortgage and other non-commercial banking businesses guarantees, except those that shall be approved by the Shareholders' General Meeting with special resolutions;</p> <p>(8) Engagement, removal or not renewal of the accounting firm;</p> <p>(9) Other matters other than those required to be approved with special resolutions as provided by laws, administrative regulations, code, rules issued by the local securities regulatory authorities where shares of the Bank are listed and the Bank's Articles.</p>

S/N	Current Articles	Revised Articles
	<p>2. Special Resolution</p> <p>1) The special resolutions adopted at a general meeting shall be approved by more than two thirds of the voting shares represented by shareholders (or the proxies) present at the meeting.</p> <p>2) The following matters shall be approved by the Shareholders' General Meeting with special resolutions:</p> <p>(1) Increase or reduction of the Bank's share capital, issuance of any type of shares, warrants or other similar securities;</p> <p>(2) Repurchase of the Bank's shares;</p> <p>(3) Issuance of convertible bonds by the Bank;</p> <p>(4) Issuance of subordinate bonds by the Bank;</p> <p>(5) Issuance of corporate bonds;</p> <p>(6) Division, merger, dissolution or liquidation of the Bank;</p> <p>(7) Significant purchase or sale of assets or provision of security by the Bank in which the total amount in a year exceeds 30% of the Bank's audited total assets in the latest period;</p> <p>(8) Share incentive plan;</p> <p>(9) Revision to the Bank's Articles, this Procedural Rules, the Procedural Rules for the Board of Directors of China Construction Bank Cooperation and the Procedural Rules for the Board of Supervisors of China Construction Bank Cooperation; and</p> <p>(10) Other matters that may have material influence on the Bank as resolved by the Shareholders' General Meeting with an ordinary resolution and therefore shall be approved with a special resolution.</p>	<p>2. Special Resolution</p> <p>1) The special resolutions adopted at a general meeting shall be approved by more than two thirds of the voting shares represented by shareholders (or the proxies) present at the meeting.</p> <p>2) The following matters shall be approved by the Shareholders' General Meeting with special resolutions:</p> <p>(1) Increase or reduction of the Bank's share capital, issuance of any type of shares, warrants or other similar securities;</p> <p>(2) Repurchase of the Bank's shares;</p> <p>(3) Issuance of convertible bonds by the Bank;</p> <p>(4) Issuance of subordinate bonds by the Bank;</p> <p>(5) Issuance of corporate bonds;</p> <p>(6) Division, merger, dissolution or liquidation of the Bank;</p> <p>(7) Significant purchase or sale of assets or provision of security by the Bank in which the total amount in a year exceeds 30% of the Bank's audited total assets in the latest period;</p> <p>(8) Share incentive plan;</p> <p>(9) Revision to the Bank's Articles, this Procedural Rules, the Procedural Rules for The Board of Directors of China Construction Bank Cooperation and the Procedural Rules for The Board of Supervisors of China Construction Bank Cooperation; <del>and</del></p> <p><u>(10) Execution of contract with persons other than directors, supervisors and senior management members under which such persons shall take charge of all or important businesses of the Bank, except for special circumstances such as the Bank is in a crisis; and</u></p> <p><del>(10)</del><u>(11)</u> Other matters that may have material influence on the Bank as resolved by the Shareholders' General Meeting with an ordinary resolution and therefore shall be approved with a special resolution.</p>
12.	<p><b>Article 75</b> In case a connected transaction is reviewed at the general meeting, the connected shareholders shall not participate in the voting, and the voting shares represented by them shall not be included into the total effective voting shares of the general meeting.</p> <p>The "connected transaction" as mentioned in the preceding paragraph shall mean those defined by the local securities regulatory authorities where shares of the Bank are listed.</p>	<p><b>Article 75</b> In case a connected transaction is reviewed at the general meeting, the connected shareholders shall not participate in the voting, and the voting shares represented by them shall not be included into the total effective voting shares of the general meeting. <u>The announcement on resolutions of the general meeting shall fully disclose information on voting of non-connected shareholders.</u></p> <p>The "connected transaction" as mentioned in the preceding paragraph shall mean those defined by the local securities regulatory authorities where shares of the Bank are listed.</p>

S/N	Current Articles	Revised Articles
13.	<p><b>Article 82</b> The general meeting shall have meeting minutes. Minutes of a general meeting shall be signed by directors present at the meeting and the recorder, and be kept by the secretary to the Board of Directors together with the attendance roster and the power of attorney as the Bank’s archives at the Bank’s office site. In case all of the directors fail to attend the general meeting, minutes of the general meeting shall be signed by the shareholder (or proxy) who chairs the general meeting and the recorder.</p> <p>The minutes of a general meeting shall record the following contents:</p> <ol style="list-style-type: none"> <li>1. the number of voting shares represented by shareholders (or proxies) present at the general meeting, and their percentages in total shares of the Bank;</li> <li>2. date and venue of the meeting;</li> <li>3. name of the chairman of the general meeting, and the agenda;</li> <li>4. main views of each addressor on the matters reviewed;</li> <li>5. voting results of each item (singed by the tally clerk);</li> <li>6. resolutions on proposals raised by shareholders, which must state the name of proposing shareholder(s), the shareholding proportion and contents of the proposal;</li> <li>7. inquiries and suggestions of shareholders and the corresponding answers or explanations given by the directors and supervisors; and</li> <li>8. other matters shall be included into the minutes in accordance with the Bank’s Articles or by the Shareholders’ General Meeting.</li> </ol>	<p><b>Article 82</b> The general meeting shall have meeting minutes. Minutes of a general meeting shall be signed by directors present at the meeting and the recorder, and be kept by the secretary to the Board of Directors together with the attendance roster and the power of attorney as the Bank’s archives at the Bank’s office site. In case all of the directors fail to attend the general meeting, minutes of the general meeting shall be signed by the shareholder (or proxy) who chairs the general meeting and the recorder.</p> <p>The minutes of a general meeting shall record the following contents:</p> <ol style="list-style-type: none"> <li>1. the number of voting shares represented by shareholders (or proxies) present at the general meeting, and their percentages in total shares of the Bank;</li> <li>2. date and venue of the meeting, <u>and name of the convener;</u></li> <li>3. name of the chairman of the general meeting, <u>names of the directors, supervisors, president and other senior management members who attend the general meeting (either with or without voting rights),</u> and the agenda;</li> <li>4. <u>review process of each proposal, and</u> main views of each addressor on the matters reviewed;</li> <li>5. voting results of each item (singed by the tally clerk);</li> <li>6. resolutions on proposals raised by shareholders, which must state the name of proposing shareholder(s), the shareholding proportion and contents of the proposal;</li> <li>7. inquiries and suggestions of shareholders and the corresponding answers or explanations given by the directors and supervisors; and</li> <li>8. other matters shall be included into the minutes in accordance with the Bank’s Articles or by the Shareholders’ General Meeting.</li> </ol>

**Appendix 3: Revisions to the Procedural Rules for the Board of Directors of the Bank**

S/N	Current Articles	Revised Articles
1.	<p>Article 3 The Board of Directors have the following functions and powers:</p> <ol style="list-style-type: none"> <li>1. convene Shareholders’ General Meeting and report work to the Shareholders’ General Meeting;</li> <li>2. implement resolutions of Shareholders’ General Meeting;</li> <li>3. determine the Bank’s development strategies and supervise the implementation and performance of such development strategies;</li> <li>4. determine the Bank’s business plan, investment proposals and risk capital allocation scheme;</li> <li>5. develop the Bank’s annual budget and final accounts;</li> <li>6. develop the Bank’s profit allocation scheme and loss recovery scheme;</li> <li>7. make the Bank’s plans regarding increase or decrease of registered capital, issuance of convertible securities, secondary securities, corporate bonds or other securities and listing;</li> <li>8. make plans on the Bank’s significant acquisition or buy-back of Bank’s shares;</li> <li>9. make plans on the Bank’s merge, split-up, dissolution and liquidation;</li> <li>10. determine the Bank’s equity investment, debt securities investment, assets purchase, assets disposal, assets write-off, assets mortgage and other non-commercial banking business guarantees within the authorization of the Shareholders’ General Meeting;</li> <li>11. decide the Bank’s internal management structure;</li> <li>12. decide the establishment of tier-one domestic branches and overseas branches;</li> </ol> <ol style="list-style-type: none"> <li>13. decide the appointment or removal of the Bank’s president, chief auditor and secretary to the Board of Directors and decide the remunerations, rewards and punishment of the same;</li> <li>14. decide the appointment or removal of the vice-president and other senior management members (except the chief auditor and the secretary to the Board of Directors) of the Bank according to the nominations of the President and decide the remunerations, rewards and punishment of the same;</li> <li>15. make the fundamental regulative systems of the Bank and supervise the implementation of the same;</li> <li>16. decide the risk management policy and internal control policy of the Bank and supervise the implementations of the same;</li> </ol> <ol style="list-style-type: none"> <li>17. propose the engagement, dismissal or retention of accounting firm to the Shareholders’ General Meeting;</li> <li>18. report to the Shareholders’ General Meeting the implementation of connected transaction management system and special reports on connected transaction status;</li> <li>19. listen to work reports of the Bank’s President, supervise, check and assess the president’s work and implement the accountability system of the Bank’s President;</li> <li>20. appraisal and review the performance of senior management members;</li> <li>21. review the report of chief auditor and the heads of Bank’s internal audit departments, and review, supervise, appraisal and assess the internal audit work;</li> </ol>	<p>Article 3 The Board of Directors have the following functions and powers:</p> <ol style="list-style-type: none"> <li>1. convene Shareholders’ General Meeting and report work to the Shareholders’ General Meeting;</li> <li>2. implement resolutions of Shareholders’ General Meeting;</li> <li>3. determine the Bank’s development strategies and supervise the implementation and performance of such development strategies;</li> <li>4. determine the Bank’s business plan, investment proposals and risk capital allocation scheme;</li> <li>5. develop the Bank’s annual budget and final accounts;</li> <li>6. develop the Bank’s profit allocation scheme and loss recovery scheme;</li> <li>7. make the Bank’s plans regarding increase or decrease of registered capital, issuance of convertible securities, secondary securities, corporate bonds or other securities and listing;</li> <li>8. make plans on the Bank’s significant acquisition or buy-back of Bank’s shares;</li> <li>9. make plans on the Bank’s merge, split-up, dissolution and liquidation;</li> <li>10. determine the Bank’s equity investment, debt securities investment, assets purchase, assets disposal, assets write-off, assets mortgage, <del>and</del> other non-commercial banking business guarantees <u>and external donations</u> within the authorization of the Shareholders’ General Meeting;</li> <li>11. decide the Bank’s internal management structure;</li> <li>12. decide the establishment of tier-one domestic branches, <del>and</del> overseas branches and domestic <u>and overseas subsidiaries</u>;</li> <li>13. decide the appointment or removal of the Bank’s president, chief auditor and secretary to the Board of Directors and decide the remunerations, rewards and punishment of the same;</li> <li>14. decide the appointment or removal of the vice-president and other senior management members (except the chief auditor and the secretary to the Board of Directors) of the Bank according to the nominations of the President and decide the remunerations, rewards and punishment of the same;</li> <li>15. make the fundamental regulative systems of the Bank and supervise the implementation of the same;</li> <li>16. decide the risk management policy and internal control policy of the Bank, <u>formulate relevant systems of risk management and internal control</u>, and supervise the implementations of the same;</li> <li>17. propose the engagement, dismissal or retention of accounting firm to the Shareholders’ General Meeting;</li> <li>18. report to the Shareholders’ General Meeting the implementation of connected transaction management system and <del>special reports on</del> connected transaction status;</li> <li>19. listen to work reports of the Bank’s <del>President</del> <u>senior management</u>, supervise, check and assess their work and adopt the accountability system;</li> <li>20. appraisal and review the performance of senior management members;</li> <li>21. review the report of chief auditor and the heads of Bank’s internal audit departments, and review, supervise, appraisal and assess the internal audit work;</li> </ol>

