

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

(USD Preference Shares Stock Code: 4606)

**Announcement on
the Resolutions of the Meeting of the Board of Directors
(27 April 2017)**

The meeting of the board of directors (the “**Meeting**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 27 April 2017 in Beijing. The Bank issued the written notice of the Meeting on 13 April 2017. The Meeting was chaired by Mr. Wang Hongzhang, chairman of the board of directors of the Bank (the “**Board**”). 13 directors were eligible to attend the Meeting and 12 of them attended the Meeting in person. Mr. Wang Zuji, vice chairman of the Board, appointed Mr. Wang Hongzhang, chairman of the Board as his proxy to attend the Meeting and vote on his behalf. The Meeting was convened in compliance with the provisions of the *Company Law of the People's Republic of China* and the *Articles of Association of the Bank* (“**Articles of Association**”) and other relevant rules.

The following resolutions were considered and approved at the Meeting:

I. Proposal regarding the Report for the First Quarter of 2017

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

II. Proposal regarding the Internal Capital Adequacy Assessment Report of China Construction Bank for 2017

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

In order to comply with the regulatory and internal management requirements, the Bank carried out an internal capital adequacy assessment and made the *Internal Capital Adequacy Assessment Report of China Construction Bank for 2017*.

III. Proposals regarding the Revisions to the Articles of Association, the Revisions to the Rules of Procedure for the Shareholders' General Meeting and the Revisions to the Rules of Procedure for the Board of Directors

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

The Meeting considered and approved the proposals regarding the revisions to the *Articles of Association*, the revisions to the *Rules of Procedure for the Shareholders' General Meeting of China Construction Bank Corporation* and the revisions to the *Rules of Procedure for the Board of Directors of China Construction Bank Corporation*. For details regarding the aforesaid revisions, please refer to attachments 1 to 3 to this announcement.

The Meeting approved that these proposals be submitted to the shareholders' general meeting for consideration and approval on a separate basis and that the shareholders' general meeting authorizes the Board to make corresponding revisions to the aforementioned documents based on the regulatory authorities' and State-owned assets management department's opinions or requirements as needed.

It was resolved that these proposals be submitted to the 2016 shareholders' annual general meeting of the Bank for consideration on a separate basis.

IV. Proposals regarding the Johannesburg Branch Investing Government Bonds

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

Announcement of the captioned matters is hereby given.

Attachment 1: Revisions to the *Articles of Association of China Construction Bank Corporation*

Attachment 2: Revisions to the *Rules of Procedure for the Shareholders' General Meeting of China Construction Bank Corporation*

Attachment 3: Revisions to the *Rules of Procedure for the Board of Directors of China Construction Bank Corporation*

By order of the Board
China Construction Bank Corporation
Wang Zuji

Vice Chairman, Executive Director and President

27 April 2017

As at the date of this announcement, the executive directors of the Bank are Mr. Wang Hongzhang, Mr. Wang Zuji, Mr. Pang Xiusheng and Mr. Zhang Gengsheng; the non-executive directors of the Bank are Mr. Li Jun, Ms. Hao Aiqun and Mr. Dong Shi; and the independent non-executive directors of the Bank are Ms. Anita Fung Yuen Mei, Mr. Carl Walter, Mr. Zhang Long, Mr. Chung Shui Ming Timpson, Mr. Wim Kok and Mr. Murray Horn.

Attachment 1:

Revisions to the Articles of Association of China Construction Bank Corporation

SN	Articles in the existing Articles of Association	Articles to be revised
1.		<p>Adding an article after the Article 12 of the original Articles of Association as Article 13: <u>In accordance with the Company Law and the Constitution of the Communist Party of China, the Bank sets up the organization of the Communist Party and carries out the Party activities. The Bank provides necessary support for the activities of the Party organization.</u></p> <p><u>The serial number of articles of the Articles of Association shall be adjusted accordingly.</u></p>
2.	<p>Article 44 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 shareholder may apply to the Bank for reissuing new share certificate concerning the shares that the original share certificate represents.</p> <p>Application for reissuing the share certificate for domestic listed shares holders whose share certificate is lost shall be dealt with in accordance with Article 144 of the Company Law.</p> <p>...</p>	<p>Article 445 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 shareholder may apply to the Bank for reissuing new share certificate concerning the shares that the original share certificate represents.</p> <p>Application for reissuing the share certificate for domestic listed shares holders whose share certificate is lost shall be dealt with in accordance with Article 144<u>143</u> of the Company Law.</p>