S/N	Current Articles	Revised Articles
	<p>22. carry out regular assessment on and continue the improvement of Bank’s corporate governance;</p> <p>23. establish the Articles, the Procedural Rules for the Shareholder’s Meeting of China Construction Bank Corporation, amendment to the Procedural Rules for the Board of Directors of China Construction Bank Corporation, and other regulations, rules and systems of the Bank’s Board of Directors; and</p> <p>24. exercise any other functions and powers granted by laws, regulations, rules, relevant provisions of relevant supervisory institutions, the provisions of the Articles and the Shareholders’ General Meeting. The Board of Directors shall exercise the foregoing functions and powers by means of convening board meetings and forming board resolutions.</p>	<p>22. carry out regular assessment on and continue the improvement of Bank’s corporate governance, <u>and evaluate the performance of the Board of Directors, which shall include:</u> <u>(1) develop and review the Bank’s policies and practices on corporate governance;</u> <u>(2) review and monitor the training and continuous professional development of directors and senior management;</u> <u>(3) review and monitor the Bank’s policies and practices on compliance with legal and regulatory requirements;</u> <u>(4) develop, review and monitor the code of conduct and compliance manual applicable to employees and directors of the Bank;</u> <u>(5) review the Bank’s compliance with Code on Corporate Governance Practices, Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and disclosure in the corporate governance report prepared in accordance with Appendix 23 to the Hong Kong Listing Rules;</u> <u>(6) regularly review the contribution required from a director to perform his responsibilities to the Bank, and whether he is spending sufficient time performing them; and</u> <u>(7) establish a shareholders’ communication policy and review it on a regular basis to ensure its effectiveness.</u></p> <p>23. establish the Articles, the Procedural Rules for the Shareholder’s Meeting of China Construction Bank Corporation, amendment to the Procedural Rules for the Board of Directors of China Construction Bank Corporation, and other regulations, rules and systems of the Bank’s Board of Directors;<del>and</del></p> <p>24. <u>formulate the capital plan and relevant systems on capital adequacy ratio assessment and management, and supervise the implementation of such systems;</u></p> <p>25. <u>formulate the systems on consolidated management of the Bank and its affiliates, and supervise the implementation of such systems;</u></p> <p>26. <u>manage information disclosure of the Bank; and</u></p> <p>27. exercise any other functions and powers granted by laws, regulations, rules, relevant provisions of relevant supervisory institutions, the provisions of the Articles and the Shareholders’ General Meeting. The Board of Directors shall exercise the foregoing functions and powers by means of convening board meetings and forming board resolutions.</p>
2.	<p><b>Article 5</b> To the extent permitted by the mandatory provisions of relevant laws, regulations and rules, the Board of Directors shall have the following authorities and powers in respect of the Bank’s equity investment, debt securities investment, assets purchase, assets disposal, assets write-off, assets mortgage and guarantee of other non-commercial banking business guarantees matters as follows:</p> <p>(1) The Board of Directors may adjust the annual capital expenditure approved by the Shareholders’ General Meeting within the range of plus and minus 10%;</p> <p>(2) The Board of Directors may review and approve any single project of equity investment (including debt-to-equity swap), merger, disposal or write-off of which the value is not more than 2% of the Bank’s net assets most recently audited and after such equity investment (including debt-to-equity swap) or merger completed, the equity investment value of the Bank is not more than 25% of the net assets most recently audited;</p>	<p><b>Article 5</b> To the extent permitted by the mandatory provisions of relevant laws, regulations and rules, the Board of Directors shall have the following authorities and powers in respect of the Bank’s equity investment, debt securities investment, assets purchase, assets disposal, assets write-off, assets mortgage, <del>and</del> guarantee of other non-commercial banking business guarantees <del>matters</del> and external donations as follows:</p> <p><del>(1) The Board of Directors may adjust the annual capital expenditure approved by the Shareholders’ General Meeting within the range of plus and minus 10%;</del></p> <p>(1) The Board of Directors may review and approve any single project of equity investment (including debt-to-equity swap), merger, disposal or write-off of which the value is not more than 2% of the Bank’s net assets most recently audited <del>and after such equity investment (including debt-to-equity swap) or merger completed, the equity investment value of the Bank is not more than 25% of the net assets most recently audited,</del> and affirmative votes of more than two thirds directors shall be required;</p>

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	<p>(3) The full approval authority regarding any issuance of regular financial bonds (excluding supplementary capital corporate bonds such as secondary securities and convertible securities);</p> <p>(4) The full approval authority regarding debts investment;</p> <p>(5) The Board of Directors has the right to make a decision on the following assets purchase, disposal and write-off matters:</p> <p>(a) purchase, disposal and write-off of fixed assets Within the annual budget approved by the Shareholders' General Meeting, the Board of Directors may review and approve any single fixed assets procurement of the technology and science system of which the value is not higher than RMB6 billion; Within the annual budget approved by the Shareholders' General Meeting, the Board of Directors may review and approve any single procurement of real property or other fixed assets, where the value is not higher than 5 billion;</p> <p>The Board of Directors may review and approve any disposal or write-off of any single item of fixed assets if (i) such assets' net book value is not higher than RMB4 billion; and (ii) the sum of net book value of the to-be-disposed single item fixed assets and the net book value of the disposed fixed assets within four months before such proposed disposal is not higher than 33% of the net value of the Bank's fixed assets most recently audited; The disposal of fixed assets referred to under this paragraph includes any transfer, swap or donation of assets interest other than provisions of guarantee by fixed assets; and, the written-off of fixed assets includes the written off for losses, scrap and depreciation of any fixed assets;</p> <p>(b) any other assets purchase, disposal or write-off other than equity investment, securities investment and fixed assets The Board of Directors may review and approve any single purchase, disposal or write-off of which the value is not higher than RMB2 billion in respect of any assets other than equity investment, securities investment and fixed assets;</p> <p>(6) The Board of Directors has the right to amend the <i>Implementation Rules of China Construction Bank Corporation on Independent Directors</i>, the <i>Administrative Rules of China Construction Bank Corporation on Authorization to the President</i>, the <i>Implementation Rules of China Construction Bank Corporation on Management of Connected Transactions</i> and other relevant administrative regulations on connected transactions;</p> <p>(7) The Board of Directors has the right to make decision on the following assets mortgage and non-commercial banking business: The Board of Directors has the right to review and approve any single assets mortgage, where the value is not higher than RMB2 billion or non-commercial banking business guarantees.</p> <p>(8) The Board of Directors may delegate partial or whole authorization given by the Shareholders' General Meeting to the President, and the Board of Directors shall specify such delegation to the President by means of formulating authorization scheme.</p>	<p>(2) The full approval authority regarding any issuance of regular financial bonds (excluding supplementary capital corporate bonds such as secondary securities and convertible securities);</p> <p>(3) The full approval authority regarding debts investment;</p> <p>(4) The Board of Directors has the right to make a decision on the following assets purchase, disposal and write-off matters:</p> <p>(a) purchase, disposal and write-off of fixed assets <del>Within the annual budget approved by the Shareholders' General Meeting, the Board of Directors may review and approve any single fixed assets procurement of the technology and science system of which the value is not higher than RMB6 billion;</del> Within the annual budget approved by the Shareholders' General Meeting, the Board of Directors may review and approve any single procurement of real property or other fixed assets, where the value is not higher than 5 billion, <u>and affirmative votes of more than two thirds directors shall be required;</u></p> <p>The Board of Directors may review and approve any disposal or write-off of any single item of fixed assets if (i) such assets' net book value is not higher than RMB4 billion; and (ii) the sum of net book value of the to-be-disposed single item fixed assets and the net book value of the disposed fixed assets within four months before such proposed disposal is not higher than 33% of the net value of the Bank's fixed assets most recently audited; The disposal of fixed assets referred to under this paragraph includes any transfer, swap or donation of assets interest other than provisions of guarantee by fixed assets; and, the written-off of fixed assets includes the written off for losses, scrap and depreciation of any fixed assets;</p> <p>(b) any other assets purchase, disposal or write-off other than equity investment, securities investment and fixed assets The Board of Directors may review and approve any single purchase, disposal or write-off of which the value is not higher than RMB2 billion in respect of any assets other than equity investment, securities investment and fixed assets;</p> <p>(5) The Board of Directors has the right to amend the <i>Implementation Rules of China Construction Bank Corporation on Independent Directors</i>, the <i>Administrative Rules of China Construction Bank Corporation on Authorization to the President</i>, the <i>Implementation Rules of China Construction Bank Corporation on Management of Connected Transactions</i> and other relevant administrative regulations on connected transactions;</p> <p>(6) The Board of Directors has the right to make decision on the following assets mortgage and non-commercial banking business: The Board of Directors has the right to review and approve any single assets mortgage, where the value is not higher than RMB2 billion or non-commercial banking business guarantees.</p> <p>(7) <u>The Board of Directors has the right to decide on donation matters, and such donation shall be implemented in accordance with the authorization granted by the Shareholders' General Meeting.</u></p> <p>(8) The Board of Directors may delegate partial or whole authorization given by the Shareholders' General Meeting to the President, and the Board of Directors shall specify such delegation to the President by means of formulating authorization scheme.</p>