SN	Articles in the existing Articles of Association	Articles to be revised
3.		<p>Adding an article before the Article 61 of the original Articles of Association: <u>If any director, supervisor, senior management or shareholder holding more than five percent (5%) of the Bank's shares sells the shares within six (6) months from the day of purchase or purchase shares within six (6) months of the sale of shares, the profit deriving therefrom shall belong to the Bank and shall be recovered by the Bank's Board of Directors.</u></p>
4.	<p>Article 61 The Bank shall not accept the shares of the Bank as collateral for any pledge.</p> <p>Shareholders who hold more than five percent (5%) of the issued and outstanding shares of the Bank shall serve a prior notice to the Board of Directors if they provide their shares of the Bank as security for themselves or others.</p>	<p>Article 613 The Bank shall not accept the shares of the Bank as collateral for any pledge.</p> <p>Shareholders who hold more than five percent (5%) of the issued and outstanding shares of the Bank <u>shall strictly abide by laws, regulations and requirements of regulatory authorities, and</u> serve a prior notice to the Board of Directors if they provide their shares of the Bank as security for themselves or others.</p> <p><u>Shareholders shall not pledge their shares of the Bank if the outstanding balance of their loans exceeds the audited net value of the equities of the Bank held by them in the previous year.</u></p>

SN	Articles in the existing Articles of Association	Articles to be revised
5.	<p>Article 70 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>(2) Procedures for nominating candidates for directors and supervisors are:</p> <p>...</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 Performance and Due Diligence 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>Article 702 Proposal on candidates for <u>Nomination and election of</u> 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>(2) Procedures for nominating candidates for directors and supervisors are:</p> <p>...</p> <p>(3) 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 Performance and Due Diligence 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>

SN	Articles in the existing Articles of Association	Articles to be revised
		<p><u>(4) candidates of directors and non-employee representative supervisors shall make a written commitment before the Shareholders' General Meeting and agree to accept the nomination, guarantee the authenticity and completeness of publicly disclosed information and promise to earnestly fulfill their duties after being elected;</u></p> <p><u>(5) the Board of Directors and the Board of Supervisors shall disclose the detailed information of candidates of directors and non-employee representative supervisions to shareholders in accordance with laws, regulations and the Articles of Association before the Shareholders' General Meeting, and guarantee that shareholders have a sufficient understanding of these candidates when voting;</u></p> <p><u>(6) the Shareholders' General Meeting shall vote for candidates of directors and non-employee representative supervisors one by one.</u></p>

SN	Articles in the existing Articles of Association	Articles to be revised
6.	<p>Article 118: 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 the minimum quorum specified in the Articles, his/her resignation shall become effective after a new director is elected and fills up the vacancy resulting from the resignation. 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 shareholders' general meeting as soon as possible to elect new directors to fill in 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>Article 11820: 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 <u>or the fact that a newly elected director has not taken office upon the expiration of the term of the former director</u> causes the number of directors to <u>fall below</u> the quorum specified in the Articles, <u>the former director shall continue to perform his/her duties as a director pursuant to the laws, administrative regulations, department rules and provisions of the Articles of Association before the newly elected director takes office.</u> Director's resignation shall become effective after a new director is elected and fills 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 shareholders' general meeting as soon as possible to elect new directors to fill 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>