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3.	<p><b>Article 9</b> The Board of Directors consists of seventeen directors, including executive directors, non-executive directors and independent directors.</p> <p>The number of Independent Directors shall comply with the relevant provisions of supervisory authorities.</p> <p>The number of executive directors shall not be less than one fourth of the total number of the directors but not more than one third of the same; and the number of the non-executive directors shall not be less than two thirds of the total number of the directors.</p> <p>The Board of Directors shall have one Chairman and one Vice-chairman.</p> <p>Chairman and Vice-chairman shall be assumed by the directors and shall be appointed or removed by simple majority votes of all the directors.</p> <p>The Chairman shall not assume the President at the same time.</p> <p>The legal representative of the controlling shareholder shall not be appointed as the Chairman of the Board of Directors of the Bank.</p> <p>The number of the concurrent appointments of Chairman, Vice-Chairman or executive director of the controlling shareholder as the Chairman, Vice-chairman or executive director of the Bank shall not be more than two.</p>	<p><b>Article 9</b> The Board of Directors consists of <u>nine to</u> seventeen directors, including executive directors, non-executive directors and independent directors.</p> <p>The number of Independent Directors shall comply with the relevant provisions of supervisory authorities.</p> <p>The number of executive directors shall not be less than one fourth of the total number of the directors but not more than one third of the same; and the number of the non-executive directors shall not be less than two thirds of the total number of the directors.</p> <p>The Board of Directors shall have one Chairman and one Vice-chairman.</p> <p>Chairman and Vice-chairman shall be assumed by the directors and shall be appointed or removed by simple majority votes of all the directors.</p> <p>The Chairman shall not assume the President at the same time.</p> <p>The legal representative of the controlling shareholder shall not be appointed as the Chairman of the Board of Directors of the Bank.</p> <p>The number of the concurrent appointments of Chairman, Vice-Chairman or executive director of the controlling shareholder as the Chairman, Vice-chairman or executive director of the Bank shall not be more than two.</p>
4.	<p><b>Article 11</b> The Chairman of the Board of Directors shall exercise the following functions and powers:</p> <p>(1) preside over the Shareholders' General Meeting and convene and preside over the Board meetings;</p> <p>(2) ensure all the directors attending the board meetings have appropriate awareness of the current matters;</p> <p>(3) ensure the directors have received sufficient information in a timely manner and such information shall be completed and reliable;</p> <p>(4) supervise and inspect the implementation of the board resolutions;</p> <p>(5) sign the Bank's stock, corporate bonds and other commercial securities;</p> <p>(6) sign any important document of the Board of Directors and other document that shall be signed by the legal representative of the Bank;</p> <p>(7) exercise other functions and powers of the legal representative;</p> <p>(8) ad hoc disposal right of the Bank's matters in compliance with laws, regulations and rules and for the interest of the Bank in case of any force majeure event such as natural disaster and report to the Board of Directors and Shareholders' General Meeting thereafter; and</p> <p>(9) any other functions and powers given by the Board of Directors.</p>	<p><b>Article 11</b> The Chairman of the Board of Directors shall exercise the following functions and powers:</p> <p>(1) preside over the Shareholders' General Meeting and convene and preside over the Board meetings;</p> <p>(2) ensure all the directors attending the board meetings have appropriate awareness of the current matters;</p> <p>(3) ensure the directors have received sufficient information in a timely manner and such information shall be completed and reliable;</p> <p>(4) supervise and inspect the implementation of the board resolutions;</p> <p>(5) sign the Bank's stock, corporate bonds and other commercial securities;</p> <p>(6) sign any important document of the Board of Directors and other document that shall be signed by the legal representative of the Bank;</p> <p>(7) exercise other functions and powers of the legal representative;</p> <p>(8) ad hoc disposal right of the Bank's matters in compliance with laws, regulations and rules and for the interest of the Bank in case of any force majeure event such as natural disaster and report to the Board of Directors and Shareholders' General Meeting thereafter; <del>and</del></p> <p>(9) <u>hold at least one meeting a year with non-executive directors (including independent non-executive directors) which executive directors do not attend; and</u></p> <p>(910) any other functions and powers <u>stipulated in relevant laws, regulations, rules and provisions of the local securities regulatory authorities where the Bank's shares are listed or given</u> by the Board of Directors.</p>
5.	<p><b>Article 13</b> There are the Strategy Development Committee, the Audit Committee, the Risk Management Committee, the Nomination and Compensation Committee and Connected Transactions Control Committee under the Board of Directors. The Board of Directors may also establish any other special committee as needed. Each special committee under the Board shall be responsible to the Board of Directors, report work to the Board of Directors, and assist Board of Directors in performing duties and powers within the Board's authorization from the Board of Directors; and each special committee under the Board of Directors shall maintain communication and cooperation.</p>	<p><b>Article 13</b> There are the Strategy Development Committee, the Audit Committee, the Risk Management Committee, the Nomination and Compensation Committee and Connected Transactions Control Committee under the Board of Directors. The Board of Directors may also establish any other special committee as needed. Each special committee under the Board of Directors shall be responsible to the Board, report work to the Board of Directors, and assist Board of Directors in performing duties and powers within the authorization from the Board of Directors; and each special committee under the Board shall maintain communication and cooperation. <u>Special committees of the Board of Directors shall establish a follow-up mechanism to ensure the implementation of professional opinions and suggestions of the committees.</u></p>

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6.	<p><b>Article 14</b> The Strategy Development Committee shall be comprised of at least five directors. The chairman of the Strategy Development Committee shall be the Chairman of the Board. The main duties and powers of the Strategy Development Committee shall include:</p> <ol style="list-style-type: none"> <li>(1) make proposals on the Bank’s strategies and development planning, supervise and evaluate the implementation of the same and provide proposals to the Board;</li> <li>(2) review the Bank’s annual business plan and financial budget and submit the same to the Board for review and discussion;</li> <li>(3) review the report on the implementation of the annual business plan and financial budget;</li> <li>(4) evaluate the coordinated development of various business and provide proposals to the Board;</li> <li>(5) review any plan on material organizational adjustment and institutional structure and provide proposals to the Board;</li> <li>(6) review any plan on Bank’s material investment and financing and provide proposal to the Board; and</li> <li>(7) carry out any other matters authorized by the Board.</li> </ol>	<p><b>Article 14</b> The Strategy Development Committee shall be comprised of at least five directors. The chairman of the Strategy Development Committee shall be the Chairman of the Board. The main duties and powers of the Strategy Development Committee shall include:</p> <ol style="list-style-type: none"> <li>(1) make proposals on the Bank’s strategies and development planning, supervise and evaluate the implementation of the same and provide proposals to the Board;</li> <li>(2) review the Bank’s annual business plan and <del>financial</del> <u>fixed assets investment</u> budget and submit the same to the Board for review and discussion;</li> <li>(3) review the report on the implementation of the annual business plan and <del>financial</del> <u>fixed assets investment</u> budget;</li> <li>(4) evaluate the coordinated development of various business and provide proposals to the Board;</li> <li>(5) review any plan on material organizational adjustment and institutional structure and provide proposals to the Board;</li> <li>(6) review any plan on Bank’s material investment and financing and provide proposal to the Board; and</li> <li>(7) carry out any other matters authorized by the Board.</li> </ol>
7.	<p><b>Article 15</b> The Audit Committee shall be comprised of at least five directors. The chairman of the Audit Committee shall be nominated among Independent Directors. All members of the Audit Committee shall be non-executive directors exclusively, among whom Independent Directors shall be in the majority and at least one Independent Director is equipped with appropriate professional qualification or expertise in appropriate accounting or relevant financial management. The main duties and powers of the Audit Committee shall be:</p> <ol style="list-style-type: none"> <li>(1) to oversee the Bank’s financial statements and audit the Bank’s accounting information or material disclosure of the same;</li> <li>(2) to oversee and assess the Bank’s internal control;</li> <li>(3) to oversee compliance of the Bank’s core business, management system and material business activities;</li> <li>(4) to oversee and assess the Bank’s internal audit work;</li> <li>(5) to oversee and assess the external audit work, propose engagement or replacement of independent audit institution to the Board and responsible for the communication and coordination between external audit and internal audit;</li> <li>(6) to report the Committee’s work to the Board and maintain the communication and cooperation with other special committees; and</li> <li>(7) to carry out any other matters authorized by the Board.</li> </ol>	<p><b>Article 15</b> The Audit Committee shall be comprised of at least five directors. The chairman of the Audit Committee shall be nominated among Independent Directors. All members of the Audit Committee shall be non-executive directors exclusively, among whom Independent Directors shall be in the majority and at least one Independent Director is equipped with appropriate professional qualification or expertise in appropriate accounting or relevant financial management. The main duties and powers of the Audit Committee shall be:</p> <ol style="list-style-type: none"> <li>(1) to oversee the Bank’s financial statements and audit the Bank’s accounting information or material disclosure of the same;</li> <li>(2) to oversee and assess the Bank’s internal control;</li> <li>(3) <del>to oversee compliance of the Bank’s core business, management system and material business activities;</del> to oversee and assess the Bank’s internal audit work;</li> <li>(4) to oversee and assess the external audit work, propose engagement or replacement of independent audit institution to the Board and responsible for the communication and coordination between external audit and internal audit;</li> <li>(5) to report the Committee’s work to the Board and maintain the communication and cooperation with other special committees; and</li> <li>(6) to carry out any other matters authorized by the Board.</li> </ol>
8.	<p><b>Article 16</b> The Risk Management Committee shall be comprised of at least three directors. The main duties and powers of the Risk Management Committee shall be:</p> <ol style="list-style-type: none"> <li>(1) to review the Bank’s risk management policy and internal control policy based on the Bank’s overall strategies and to oversee and assess the implementation and outcome of the same;</li> <li>(2) to provide guidance for the Bank’s establishment of risk management and internal control systems;</li> <li>(3) to oversee and assess the structure, organization, working procedure and efficiency of the risk management department and propose any improvement opinions;</li> <li>(4) to review the Bank’s risk and internal control reports, to carry out regular evaluation on the Bank’s risk and internal control status and provide proposals on improvement of Bank’s risk management and internal control;</li> <li>(5) to assess relevant performance of the senior management members in charge of the Bank’s risk management; and</li> <li>(6) to carry out any other matters authorized by the Board.</li> </ol>	<p><b>Article 16</b> The Risk Management Committee shall be comprised of at least three directors. The main duties and powers of the Risk Management Committee shall be:</p> <ol style="list-style-type: none"> <li>(1) to review the Bank’s risk management policy and internal control policy based on the Bank’s overall strategies and to oversee and assess the implementation and outcome of the same;</li> <li>(2) to provide guidance for the Bank’s establishment of risk management and internal control systems;</li> <li>(3) to oversee and assess the structure, organization, working procedure and efficiency of the risk management department and propose any improvement opinions;</li> <li>(4) to review the Bank’s risk and internal control reports, to carry out regular evaluation on the Bank’s risk <del>and internal control</del> status and provide proposals on improvement of Bank’s risk management <del>and internal control</del>;</li> <li>(5) to assess relevant performance of the senior management members in charge of the Bank’s risk management; and</li> <li>(6) <u>to oversee compliance of the Bank’s core business, management system and material business activities; and</u></li> <li>(7) to carry out any other matters authorized by the Board.</li> </ol>

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9.	<p><b>Article 23</b> Board meetings include regular meetings and interim meetings. Regular meetings shall be convened at least four times a year and once per quarter in principle.</p>	<p><b>Article 23</b> Board meetings include regular meetings and interim meetings. Regular meetings shall be convened at least <del>four</del> six times a year <del>and once per quarter in principle</del>.</p>
10.	<p><b>Article 25</b> Regular Board meetings shall include:</p> <p>(1) <u>Board meeting on annual results</u></p> <p>Such meeting shall be convened within four months after the end of the Bank’s accounting year to mainly review the Bank’s annual report and deal with other relevant matters, including annual summary, performance appraisal, determination of remuneration and preparation of Shareholders’ General Meeting. The Annual Performance Board meeting shall be held at a time to ensure that the Bank’s annual report is able to be distributed to shareholders within the timeline provided by relevant laws, regulations, rules and the Bank’s Articles and the annual Shareholders’ General Meeting can be held within six months after the end of the Bank’s accounting.</p> <p>(2) <u>Board meeting on semi-annual results</u></p> <p>Such meeting shall be convened within two months after the end of the first six months of the Bank’s accounting year to mainly review Bank’s interim report and deal with other relevant matters.</p> <p>(3) <u>Board meeting on the first quarter results and strategy planning</u></p> <p>Such meeting shall be convened in the second quarter of each calendar year to mainly review the Bank’s quarterly report for the preceding quarter and listen to and review the proposals submitted by the Strategy Committee, the Audit Committee, the Risk Management Committee, the Nomination and Compensation Committee and the Connected Transactions Control Committee in respect of the Bank’s planning.</p> <p>(4) <u>Board meeting on the third quarter results and year-end overview</u></p> <p>Such meeting shall be convened in the fourth quarter of each calendar year to mainly review the Bank’s quarterly report for the preceding quarter, listen to and review the President’s report on the completion of the annual target and projection of the work for the following year, and appraise the President’s performance. Agenda of the foregoing regular Board meetings may be consolidated, separated, or supplemented as needed.</p>	<p><b>Article 25</b> Regular Board meetings shall include:</p> <p>(1) <u>Board meeting on annual results</u> <del>Annual Performance Board meeting</del></p> <p>Such meeting shall be convened within <del>four</del> three months after the end of the Bank’s accounting year to mainly review the Bank’s annual report and deal with other relevant matters, including annual summary, performance appraisal, determination of remuneration and preparation of Shareholders’ General Meeting. The Annual Performance Board meeting shall be held at a time to ensure that the Bank’s annual report is able to be distributed to shareholders within the timeline provided by relevant laws, regulations, rules and the Bank’s Articles and the annual Shareholders’ General Meeting can be held within six months after the end of the Bank’s accounting.</p> <p>(2) <u>Board meeting on the first quarter results</u></p> <p>Such meeting shall be convened within one month after the end of the first quarter of the Bank’s accounting year to mainly review the Bank’s report for the first quarter and other matters.</p> <p>(3) <u>Board meeting on half-year working</u></p> <p>Such meeting shall be convened in the second quarter of each calendar year to listen to and review the proposals submitted by the Strategy Development Committee, the Audit Committee, the Risk Management Committee, the Nomination and Compensation Committee and the Connected Transactions Control Committee in respect of the Bank’s planning.</p> <p>(4) <u>Board meeting on half-year results</u> <del>Semi-annual Performance Board meeting</del></p> <p>Such meeting shall be convened within two months after the end of the first six months of the Bank’s accounting year to mainly review Bank’s interim report and deal with other relevant matters.</p> <p>(5) <u>Board meeting on the third quarter results</u> <del>Third Quarter Performance and Year-end Overview</del></p> <p>Such meeting shall be convened within one month after the end of the third quarter of the Bank’s accounting year to mainly review the Bank’s report for the third quarter and other related matters.</p> <p>(6) <u>Board meeting on the year-end overview</u></p> <p>Such meeting shall be convened in the fourth quarter of each calendar year to <del>mainly review the Bank’s quarterly report for the preceding quarter</del>, listen to and review the President’s report on the completion of the annual target and projection of the work for the following year, and appraise the President’s performance. Agenda of the foregoing regular Board meetings may be consolidated, separated, or supplemented as needed.</p>

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11.	<p><b>Article 28</b> A Board meeting may be held in a form of on-site meeting or circulation of written resolution.</p> <p>If a Board meeting is held on site, it may use telephone, video or other simultaneous communication form to provide convenience to directors for attending the meeting. Any director who attends a Board meeting by any of the foregoing means shall be deemed have physically attended the meeting, provided that directors who in fact physically attend the meeting are more than 50%.</p> <p>If a Board meeting is held in means of telephone, video or other simultaneous communication, it shall ensure that the directors who attend the meeting can clearly hear other directors and have free communications. A Board meeting held in such form shall be recorded or videoed, and such record and video of the meeting shall be kept for five years. If any director is unable to sign a resolution at such meeting, he/she may agree the same orally and later on complete the signing formality by means of fax as soon as possible. The oral vote of a director shall be equally effective as a written signature, provided that the written signing later on shall be in consistent with the oral vote at the meeting. If there is any conflict between the written resolution and the oral resolution, the oral resolution shall prevail.</p> <p>If a Board meeting is held in a form of written resolution, such resolution shall be made by separate review or distributed review. A director shall indicate his/her consent, objection or waiver. Meeting notice shall specify the deadline for the final voting, provided that such deadline for final voting shall not be earlier than five days after the serve of the notice unless all the directors agree to waiver the deadline of such notice in writing. If a director makes an early vote, it shall be deemed to have waived the time interest. If the Board has distributed the proposal to all the directors and the number of the directors who have rendered approval and signed the same meets the statutory requirement, the proposal shall take effect as a Board resolution as of the date when the written approval of those directors is served to the secretary to the Board of Directors.</p> <p>None of the regular Board meeting shall be held in a form of circulation of written resolution.</p>	<p><b>Article 28</b> A Board meeting may be held in a form of on-site meeting or circulation of written resolution.</p> <p>If a Board meeting is held on site, it may use telephone, video or other simultaneous communication form to provide convenience to directors for attending the meeting. Any director who attends a Board meeting by any of the foregoing means shall be deemed have physically attended the meeting, <del>provided that directors who in fact physically attend the meeting are more than 50%.</del></p> <p>If a Board meeting is held in means of telephone, video or other simultaneous communication, it shall ensure that the directors who attend the meeting can clearly hear other directors and have free communications. A Board meeting held in such form shall be recorded or videoed, and such record and video of the meeting shall be kept for five years. If any director is unable to sign a resolution at such meeting, he/she may agree the same orally and later on complete the signing formality by means of fax as soon as possible. The oral vote of a director shall be equally effective as a written signature, provided that the written signing later on shall be in consistent with the oral vote at the meeting. If there is any conflict between the written resolution and the oral resolution, the oral resolution shall prevail.</p> <p>If a Board meeting is held in a form of written resolution, such resolution shall be made by separate review or distributed review. A director shall indicate his/her consent, objection or waiver. Meeting notice shall specify the deadline for the final voting, provided that such deadline for final voting shall not be earlier than five days after the serve of the notice unless all the directors agree to waiver the deadline of such notice in writing. If a director makes an early vote, it shall be deemed to have waived the time interest. If the Board has distributed the proposal to all the directors and the number of the directors who have rendered approval and signed the same meets the statutory requirement, the proposal shall take effect as a Board resolution as of the date when the written approval of those directors is served to the secretary to the Board of Directors.</p> <p>None of the regular Board meeting shall be held in a form of circulation of written resolution.</p>
12.	<p><b>Article 33</b> A meeting notice shall be served to all directors, all supervisors and other attendees as observers ahead of the convening of the Board meeting. The convener shall be responsible for signing and distributing the notice, which shall contain the followings in general:</p> <ol style="list-style-type: none"> <li>(1) venue, date and time of the meeting;</li> <li>(2) duration of the meeting;</li> <li>(3) agenda, grounds, proposals and relevant materials;</li> <li>(4) issue date of the notice; and</li> <li>(5) the situation when the meeting is not convened by Chairman and the basis for convening such Board meeting, unless the meeting is convened by Chairman.</li> </ol>	<p><b>Article 33</b> A meeting notice shall be served to all directors, all supervisors and other attendees as observers ahead of the convening of the Board meeting. The convener shall be responsible for signing and distributing the notice, which shall contain the followings in general:</p> <ol style="list-style-type: none"> <li>(1) venue, date and time of the meeting;</li> <li>(2) duration of the meeting;</li> <li>(3) agenda, grounds, proposals and relevant materials;</li> <li>(4) issue date of the notice; and</li> <li>(5) the situation when the meeting is not convened by Chairman and the basis for convening such Board meeting, unless the meeting is convened by Chairman.</li> </ol> <p><u>In special circumstances such as the Board meetings on the first quarter results and the third quarter results when materials for the Board meeting could not be sent together with the meeting notice, the meeting notice shall be sent within the period stipulated in the Articles of the Bank and the materials can be sent within a reasonable period.</u></p>