SN	Articles in the existing Articles of Association	Articles to be revised
7.	<p>Article 121 The Board of Directors shall exercise the following functions and powers:...</p> <p>(26) to manage the information disclosure of the Bank;</p> <p>(27) to 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>Article 1213 The Board of Directors shall exercise the following functions and powers:...</p> <p>(26) to manage the information disclosure of the Bank;</p> <p><u>(27) to determine the Bank's development strategy of green credit and strategy, policy and objective for protection of consumer rights and interests, to consider and approve green credit objectives formulated by and green credit reports submitted by the Senior Management, and to supervise and assess the implementation of the Bank's development strategy of green credit;</u></p> <p>(28) to 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>
8.	<p>Article 141 The Board of Directors, the Board of Supervisors and shareholders who individually or jointly hold more than one percent (1%) of the total issued and outstanding shares of the Bank may nominate candidates for Independent Directors, who shall be elected by the Shareholders' General Meeting. The qualification of persons who hold the position as Independent Director shall be subject to review and approval by the banking regulatory institution of the State Council and the local securities regulatory authorities where the shares of the Bank are listed.</p> <p>The term of office of an Independent Director shall not be more than six (6) years.</p>	<p>Article 1413 The Board of Directors, the Board of Supervisors and shareholders who individually or jointly hold more than one percent (1%) of the total issued and outstanding shares of the Bank may nominate candidates for Independent Directors, who shall be elected by the Shareholders' General Meeting. The qualifications of persons who hold the position as Independent Director shall be subject to review and approval by the banking regulatory institution of the State Council and the local securities regulatory authorities where the shares of the Bank are listed.</p> <p>The term of office of an Independent Director shall not be more than six (6) years <u>accumulatively. An Independent Director shall not hold concurrent posts in more than two (2) commercial banks.</u></p>

SN	Articles in the existing Articles of Association	Articles to be revised
9.	<p>Article 147 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 Related Party Transactions Control Committee. The Board of Directors may set up other special committee 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 of Directors. Special committees shall maintain communication and co-operation. 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.</p>	<p>Article 1479 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 Related Party Transactions Control Committee <u>Social Responsibilities & Related Party Transactions Committee</u>. The Board of Directors may set up other special committee 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 of Directors. Special committees shall maintain communication and co-operation. 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.</p>
10.	<p>Article 149 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>Article 14951 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 qualifications or specialize in accounting or financial management.</p> <p><u>The chairman of the Audit Committee shall work for the Bank for no less than twenty-five (25) working days every year.</u></p>

SN	Articles in the existing Articles of Association	Articles to be revised
11.	<p>Article 150 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> <p>(1) to examine the Bank’s risk management policies according to the overall strategy of the Bank, and supervise and evaluate implementation and effect of these polices;</p> <p>(2) to guide the building of risk management system of the Bank;</p> <p>(3) to supervise and evaluate the setting, organization, work procedures and effect of risk management departments, and make recommendations for improvement;</p> <p>(4) to review the Bank’s risk report, carry out regular evaluation on the Bank’s risk, and give opinions on the improvement of the Bank’s risk management;</p> <p>(5) to evaluate relevant work of the senior management of the Bank in charge of risk management;</p> <p>(6) to supervise the compliance of core businesses, management systems and major operation activities of the Bank;</p> <p>(7) Other duties and powers authorized by the Board of Directors.</p>	<p>Article 1502 The Risk Management Committee shall consist of at least three (3) directors.</p> <p><u>The chairman of the Risk Management Committee shall work for the Bank for no less than twenty-five (25) working days every year.</u></p> <p>Main duties and powers of the Risk Management Committee are:</p> <p>(1) to examine the Bank’s risk management policies according to the overall strategy of the Bank, and supervise and evaluate implementation and effect of these polices;</p> <p><u>(2) to continuously supervise and review the effectiveness of the Bank’s risk management system;</u></p> <p>(2)-(3) to guide the building of risk management system of the Bank;</p> <p>(3)-(4) to supervise and evaluate the setting, organization, work procedures and effect of risk management departments, and make recommendations for improvement;</p> <p>(4)-(5) to review the Bank’s risk report, carry out regular evaluation on the Bank’s risk, and give opinions on the improvement of the Bank’s risk management;</p> <p>(5)-(6) to evaluate relevant work of the senior management of the Bank in charge of risk management;</p> <p>(6)-(7) to supervise the compliance of core businesses, management systems and major operation activities of the Bank;</p> <p><u>(7)-(8) to perform the duties and powers of the US Risk Management Committee;</u></p> <p>(8)-(9) other duties and powers authorized by the Board of Directors.</p>