S/N	Current Articles	Revised Articles
13.	<p><b>Article 36</b> During the period from issuing the meeting notice to convening the meeting, the secretary to the Board of Directors shall be responsible for the communication and contact with all the directors, in particular the independent directors, collecting opinions and suggestions from directors in respect of the relevant proposals and forwarding such opinions or suggestions to the proposers in a timely manner so as to improve the relevant proposals. The secretary to the Board of Directors shall also provide and supplement all the materials necessary for directors to make decisions on the proposals, including the relevant background information regarding the meeting agenda and any other materials that may help the directors to make a reasonable, prompt and prudent decision. If any director has any question, the secretary to the Board of Directors shall take actions on behalf of the Bank so as to respond promptly in all aspects.</p> <p>When appropriate, a director may seek for independent professional opinions for the purpose of performing the duties and powers to the Bank, of which the cost shall be borne by the Bank and the relevant request shall be submitted to the secretary to the Board of Directors in writing. The secretary to the Board of Directors shall make reasonable efforts to identify appropriate professionals to provide effective opinions.</p> <p>The management shall be responsible for providing sufficient and timely materials to the Board of Directors and the special committees under the Board of Directors, so that the directors may make decisions based on relevant materials. Materials provided by the management shall be complete and reliable. Directors shall perform duties and powers appropriately, shall not entirely rely on the materials provided by management in all cases, and when necessary shall make further inquiries at own initiative. If any director needs the management to provide additional materials (other than those materials provided by the management proactively), he/she shall make further inquiries as necessary. The Board of Directors and directors shall have its own independent channel to approach senior management members on their own. In regular circumstances, however, the secretary to the Board of Directors shall be the communication channel between the management and the Board of Directors.</p>	<p><del>Article 36</del> <del>During the period from issuing the meeting notice to</del> <u>Before</u> convening the meeting, the secretary to the Board of Directors shall be responsible for the communication and contact with all the directors, in particular the independent directors, collecting opinions and suggestions from directors in respect of the relevant proposals and forwarding such opinions or suggestions to the proposers in a timely manner so as to improve the relevant proposals. The secretary to the Board of Directors shall also provide and supplement all the materials necessary for directors to make decisions on the proposals, including the relevant background information regarding the meeting agenda and any other materials that may help the directors to make a reasonable, prompt and prudent decision. If any director has any question, the secretary to the Board of Directors shall take actions on behalf of the Bank so as to respond promptly in all aspects.</p> <p>When appropriate, a director may seek for independent professional opinions for the purpose of performing the duties and powers to the Bank, of which the cost shall be borne by the Bank and the relevant request shall be submitted to the secretary to the Board of Directors in writing. The secretary to the Board of Directors shall make reasonable efforts to identify appropriate professionals to provide effective opinions.</p> <p>The management shall be responsible for providing sufficient and timely materials to the Board of Directors and the special committees under the Board of Directors, so that the directors may make decisions based on relevant materials. Materials provided by the management shall be complete and reliable. Directors shall perform duties and powers appropriately, shall not entirely rely on the materials provided by management in all cases, and when necessary shall make further inquiries at own initiative. If any director needs the management to provide additional materials (other than those materials provided by the management proactively), he/she shall make further inquiries as necessary. The Board of Directors and directors shall have its own independent channel to approach senior management members on their own. In regular circumstances, however, the secretary to the Board of Directors shall be the communication channel between the management and the Board of Directors.</p>

S/N	Current Articles	Revised Articles
14.	<b>Article 37</b> If more than one fourth of the directors and more than two non-executive directors deem that any material is not sufficient or the reasoning is not clear, they may jointly propose a postponement of the Board meeting or the review of the relevant matter in writing, which the Board of Directors shall agree.	<b>Article 37</b> If <del>more than one fourth of the directors and more than two</del> <u>or more</u> Independent Directors deem that any material is not sufficient or the reasoning is not clear, they may jointly propose a postponement of the Board meeting or the review of the relevant matter in writing <u>three days before the meeting</u> , which the Board of Directors shall agree.
15.	<b>Article 38</b> Before each Board meeting, each special committee under the Board of Directors shall convene discussion sessions, make sufficient preparation in respect of their respective agenda and provide necessary information or material to directors through the secretary to the Board of Directors. Chairman of relevant special committee under the Board of Directors shall review the agenda within the duties and powers of such committee before explaining the same to all the directors.	<b>Article 38</b> Before each Board meeting, each special committee under the Board of Directors shall convene discussion sessions, make sufficient preparation in respect of their respective agenda and provide necessary information or material to directors through the secretary to the Board of Directors. <u>Agenda items within duties and powers of special committees of the Board of Directors shall be reviewed by the Board of Directors before Chairman of relevant special committee</u> <del>under the Board of Directors shall review the agenda within the duties and powers of such committee</del> before explaining the same to all the directors.
16.	<b>Article 41</b> If any director is unable to attend Board meetings in person two consecutive times and does not delegate any other director to attend Board meetings, or fails to attend in person the regular Board meetings two consecutive times, such directors shall be deemed to have failed in performing the duties and powers and the Board of Directors shall propose a removal of the same by the Shareholders' General Meeting. An Independent Director may delegate another Independent Director to attend a Board meeting but shall attend in person at least two thirds of the total Board meetings. If an Independent Director fails to attend in person Board meetings three consecutive times or the number of the Board meetings that such Independent Director attends in person in a year is less than two thirds of the total Board meetings, the Board of Directors shall propose a removal of the same by the Shareholders' General Meeting.	<b>Article 41</b> <u>Directors shall devote enough time to perform their duties, and shall attend at least two thirds of Board meetings in person during a year. If any director fails to attend more than two thirds of Board meetings in person or</u> <del>If any director</del> is unable to attend Board meetings in person two consecutive times and does not delegate any other director to attend Board meetings, <del>or fails to attend in person the regular Board meetings two consecutive times</del> , such directors shall be deemed to have failed in performing the duties and powers and the Board of Directors shall propose a removal of the same by the Shareholders' General Meeting. An Independent Director may delegate another Independent Director to attend a Board meeting but shall attend in person at least two thirds of the total Board meetings. If an Independent Director fails to attend in person Board meetings <del>two</del> <u>three</u> consecutive times or the number of the Board meetings that such Independent Director attends in person in a year is less than two thirds of the total Board meetings, the Board shall propose a removal of the same by the Shareholders' General Meeting.
17.	<b>Article 42</b> If a director attending a Board meeting wants to withdraw during the meeting, he/she shall explain the reason to and ask for leave from the presider of the meeting. Such director may delegate in writing to any other director to exercise his/her vote in respect of the remaining resolutions; and if there is no delegation, such director shall be deemed to have waived the voting right to the remaining resolution. When calculating whether such director has attended Board meetings in person as provided in Article 41 above hereunder, a Board meeting that he/she withdraws shall not be deemed as a Board meeting that he/she has attended in person.	<b>Article 42</b> If a director attending a Board meeting wants to withdraw during the meeting, he/she shall explain the reason to and ask for leave from the presider of the meeting. Such director may delegate in writing to any other director to exercise his/her vote in respect of the remaining resolutions; and if there is no delegation, such director shall be deemed to have waived the voting right to the remaining resolution. <del>When calculating whether such director has attended Board meetings in person as provided in Article 41 above hereunder, a Board meeting that he/she withdraws shall not be deemed as a Board meeting that he/she has attended in person.</del>