SN	Articles in the existing Articles of Association	Articles to be revised
12.	<p>Article 152 The Related Party Transactions Control Committee shall consist of at least three (3) directors, and the chairman shall be assumed by an Independent Director. Non-executive directors shall account for majority of the committee. Members of the Related Party Transactions Control Committee shall not include directors nominated by controlling shareholders.</p> <p>The Related Party Transactions Control Committee shall apply a withdrawal system in discussion, but if necessary, a resolution on no withdrawal may be made when the committee is reviewing specific matters.</p> <p>Main duties and powers of the Related Party Transactions Control Committee include:</p> <p>(1) confirming related parties of the Bank, reporting them to the Board of Directors and the Board of Supervisors, and timely notifying relevant bank staff of related parties confirmed;</p> <p>(2) conducting preliminary examination on major related party transactions, submitting them to the Board of Directors for approval, and reporting to the Board of Supervisors at the same time;</p> <p>(3) reviewing and approving general related party transactions or accepting the filing of general connected transactions;</p> <p>(4) Other duties and powers authorized by the Board of Directors.</p>	<p>Article 152 The Related Party Transactions Control Committee <u>Social Responsibilities & Related Party Transactions Committee</u> shall consist of at least three (3) directors, and the chairman shall be assumed by an Independent Director. Non-executive directors shall account for majority of the committee. Members of the Related Party Transactions Control Committee <u>Social Responsibilities & Related Party Transactions Committee</u> shall not include directors nominated by controlling shareholders.</p> <p><u>The chairman of the Social Responsibilities & Related Party Transactions Committee shall work for the Bank for no less than twenty-five (25) working days every year.</u></p> <p>The Related Party Transactions Control Committee <u>Social Responsibilities & Related Party Transactions Committee</u> shall apply a withdrawal system in discussion, but if necessary, a resolution on no withdrawal may be made when the committee is reviewing specific matters.</p> <p>Main duties and powers of the Related Party Transactions Control Committee <u>Social Responsibilities & Related Party Transactions Committee</u> include:</p> <p>(1) confirming related parties of the Bank, reporting them to the Board of Directors and the Board of Supervisors, and timely notifying relevant bank staff of related parties confirmed;</p> <p>(2) conducting preliminary examination on major related party transactions, submitting them to the Board of Directors for approval, and reporting to the Board of Supervisors at the same time;</p> <p>(3) reviewing and approving general related party transactions or accepting the filing of general connected transactions;</p>

SN	Articles in the existing Articles of Association	Articles to be revised
		<p>(4) studying and preparing the Bank’s social responsibility strategy and policy;</p> <p>(5) reviewing credit extension policy involving environment and sustainable development;</p> <p>(6) supervising, inspecting and assessing the Bank’s performance of social responsibilities;</p> <p>(7) studying and preparing strategy, policy and objective for protection of the Bank’s consumer rights and interests, and supervising and evaluating the Bank’s performance in consumer rights and interests protection;</p> <p>(8) studying and preparing the Bank’s green credit strategy, and supervising and evaluating the implementation of the strategy;</p> <p>(9) Other duties and powers authorized by the Board of Directors.</p>
13.	<p>Article 173 Members of the Board of Supervisors shall include shareholder representative supervisors, external supervisors, and employee representative supervisors, 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). Shareholder representative supervisors and external supervisors shall be elected, dismissed or replaced by the Shareholders’ General Meeting; and employee representative supervisors shall be elected, dismissed or replaced by employee representative union in a democratic way. Before the term of office of a supervisor expires, the Shareholders’ General Meeting and employee representative union shall not remove the supervisor without any reason. 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>Article 1735 Members of the Board of Supervisors shall include shareholder representative supervisors, external supervisors, and employee representative supervisors, of whom, the proportion of employee representative supervisors and external supervisors shall be no less than one third (1/3) respectively, and the number of external supervisors shall be no less than two (2). Shareholder representative supervisors and external supervisors shall be elected, dismissed or replaced by the Shareholders’ General Meeting; and employee representative supervisors shall be elected, dismissed or replaced by employee representative union in a democratic way. Before the term of office of a supervisor expires, the Shareholders’ General Meeting and employee representative union shall not remove the supervisor without any reason. A supervisor may request for resignation and leaving before his/her term of office expires, and his/her resignation and leaving shall be handled by referring to the provisions on resignation of directors herein.</p>