S/N	Current Articles	Revised Articles
18.	<p><b>Article 51</b> In respect of a Board resolution, except for all the following material matters that need consent from more than two thirds of the members of the Board of Directors and that are not allowed to be made in the form of written resolution, all the matters may be approved by the consent from the simply majority of all the members of the Board of Directors:</p> <ol style="list-style-type: none"> <li>(1) profit allocation plan;</li> <li>(2) buy-back of Bank’s share;</li> <li>(3) issuance of convertible bonds;</li> <li>(4) issuance of subordinated bonds;</li> <li>(5) issuance of corporate bonds;</li> <li>(6) material investment;</li> <li>(7) plans on purchase, disposal and write-off of material assets;</li> <li>(8) appointment or dismissal of senior management members;</li> <li>(9) amend the registered capital of the Bank;</li> <li>(10) merger, division, dissolution or liquidation plan of the Bank;</li> <li>(11) Bank’s annual financial budget plan and settlement plan;</li> <li>(12) engagement, dismissal or retention of accounting firm;</li> <li>(13) management rules on the authorization by the Board of Directors to the President;</li> <li>(14) amendment to Bank’s Articles; and</li> <li>(15) any other matter that the Board of Directors makes a decision by a regular resolution that it will have material impact on the Bank and therefore needs special resolution or any other matter that needs a special resolution as required by the relevant provisions of the local securities regulatory authorities where shares of the Bank are listed.</li> </ol> <p>If any director has material interest with any to-be-discussed matter at a Board meeting, the resolution made at the Board meeting on approval of the matter shall also need the consent from simple majority of the directors who have no material interest with such matter.</p> <p>If any director has material interest in any to-be-discussed matter at a Board meeting, such director shall withdraw and leave the meeting room when the Board meeting reviews such matter. When verifying whether the resolution as provided in the second paragraph of this article has been approved or not, such director shall not be counted into the quorum of the Board meeting. Board meeting may also render a resolution that it is not necessary for the director to withdraw, when needed.</p>	<p><b>Article 51</b> In respect of a Board resolution, except for all the following material matters that need consent from more than two thirds of the Board members of the Board of Directors and that are not allowed to be made in the form of written resolution, all the matters may be approved by the consent from the simply majority of all the members of the Board of Directors:</p> <ol style="list-style-type: none"> <li>(1) profit allocation plan;</li> <li>(2) buy-back of Bank’s share;</li> <li>(3) issuance of convertible bonds;</li> <li>(4) issuance of subordinated bonds;</li> <li>(5) issuance of corporate bonds <u>or other negotiable securities and listing plan;</u></li> <li>(6) material investment;</li> <li>(7) plans on purchase, disposal and write-off of material assets;</li> <li>(8) appointment or dismissal of senior management members <u>and the determination of their remuneration;</u></li> <li>(9) amend the registered capital of the Bank;</li> <li>(10) merger, division, dissolution or liquidation plan of the Bank;</li> <li>(11) Bank’s annual financial budget plan and settlement plan;</li> <li>(12) engagement, dismissal or retention of accounting firm;</li> <li>(13) management rules on the authorization by the Board of Directors to the President;</li> <li>(14) amendment to Bank’s Articles; <del>and</del></li> <li>(15) <u>donations to areas hit by unexpected material events which exceed the annual limit or single limit of external donations authorized by the Shareholders’ General Meeting; and</u></li> <li>(16) any other matter that the Board of Directors makes a decision by a regular resolution that it will have material impact on the Bank and therefore needs special resolution or any other matter that needs a special resolution as required by the relevant provisions of local securities regulatory authorities where shares of the Bank are listed.</li> </ol> <p>If any director has material interest with any to-be-discussed matter at a Board meeting, the resolution made at the Board meeting on approval of the matter shall also need the consent from simple majority of the directors who have no material interest with such matter.</p> <p>If any director has material interest in any to-be-discussed matter at a Board meeting, such director shall withdraw and leave the meeting room when the Board meeting reviews such matter. When verifying whether the resolution as provided in the second paragraph of this article has been approved or not, such director shall not be counted into the quorum of the Board meeting. Board meeting may also render a resolution that it is not necessary for the director to withdraw, when needed.</p>
19.	<p><b>Article 52</b> If a Board meeting is unable to render a resolution on a proposed matter because relevant director withdraws due to material interest, such Board meeting shall render a resolution to submit such matter to the Shareholders’ General Meeting for review and approval and then timely submit the same to the Shareholders’ General Meeting. The resolution of the Board regarding the submission of the proposed matter to Shareholders’ General Meeting for approval shall specify the review of the Board meeting on such matter and the opinions of the directors who have no material interest in such matter.</p>	<p><b>Article 52</b> <del>If a Board meeting is unable to render a resolution on a proposed matter because relevant director withdraws due to material interest,</del> <u>If less than three unrelated directors are present at the Board meeting,</u> such Board meeting shall render a resolution to submit such matter to the Shareholders’ General Meeting for review and approval and then timely submit the same to the Shareholders’ General Meeting. The resolution of the Board regarding the submission of the proposed matter to Shareholders’ General Meeting for approval shall specify the review of the Board meeting on such matter and the opinions of the directors who have no material interest in such matter.</p>

S/N	Current Articles	Revised Articles
20.	<p><b>Article 58</b> The minutes of a Board meeting are the official proof on the resolution of the matters at the Board meeting, and Board meetings shall have detailed meeting minutes regarding the matters in resolution. The minutes of a Board meeting shall include the following:</p> <ol style="list-style-type: none"> <li>(1) date and venue of the meeting and names of the convener and president;</li> <li>(2) names of the directors who attend the meeting and names of the delegating directors and their respective proxies;</li> <li>(3) agenda of the meeting;</li> <li>(4) key notes of directors' speeches, including the questions and objections raised by the directors (written feedback from directors shall prevail in case of a Board meeting in the form of written resolution); and</li> <li>(5) voting form and result of each matter (the result shall set forth the votes of favor, objection and waiver respectively and the voting of each director);</li> </ol> <p>Complete meeting minutes shall also be made for a Board meeting convened in the form of written resolution, documenting all opinions of the directors in detail.</p> <p>The secretary to the Board of Directors shall carefully organize to document and consolidate the matters discussed at the Board meeting. Meeting minutes of each Board meeting shall be provided to all directors who attend the meeting for review within five days after such meeting is closed. Any director who intends to make revision or supplementation to the meeting minutes shall provide written report to the Chairman within one week after the receipt of the meeting minutes. After the meeting minutes are finalized, all the directors who attend the meeting, secretary to the Board of Directors and the minutes-taker shall sign the minutes; and the secretary to the Board of Directors shall promptly make complete copies and distribute to all directors and the supervisors, President and any other senior management members who attend the meeting.</p> <p>The minutes of Board meetings shall be treated as important files of the Bank for permanent appropriate archiving at the Bank and maintenance by the secretary to the Board of Directors.</p>	<p><b>Article 58</b> The minutes of a Board meeting are the official proof on the resolution of the matters at the Board meeting, and Board meetings shall have detailed meeting minutes regarding the matters in resolution. The minutes of a Board meeting shall include the following:</p> <ol style="list-style-type: none"> <li>(1) date and venue of the meeting and names of the convener and president;</li> <li>(2) names of the directors who attend the meeting and names of the delegating directors and their respective proxies;</li> <li>(3) agenda of the meeting;</li> <li>(4) key notes of directors' speeches, including the questions and objections raised by the directors (written feedback from directors shall prevail in case of a Board meeting in the form of written resolution); and</li> <li>(5) voting form and result of each matter (the result shall set forth the votes of favor, objection and waiver respectively and the voting of each director);</li> </ol> <p>Complete meeting minutes shall also be made for a Board meeting convened in the form of written resolution, documenting all opinions of the directors in detail.</p> <p>The secretary to the Board of Directors shall carefully organize to document and consolidate the matters discussed at the Board meeting. Meeting minutes of each Board meeting shall be provided to all directors who attend the meeting for review within fifteen<del>five</del> days after such meeting is closed. Any director who intends to make revision or supplementation to the meeting minutes shall provide written report to the Chairman within one week after the receipt of the meeting minutes. After the meeting minutes are finalized, all the directors who attend the meeting, secretary to the Board of Directors and the minutes-taker shall sign the minutes; and the secretary to the Board of Directors shall promptly make complete copies and distribute to all directors and the supervisors, President and any other senior management members who attend the meeting.</p> <p>The minutes of Board meetings shall be treated as important files of the Bank for permanent appropriate archiving at the Bank and maintenance by the secretary to the Board of Directors.</p>

**Appendix 4:Revisions to the Working Rules for Strategy Development Committee of the Board of Directors of the Bank**

S/N	Current Articles	Revised Articles
14.	<p><b>Article 7</b> The main functions and powers of the Strategy Development Committee shall be as follows:</p> <p>(1) Prepare the Bank’s strategy and development plan, supervise and evaluate the implementation of plan, and provide suggestions to the Board of Directors;</p> <p>(2) Examine the Bank’s annual operation plan and financial budget, and submit them to the Board of Directors for review;</p> <p>(3) Preliminarily review strategic capital allocation plan and asset-liability management objectives, and submitting to the Board of Directors for decision;</p> <p>(4) Evaluate coordinative development of various businesses, and provide suggestions to the Board of Directors;</p> <p>(5) Examine significant organizational adjustment and institutional layout plan, and provide suggestions to the Board of Directors;</p> <p>(6) Examine major investment and financing plan of the Bank, and provide suggestions to the Board of Directors; and</p> <p>(7) Other matters authorized by the Board of Directors.</p>	<p><b>Article 7</b> The main functions and powers of the Strategy Development Committee shall be as follows:</p> <p>(1) Prepare the Bank’s strategy and development plan, supervise and evaluate the implementation of plan, and provide suggestions to the Board of Directors;</p> <p>(2) Examine the Bank’s annual operation plan and <del>financial</del> <u>fixed assets investment</u> budget, and submit them to the Board of Directors for review;</p> <p>(3) <del>Preliminarily review strategic capital allocation plan and asset-liability management objectives, and submitting to the Board of Directors for decision;</del> <u>Examine the reports on the implementation of annual operation plan and fixed assets investment budget;</u></p> <p>(4) Evaluate coordinative development of various businesses, and provide suggestions to the Board of Directors;</p> <p>(5) Examine significant organizational adjustment and institutional layout plan, and provide suggestions to the Board of Directors;</p> <p>(6) Examine major investment and financing plan of the Bank, and provide suggestions to the Board of Directors; and</p> <p>(7) Other matters authorized by the Board of Directors.</p>
15.	<p><b>Article 17</b> Directors, supervisors and other senior management members of the Bank may be invited to attend the meeting of the Strategy Development Committee as non-voting attendees if necessary.</p>	<p><b>Article 17</b> Directors, <del>supervisors</del> and other senior management members of the Bank may be invited to attend the meeting of the Strategy Development Committee as non-voting attendees if necessary. <u>Directors other than members of the Strategy Development Committee may apply to attend the meeting of the committee as non-voting attendees, however the attendance shall be subject to the approval of the chairman of the committee.</u></p>

**Appendix 5:Revisions to the Working Rules for Audit Committee of the Board of Directors of the Bank**

S/N	Current Articles	Revised Articles
1.	<p><b>Article 8</b> The duties and powers of the Audit Committee shall be as follows:</p> <p>i. Supervise financial reports of the Bank, and examine the Bank’s accounting information and disclosure of major events</p> <p>1. Monitor the preparation, audit and disclosure of financial report and relevant work. The Committee shall, in accordance with Chinese accounting standards, International Financial Reporting Standards and applicable laws and regulations in Mainland China and Hong Kong, review and analyze the compliance of all activities from preparation of the financial report to announcement thereof, risks and the countermeasures, keep close communication with the Management and the internal and external auditors, and present assessment opinions and report to the Board of Directors.</p> <p>2. Review the financial statements, annual report and accounts, interim report and quarterly reports (if prepared for publication), external auditors’ report, important opinions on financial report recorded in the financial statements and report; analyze the completeness, accuracy, truthfulness, consistency, adequacy and appropriateness of the preparation and disclosure of financial report and the assessment in external auditors’ report; and make inquiry or suggestions on problems in such report.</p> <p>The Audit Committee shall contact with the Board of Directors, the Senior Management and qualified accountant of the Bank on the said matters, and meet with the external auditor at least once every year. The Committee shall take into account any significant or unusual matters that have been or shall be reflected in such report and account, and consider the matters put forward by the qualified accountant, the compliance department or external auditors.</p> <p>3. Review significant matters on accounting and disclosure, including basis and change of the accounting policy, complicated or abnormal transactions (unusual items), objectively judged and estimated account items and significant adjustments resulting from audit; review all matters often discussed or disputed on by the Management and external auditors and the discussion results of external auditors on financial report; and put forth suggestions to the Board of Directors on the investigation, disposal or disclosure of relevant problems.</p> <p>4. Review the report on the implementation of significant financial decisions and annual budget by the Management; analyze and assess the financial position, asset quality and profit quality of the Bank; review the financial and accounting policies and practices of the Bank; and propose suggestions on improvement.</p>	<p><b>Article 8</b> The duties and powers of the Audit Committee shall be as follows:</p> <p>i. Supervise financial reports of the Bank, and examine the Bank’s accounting information and disclosure of major events</p> <p>1. Monitor the preparation, audit and disclosure of financial report and relevant work. The Committee shall, in accordance with Chinese accounting standards, International Financial Reporting Standards and applicable laws and regulations in Mainland China and Hong Kong, review and analyze the compliance of all activities from preparation of the financial report to announcement thereof, risks and the countermeasures, keep close communication with the Management and the internal and external auditors, and present assessment opinions and report to the Board of Directors.</p> <p>2. Review the financial statements, annual report and accounts, interim report and quarterly reports (if prepared for publication), external auditors’ report, important opinions on financial report recorded in the financial statements and report; analyze the completeness, accuracy, truthfulness, consistency, adequacy and appropriateness of the preparation and disclosure of financial report and the assessment in external auditors’ report; and make inquiry or suggestions on problems in such report.</p> <p>The Audit Committee shall contact with the Board of Directors, the Senior Management and qualified accountant of the Bank on the said matters, and meet with the external auditor at least <del>once</del> <u>twice</u> every year. The Committee shall take into account any significant or unusual matters that have been or shall be reflected in such report and account, and consider the matters put forward by the qualified accountant, the compliance department or external auditors.</p> <p>3. Review significant matters on accounting and disclosure, including basis and change of the accounting policy, complicated or abnormal transactions (unusual items), objectively judged and estimated account items and significant adjustments resulting from audit; review all matters often discussed or disputed on by the Management and external auditors and the discussion results of external auditors on financial report; and put forth suggestions to the Board of Directors on the investigation, disposal or disclosure of relevant problems.</p> <p>4. Review the report on the implementation of significant financial decisions and annual budget by the Management; analyze and assess the financial position, asset quality and profit quality of the Bank; review the financial and accounting policies and practices of the Bank; and propose suggestions on improvement.</p>

S/N	Current Articles	Revised Articles
	<p>ii. Supervise and evaluate internal control of the Bank</p> <p>1. Review and assess the soundness and effectiveness of the internal control system and mechanism of the Bank based on the supervision and report of the internal auditor and the assessment report on the internal control made by the external auditor.</p> <p>2. Pay attention to and get information on inspection, assessment and suggestions on internal control made by the internal and external auditors; study major investigation results on internal control and response from the Management; regularly review the system of the Bank for financial control, internal control and risk management; and conduct follow-up monitoring on the rectification of significant problems in internal control.</p> <p>3. Pay attention to the assessment made by the internal and external auditors on the security, stability and rationality of the information system and operational procedures of the Bank; get information on such illegality as fraudulency found by the internal or external auditors; and make full discussion and communication with the Management and the internal and external auditors on relevant issues.</p> <p>iii. Supervise the compliance of core businesses, management systems and major operation activities of the Bank</p> <p>1. Review all regulatory reports or announcements on the Bank by the financial regulatory authorities, the internal and external audit report and report on internal compliance inspection; assess the compliance of preparation of management system and principal operation activities of the Bank, assess the effectiveness of compliance monitoring mechanism of the Bank; assess the possible influence and regulatory risks arising from violation of regulations; and supervise the accountability and rectification of the Bank for violation and follow-up audit.</p> <p>2. Review the adequacy and timeliness of the codes of conduct for employees prepared by the Bank, its implementation and the effectiveness of the internal regulatory mechanism on compliance with the codes; review and settle complaints against the Management; and follow up the investigation on abnormal accounting treatment by the Management.</p> <p>3. Regularly get the latest information on compliance with laws, regulations and the codes of conduct on operation from the Management and the compliance management department; and put forth suggestions to the Board of Directors.</p> <p>iv. Supervise and evaluate internal audit of the Bank</p> <p>1. Review the work plan, budget, final accounts, system, rules, flow and report of internal audit; listen to report of the chief audit officer and the person in charge of the internal audit department; inspect, monitor and assess the internal audit function and its independence and effectiveness; and participate in the nomination and assessment of the chief audit officer.</p> <p>2. Be responsible for the communication between the external and internal auditors and ensure the coordinated cooperation; urge the Management to provide adequate resources to and appropriate standing of internal auditors; and put forth suggestions to the Board of Directors.</p>	<p>ii. Supervise and evaluate internal control of the Bank</p> <p>1. Review and assess the soundness and effectiveness of the internal control system and mechanism of the Bank based on the supervision and report of the internal auditor and the assessment report on the internal control made by the external auditor.</p> <p>2. Pay attention to and get information on inspection, assessment and suggestions on internal control made by the internal and external auditors; study major investigation results on internal control and response from the Management; regularly review the system of the Bank for financial control, internal control and risk management; and conduct follow-up monitoring on the rectification of significant problems in internal control.</p> <p>3. Pay attention to the assessment made by the internal and external auditors on the security, stability and rationality of the information system and operational procedures of the Bank; get information on such illegality as fraudulency found by the internal or external auditors; and make full discussion and communication with the Management and the internal and external auditors on relevant issues.</p> <p><del>iii. Supervise the compliance of core businesses, management systems and major operation activities of the Bank</del></p> <p><del>1. Review all regulatory reports or announcements on the Bank by the financial regulatory authorities, the internal and external audit report and report on internal compliance inspection; assess the compliance of preparation of management system and principal operation activities of the Bank, assess the effectiveness of compliance monitoring mechanism of the Bank; assess the possible influence and regulatory risks arising from violation of regulations; and supervise the accountability and rectification of the Bank for violation and follow-up audit.</del></p> <p><del>2. Review the adequacy and timeliness of the codes of conduct for employees prepared by the Bank, its implementation and the effectiveness of the internal regulatory mechanism on compliance with the codes; review and settle complaints against the Management; and follow up the investigation on abnormal accounting treatment by the Management.</del></p> <p><del>3. Regularly get the latest information on compliance with laws, regulations and the codes of conduct on operation from the Management and the compliance management department; and put forth suggestions to the Board of Directors.</del></p> <p>iii-iv. Supervise and evaluate internal audit of the Bank</p> <p>1. Review the work plan, budget, final accounts, system, rules, flow and report of internal audit; listen to report of the chief audit officer and the person in charge of the internal audit department; inspect, monitor and assess the internal audit function and its independence and effectiveness; and participate in the nomination and assessment of the chief audit officer.</p> <p>2. Be responsible for the communication between the external and internal auditors and ensure the coordinated cooperation; urge the Management to provide adequate resources to and appropriate standing of internal auditors; and put forth suggestions to the Board of Directors.</p>

S/N	Current Articles	Revised Articles
	<p>v. Supervise and evaluate external audit of the Bank</p> <p>1. Be responsible for the engagement, renewal, dismissal and compensation of external auditors (which refer to the accounting firm engaged by the Bank herein) and put forth suggestions to the Board of Directors; handle matters in respect of resignation or dismissal of external auditors. The external auditors shall directly report to the Audit Committee</p> <p>2. Review and assess the independence of external auditors and the effectiveness and performance of audit process; listen to professional opinions of external auditors; review the audit and non-audit services and relevant work reports; discuss with auditors on the nature and scope of the audit and relevant responsibility of reporting before such audit begins; and formulate and implement policies on the engagement of external auditor to provide non-audit services.</p> <p>3. Review the Letter on Explanation of Audit submitted to the Management by external auditors, the questions raised to the Management on the accounting records, financial accounts or the control system and the response from the Management; and ensure the Board of Directors gives response in time on the issues put forward in the aforesaid Letter on Explanation of Audit.</p> <p>vi. Report to the Board of Directors its work, issues within its authority scope and decisions/suggestions of the Committee; and maintain communication and co-operation with other special committees.</p> <p>vii. Other matters authorized by the Board of Directors.</p>	<p>iv. Supervise and evaluate external audit of the Bank</p> <p>1. Be responsible for the engagement, renewal, dismissal and compensation of external auditors (which refer to the accounting firm engaged by the Bank herein) and put forth suggestions to the Board of Directors; handle matters in respect of resignation or dismissal of external auditors. The external auditors shall directly report to the Audit Committee</p> <p>2. Review and assess the independence of external auditors and the effectiveness and performance of audit process; listen to professional opinions of external auditors; review the audit and non-audit services and relevant work reports; discuss with auditors on the nature and scope of the audit and relevant responsibility of reporting before such audit begins; and formulate and implement policies on the engagement of external auditor to provide non-audit services.</p> <p>3. Review the Letter on Explanation of Audit submitted to the Management by external auditors, the questions raised to the Management on the accounting records, financial accounts or the control system and the response from the Management; and ensure the Board of Directors gives response in time on the issues put forward in the aforesaid Letter on Explanation of Audit.</p> <p>4. <u>to act as the key representative body for overseeing the Bank's relations with the external auditor.</u></p> <p>v. <u>Pay attention to improper acts which may occur:</u></p> <p>1. <u>review arrangements employees of the Bank can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The audit committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up actions; and</u></p> <p>2. <u>establish a whistleblowing policy and system for employees and those who deal with the Bank to raise concerns, in confidence, with the audit committee about possible improprieties in any matter related to the Bank.</u></p> <p>vi. Report to the Board of Directors its work, issues within its authority scope and decisions/suggestions of the Committee; and maintain communication and co-operation with other special committees.</p> <p>vii. Other matters authorized by the Board of Directors.</p>
2.	<p><b>Article 25</b> Directors, supervisors, chief audit officer, chief finance officer and other senior management members, person in charge of internal audit and representative of external auditor may be invited to attend the meeting of the Audit Committee as non-voting attendees if necessary.</p>	<p><b>Article 25</b> Directors, <del>supervisors</del>, chief audit officer, chief finance officer and other senior management members, person in charge of internal audit and representative of external auditor may be invited to attend the meeting of the Audit Committee as non-voting attendees if necessary.</p> <p><u>Directors other than members of the Audit Committee may apply to attend the meeting of the committee as non-voting attendees, however the attendance shall be subject to the approval of the chairman of the committee.</u></p>