SN	Articles in the existing Articles of Association	Articles to be revised
14.	<p>Article 178 The meeting of the Board of Supervisors shall be convened by the chairman at least four (4) times a year and at least once every six (6) months which should be convened and presided over by the chairman of the Board of supervisors. 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>Article 17880 The meeting of the Board of Supervisors shall be convened by the chairman at least four (4) times a year and at least once every six (6) months which should be convened <u>at least once each quarter</u> and presided over by the chairman of the Board of supervisors. 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>
15.	<p>Article 182 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 supervisor 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. A supervisor shall ensure that he/she should attend the board meeting at least three (3) times every year.</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.</p>	<p>Article 1824 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. <u>One supervisor shall not accept entrustment of more than two supervisors to act as their proxy at one meeting of the board of supervisors.</u> 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 supervisor 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. A supervisor shall ensure that he/she should attend the board meeting at least three (3) times every year.</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.</p>

SN	Articles in the existing Articles of Association	Articles to be revised
	<p>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 three percent (3%) of the total issued and 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 and other expenses incurred for the meeting site shall be paid by the Bank.</p>	<p><u>Supervisors shall attend at least two-thirds of the meetings of the board of supervisors in person each year.</u> If a supervisor neither attends the meeting in person nor entrusts other supervisors to attend the meeting <u>as his/her proxy</u> for two (2) consecutive times, nor <u>attends at least two-thirds of the meetings of the board of supervisors in person each year,</u> 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 three percent (3%) of the total issued and 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 and other expenses incurred for the meeting site shall be paid by the Bank.</p>
16.	<p>Article 193 The Bank shall set up an External Supervisor system. An External Supervisor of the Bank refers to a supervisor of the Bank who holds no position in the Bank other than supervisor and has no relationship with the Bank or any of its major shareholders which may affect his/her independent and objective judgment.</p>	<p>Article 1935 The Bank shall set up an External Supervisor system. An External Supervisor of the Bank refers to a supervisor of the Bank who holds no position in the Bank other than supervisor and has no relationship with the Bank or any of its major shareholders which may affect his/her independent and objective judgment.</p> <p><u>The term of office of an external supervisor shall not exceed six years accumulatively. He/she shall not serve as the external supervisor for more than two commercial banks at the same time or in the financial institution with potential conflict of interest.</u></p>

SN	Articles in the existing Articles of Association	Articles to be revised
17.	<p>Article 196 The Performance and Due Diligence Supervision Committee shall consist of at least three (3) supervisors, and the chairman shall be assumed by the chairman of the Board of Supervisors.</p> <p>Main duties and powers of Performance and Due Diligence Supervision Committee are:</p> <p>(1). To 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.</p> <p>(2). to comment or report on the duty performance of the Board of Directors, the senior management and their members and submit to the Board of Supervisors for consideration;</p> <p>(3). to 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;</p> <p>(4). to 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;</p> <p>(5). to organize the preparation of evaluation methods for the Bank’s supervisors, and submitting to the Board of Supervisors for consideration;</p>	<p>Article 1968 The Performance and Due Diligence Supervision Committee shall consist of at least three (3) supervisors, and the chairman shall be assumed by the chairman of the Board of Supervisors.</p> <p>Main duties and powers of Performance and Due Diligence Supervision Committee are:</p> <p>(1) to 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.</p> <p>(2) to comment or report on the duty performance of the Board of Directors, the senior management and their members and <u>to comment or report on the self-evaluation of the duty performance of the board of supervisors and its members,</u> and submit to the Board of Supervisors for consideration;</p> <p>(3) to 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;</p> <p>(4) to 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; <u>supervise the selection and recruiting process of directors;</u></p> <p>(5) to organize the preparation of evaluation methods for the Bank’s supervisors, and submitting to the Board of Supervisors for consideration;</p>

SN	Articles in the existing Articles of Association	Articles to be revised
	<p>(6). to organize the evaluation for the Bank’s supervisors;</p> <p>(7). to carry out research and work on events, documents, and information notified and provided by the Board of Directors, the senior management and their members of the Bank;</p> <p>(8). other matters assigned by the Board of Supervisors.</p>	<p>(6) to organize the evaluation for the Bank’s supervisors;</p> <p>(7) to carry out research and work on events, documents, and information notified and provided by the Board of Directors, the senior management and their members of the Bank;</p> <p>(8) other matters assigned by the Board of Supervisors.</p>
18.	<u>Add a new chapter Chapter Seventeen Organizations of the Communist Party of China</u>	
19.		<p><u>Article 201 The Bank sets up the China Construction Bank Committee of the Communist Party of China (hereinafter referred to as the “Party Committee”). The Party Committee plays a core leadership role, the implementation of major strategic decisions of the Central Committee of the Communist Party of China and the State Council on promoting the healthy development of banks, ensures the implementation of the Party policies and principles in the Bank and studies and discusses major operation and management issues of the Bank.</u></p>
20.		<p><u>Article 202 The Party Committee supports the Bank to abide by the national laws and regulations as well as the supervision and management systems of the regulatory authorities, and supports and promotes the Bank’s compliant operation.</u></p>
21.		<p><u>Article 203 The Party Committee respects and supports that the Shareholders’ General Meeting, the Board of Directors, the Board of Supervisors and the Senior Management exercise their powers in accordance with the law, and instructs and promotes the Senior Management to implement the decisions of the Shareholders’ General Meeting and the Board of Directors.</u></p>

SN	Articles in the existing Articles of Association	Articles to be revised
22.		<u>Article 204 To meet the requirements of modern enterprise system and market competition, strengthens the construction of Party organizations and adheres to the principle of the Party managing the cadres and the Party managing the talents to build quality cadre and talent teams.</u>
23.		<u>Article 205 The Party Committee shall lead the Bank’s ideological and political work, the promotion of cultural and ideological progress, the cultivation of corporate culture, the united front work and the work of the Labor Union, the Communist Youth League, etc., and stimulate the creativity of the staff and create strong cohesive and centripetal force.</u>
24.		<u>Article 206 The Party Committee shall comply with the Articles of Association and safeguard the interests of investors, the interests of customers, the interests of the Bank and the legitimate rights and interests of the employees.</u>
25.	<p>Article 297 The following terms in the Articles shall have the following meanings unless otherwise specified:...</p> <p>“overseas foreign shares” refer to shares issued by the Bank to overseas investors which are subscribed in foreign currency.</p>	<p>Article 297305 The following terms in the Articles shall have the following meanings unless otherwise specified:...</p> <p>“overseas foreign shares” refer to shares issued by the Bank to overseas investors which are subscribed in foreign currency.</p> <p><u>“major shareholders” refer to a shareholder who is able to directly, indirectly, jointly hold or control more than five percent (5%) of the shares or voting rights of the Bank and has a significant influence on the Bank’s decision-making.</u></p>

Attachment 2:

**Revisions to the Rules of Procedure for the Shareholders' General Meeting of
China Construction Bank Corporation**

SN	Existing articles of the Rules of Procedure for the Shareholders' General Meeting	Articles to be revised
1.	<p>Article 7 The Shareholders' General Meeting is the organ of power of the Bank, and shall exercise the following functions and powers according to the law:</p> <p>...</p> <p>(16) to deliberate and approve changes in the use of raised proceeds;</p> <p>(17) to review the share incentive plan;</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>Article 7 The Shareholders' General Meeting is the organ of power of the Bank, and shall exercise the following functions and powers according to the law:</p> <p>...</p> <p>(16) to deliberate and approve changes in the use of raised proceeds;</p> <p>(17) to review the share incentive plan;</p> <p><u>(18) to decide the issuance of preference shares; to decide on or authorize the Board of Directors to decide on the matters relating to the issuance of preference shares by the Bank, including but without limitation to repurchase, conversion and dividend distribution, etc.;</u></p> <p>(18)(19) 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>