**Appendix 6:Revisions to the Working Rules for Risk Management Committee of the Board of Directors of the Bank**

S/N	Current Articles	Revised Articles
1.	<p><b>Article 7</b> The main duties and powers of the Risk Management Committee shall be as follows:</p> <p>(1) Examine the Bank’s risk management policies and internal control policies according to the overall strategy of the Bank, and supervise and evaluate implementation and effect of these polices;</p> <p>(2) Guide the establishment of risk management and internal control system of the Bank;</p> <p>(3) Supervise and evaluate the setting, organization manner, work procedures and effect of risk management departments, and make recommendations for improvement;</p> <p>(4) Review the Bank’s risk and internal control reports, carry out regular evaluation on the Bank’s risk and internal control conditions, and give opinions on the improvement of the Bank’s risk management and internal control;</p> <p>(5) Evaluate relevant work of senior management of the Bank who are in charge of risk management; and</p> <p>(6) Other matters authorized by the Board of Directors.</p>	<p><b>Article 7</b> The main duties and powers of the Risk Management Committee shall be as follows:</p> <p>(1) Examine the Bank’s risk management policies <del>and internal control policies</del> according to the overall strategy of the Bank, and supervise and evaluate implementation and effect of these polices;</p> <p>(2) Guide the establishment of risk management <del>and internal control</del> system of the Bank;</p> <p>(3) Supervise and evaluate the setting, organization manner, work procedures and effect of risk management departments, and make recommendations for improvement;</p> <p>(4) Review the Bank’s risk <del>and internal control</del> report, carry out regular evaluation on the Bank’s risk condition<del>and internal control</del>, and give opinions on the improvement of the Bank’s risk management<del>and internal control</del>;</p> <p>(5) Evaluate relevant work of senior management of the Bank who are in charge of risk management; <del>and</del></p> <p><u>(6) Supervise the compliance of core businesses, management system and major operating activities of the Bank; and</u></p> <p><u>(7)</u> <del>(6)</del> Other matters authorized by the Board of Directors.</p>
2.	<p><b>Article 17</b> CRO of the Bank shall attend the meeting of the Risk Management Committee as non-voting attendee. Meanwhile, directors, supervisors, other senior management members and heads of relevant departments of the Bank may be invited to attend the meeting as non-voting attendees if necessary.</p>	<p><b>Article 17</b> CRO of the Bank shall attend the meeting of the Risk Management Committee as non-voting attendee. Meanwhile, directors, <del>supervisors</del>, other senior management members and heads of relevant departments of the Bank may be invited to attend the meeting as non-voting attendees if necessary.</p> <p><u>Directors other than members of the Risk Management Committee may apply to attend the meeting of the committee as non-voting attendees, however the attendance shall be subject to the approval of the chairman of the committee.</u></p>

**Appendix 7:Revisions to the Working Rules for Nomination and Remuneration Committee of the Board of Directors of the Bank**

S/N	Current Articles	Revised Articles
1.	<p><b>Article 7</b> The main duties and powers of the Nomination and Compensation Committee shall be as follows:</p> <p>(1) Organize the formulation of standards and procedures for the election of directors and senior management members of the Bank, and submit the proposed procedures and standards to the Board of Directors for approval;</p> <p>(2) Propose to the Board of Directors on candidates for directors, President, Chief Audit Officer and the secretary to the Board of Directors;</p> <p>(3) Propose to the Board of Directors on candidates for members of special committees of the Board of Directors;</p> <p>(4) Examine the candidates for senior management members of the Bank nominated by the President and make suggestions to the Board of Directors;</p> <p>(5) Formulate development plans for the senior management members of the Bank and fostering plans of key backup talents;</p> <p>(6) Review the Bank’s remuneration management system submitted by the President, and make suggestions to the Board of Directors for decision;</p> <p>(7) Organize the preparation of performance evaluation methods and remuneration plan for directors, and submit them to the Board of Directors for review;</p> <p>(8) Organize the preparation of remuneration plan for supervisors, and submit it to the Board of Directors for review;</p> <p>(9) Organize the preparation of performance evaluation methods and remuneration plan for the senior management members, and submit them to the Board of Directors for review;</p> <p>(10) Organize performance evaluation on directors, propose the distribution of remuneration of directors in accordance with the evaluation results and the due diligence evaluation made by the Board of Supervisors, and submit it to the Board of Directors for review;</p> <p>(11) Propose the distribution of remuneration of supervisors in accordance with the performance evaluation on supervisors made by the Board of Supervisors, and submit it to the Board of Directors for review;</p> <p>(12) Organize performance evaluation on the senior management members, propose the distribution of remuneration of the senior management members in accordance with the evaluation results and the due diligence evaluation made by the Board of Supervisors, and submit it to the Board of Directors for review;</p> <p>(13) Supervise the implementation of the Bank’s performance evaluation system and remuneration system</p> <p>(14) Examine and approve compensation to the executive directors and senior management members for loss or termination of office or appointment to ensure such compensation is consistent with provisions of relevant contracts; if it fails to abide by the agreements, the compensation shall be proper and reasonable;</p>	<p><b>Article 7</b> The main duties and powers of the Nomination and Compensation Committee shall be as follows:</p> <p>(1) Organize the formulation of standards and procedures for the election of directors and senior management members of the Bank, and submit the proposed procedures and standards to the Board of Directors for approval;</p> <p>(2) Propose to the Board of Directors on candidates for directors, President, Chief Audit Officer and the secretary to the Board of Directors;</p> <p>(3) Propose to the Board of Directors on candidates for members of special committees of the Board of Directors;</p> <p>(4) Examine the candidates for senior management members of the Bank nominated by the President and make suggestions to the Board of Directors;</p> <p>(5) Formulate development plans for the senior management members of the Bank and fostering plans of key backup talents;</p> <p>(6) Review the Bank’s remuneration management system submitted by the President, and make suggestions to the Board of Directors for decision;</p> <p>(7) Organize the preparation of performance evaluation methods and remuneration plan for directors, and submit them to the Board of Directors for review;</p> <p>(8) Organize the preparation of remuneration plan for supervisors, and submit it to the Board of Directors for review;</p> <p>(9) Organize the preparation of performance evaluation methods and remuneration plan for the senior management members, and submit them to the Board of Directors for review;</p> <p>(10) Organize performance evaluation on directors, propose the distribution of remuneration of directors in accordance with the evaluation results and the due diligence evaluation made by the Board of Supervisors, and submit it to the Board of Directors for review;</p> <p>(11) Propose the distribution of remuneration of supervisors in accordance with the performance evaluation on supervisors made by the Board of Supervisors, and submit it to the Board of Directors for review;</p> <p>(12) Organize performance evaluation on the senior management members, propose the distribution of remuneration of the senior management members in accordance with the evaluation results and the due diligence evaluation made by the Board of Supervisors, and submit it to the Board of Directors for review;</p> <p>(13) Supervise the implementation of the Bank’s performance evaluation system and remuneration system;</p> <p>(14) Examine and approve compensation to the executive directors and senior management members for loss or termination of office or appointment to ensure such compensation is consistent with provisions of relevant contracts; if it fails to abide by the agreements, the compensation shall be proper and reasonable;</p>

S/N	Current Articles	Revised Articles
	<p>(15) Examine and approve compensation for dismissing or removing directors due to their misconduct to ensure such arrangement is consistent with provisions of relevant agreement; if it fails to abide by the agreements, the compensation shall be reasonable and proper;</p> <p>(16) Report its decisions or suggestions to the Board of Directors unless such report is otherwise not allowed by laws or supervisory regulations;</p> <p>(17) Other matters authorized by the Board of Directors. When drafting remuneration plans for directors, supervisors and senior management members, the Nomination and Compensation Committee shall take into account such factors as remuneration paid by other banks, time spent and duties and powers taken by directors, supervisors and senior management members, employment criteria for other positions and whether such compensation shall be based on performance, etc. The Nomination and Compensation Committee shall ensure that any directors, supervisors or senior management members should not decide on their own remuneration.</p>	<p>(15) Examine and approve compensation for dismissing or removing directors due to their misconduct to ensure such arrangement is consistent with provisions of relevant agreement; if it fails to abide by the agreements, the compensation shall be reasonable and proper;</p> <p>(16) Report its decisions or suggestions to the Board of Directors unless such report is otherwise not allowed by laws or supervisory regulations;</p> <p>(17) <u>Review the structure, size and composition of the Board of Directors (including skills, knowledge and experience) at least once a year, and put forth recommendations on proposed adjustment of the Board of Directors to implement corporate strategy of the Bank;</u></p> <p>(18) <u>Regularly review the contribution required from a director to perform his duties and powers to the Bank, and whether he is spending sufficient time performing them; and</u></p> <p>(19) Other matters authorized by the Board of Directors. When drafting remuneration plans for directors, supervisors and senior management members, the Nomination and Compensation Committee shall take into account such factors as remuneration paid by other banks, time spent and duties and powers taken by directors, supervisors and senior management members, employment criteria for other positions and whether such compensation shall be based on performance, etc. The Nomination and Compensation Committee shall ensure that any directors, supervisors or senior management members should not decide on their own remuneration.</p>
2.	<b>Article 25</b> Directors, supervisors and other senior management members of the Bank may be invited to attend the meeting of the Nomination and Remuneration Committee if necessary.	<b>Article 25</b> Directors, <del>supervisors</del> and other senior management members of the Bank may be invited to attend the meeting of the Nomination and Remuneration Committee if necessary.