SN	Existing articles of the Rules of Procedure for the Shareholders' General Meeting	Articles to be revised
2.	<p>Article 8 On the basis that there is no contravention of mandatory provisions in laws, regulations and rules, the Board of Directors has the following authority on the Bank's equity investment, bond investment, asset purchase, asset disposal, asset write-off, asset mortgage, other non-commercial banking business guarantee and external donation:</p> <p>(1) Equity investment matters with a single equity investment (including debt-for-equity swap), purchase, disposal or write-off of no more than two percent (2%) of the Bank's latest audited net assets shall be approved by the Board of Directors, and by more than two thirds (2/3) of the voting rights represented by members of the Board of Directors;</p> <p>(2) full-amount approval of the issuance of general financial bonds (excluding subordinated bonds, convertible bonds and other corporate bonds for supplementing capital);</p> <p>(3) full-amount approval of bond investment;</p> <p>(4) the Board of Directors has the right and power to make decisions on the following asset purchase, disposal and write-off:</p> <p>1. Purchase, disposal and write-off of fixed assets</p> <p>Fixed asset purchase matters with a single fixed asset value of no more than RMB5 billion within the annual budget approved by the Shareholders' General Meeting shall be approved by the Board of Directors and by more than two thirds (2/3) of the voting rights represented by members of the Board of Directors;</p>	<p>Article 8 On the basis that there is no contravention of mandatory provisions of laws, regulations and rules, the Board of Directors <u>the Shareholders' General Meeting has the right and power to grant the approval authority of matters concerning</u> the Bank's equity investment, bond issuance, bond investment, asset purchase, asset disposal, asset write-off, asset mortgage, other non-commercial banking business guarantee, and external public welfare relief donation and revision to corporate governance documents to the Board of Directors. Specific authorisation plan shall be otherwise formulated by the Bank and considered and approved by the Shareholders' General Meeting. <u>Has the following authority on:</u></p> <p>(1) Equity investment matters with a single equity investment (including debt-for-equity swap), purchase, disposal or write-off of no more than two percent (2%) of the Bank's latest audited net assets shall be approved by the Board of Directors, and by more than two thirds (2/3) of the voting rights represented by members of the Board of Directors;</p> <p>(2) full-amount approval of the issuance of general financial bonds (excluding subordinated bonds, convertible bonds and other corporate bonds for supplementing capital);</p> <p>(3) full-amount approval of bond investment;</p> <p>(4) The Board of Directors has the right and power to make decisions on the following asset purchase, disposal and write-off:</p> <p>1. Purchase, disposal and write-off of fixed assets</p> <p>Fixed asset purchase matters with a single fixed asset value of no more than RMB5 billion within the annual budget approved by the Shareholders' General Meeting shall be approved by the Board of Directors and by more than two thirds (2/3) of the voting rights represented by members of the Board of Directors;</p>

SN	Existing articles of the Rules of Procedure for the Shareholders' General Meeting	Articles to be revised
	<p>Where the net book value of a single fixed asset to be disposed and written off is no more than RMB4 billion, and the sum of the net value and that of the fixed asset disposed within four (4) months before such a disposal proposal is no more than thirty-three percent (33%) of the Bank's latest audited net value of fixed assets when the single fixed asset is being disposed, such disposal shall be approved by the Board of Directors;</p> <p>The disposal of fixed assets referred to in this article includes transfer, replacement and donation of rights and interests of assets, but excludes the provision of guarantee with fixed assets; the fixed asset write-off referred to in this article includes write-off of loss, scrapping and inventory shortages of fixed assets;</p> <p>2. Purchase, disposal and write-off of other assets except for equity investment, bond investment and fixed assets</p> <p>Purchase, disposal and write-off of other assets except for equity investment, bond investment and fixed assets with a single purchase, disposal and write-off amount of no more than RMB2 billion shall be approved by the Board of Directors;</p> <p>(5) The Board of Directors has the right and power to make decisions on the following asset mortgage and other non-commercial banking business guarantee:</p> <p>The asset mortgage and other non-commercial banking business guarantee with a single amount of no more than RMB2 billion shall be approved by the Board of Directors.</p> <p>The Board of Directors may transfer the functions and powers authorized by the Shareholders' General Meeting to the chairman or president.</p>	<p>Where the net book value of a single fixed asset to be disposed and written off is no more than RMB4 billion, and the sum of the net value and that of the fixed asset disposed within four (4) months before such a disposal proposal is no more than thirty-three percent (33%) of the Bank's latest audited net value of fixed assets when the single fixed asset is being disposed, such disposal shall be approved by the Board of Directors;</p> <p>The disposal of fixed assets referred to in this article includes transfer, replacement and donation of rights and interests of assets, but excludes the provision of guarantee with fixed assets; the fixed asset write-off referred to in this article includes write-off of loss, scrapping and inventory shortages of fixed assets;</p> <p>2. Purchase, disposal and write-off of other assets except for equity investment, bond investment and fixed assets</p> <p>Purchase, disposal and write-off of other assets except for equity investment, bond investment and fixed assets with a single purchase, disposal and write-off amount of no more than RMB2 billion shall be approved by the Board of Directors;</p> <p>(5) The Board of Directors has the right and power to make decisions on the following asset mortgage and other non-commercial banking business guarantee:</p> <p>The asset mortgage and other non-commercial banking business guarantee with a single amount of no more than RMB2 billion shall be approved by the Board of Directors.</p> <p>The Board of Directors may transfer the functions and powers authorized by the Shareholders' General Meeting to the chairman or president.</p>

SN	Existing articles of the Rules of Procedure for the Shareholders' General Meeting	Articles to be revised
	<p>(6) The Board of Directors has the right and power to make decisions on donation which shall be executed pursuant to the authority granted by the Shareholders' General Meeting to the Board of Directors;</p> <p>(7) The Board of Directors has the right and power to revise the Measures of the China Construction Bank Corporation for the Implementation of Independent Director Rules, Administrative Measures of China Construction Bank Corporation for Authorizing the President by the Board of Directors, Measures of China Construction Bank Corporation for the Implementation of Related Party Transactions Management and relevant provisions on related party transactions.</p>	<p>(6) The Board of Directors has the right and power to make decisions on donation which shall be executed pursuant to the authority granted by the Shareholders' General Meeting to the Board of Directors;</p> <p>(7) The Board of Directors has the right and power to revise the Measures of the China Construction Bank Corporation for the Implementation of Independent Director Rules, Administrative Measures of China Construction Bank Corporation for Authorizing the President by the Board of Directors, Measures of China Construction Bank Corporation for the Implementation of Related Party Transactions Management and relevant provisions on related party transactions.</p>
3.	<p>Article 13 Shareholders are classified into different classes according to the classes of shares they hold. Holders of domestic listed shares and holders of overseas listed shares are deemed as shareholders of different classes. If the Bank proposes to change or nullify certain rights of a certain class of shareholders, this proposal should be passed by special resolutions at a Shareholders' General Meeting and passed at the meeting held by and for the class of shareholders being affected.</p>	<p>Article 13 Shareholders are classified into different classes according to the classes of shares they hold. <u>Except for shareholders of other classes of shares,</u> holders of domestic listed shares and holders of overseas listed shares are deemed as shareholders of different classes. If the Bank proposes to change or nullify certain rights of a certain class of shareholders, this proposal should be passed by special resolutions at a Shareholders' General Meeting and passed at the meeting held by and for the class of shareholders being affected.</p>

SN	Existing articles of the Rules of Procedure for the Shareholders' General Meeting	Articles to be revised
4.	<p>Article 15 Shareholders' General Meeting may adopt the means of voting by telecommunication, but the annual shareholders' general meeting and extraordinary shareholders' general meeting convened as requested by shareholders or the Board of Supervisors must be held on site; extraordinary shareholders' general meeting must be held on site when deliberating the following matters:</p> <p>(1) The Bank's increase or reduce of registered capital;</p> <p>(2) issuance of corporate bonds or other negotiable securities and listing;</p> <p>(3) merger, separation, dissolution and liquidation of the Bank;</p> <p>(4) revision to the Articles;</p> <p>(5) the Bank's profit distribution plan and plan for making up for losses;</p> <p>(6) election and replacement of members of the Board of Directors and the Board of Supervisors;</p> <p>(7) changes in investment of capital from share offering;</p> <p>(8) related party transactions approved by the Shareholders' General Meeting;</p> <p>(9) material acquisitions or sales of assets that shall be deliberated by the Shareholders' General Meeting;</p> <p>(10) change of accounting firm;</p> <p>(11) other matters that shall not be voted by telecommunication as provided in the Articles.</p>	This article is deleted.

SN	Existing articles of the Rules of Procedure for the Shareholders' General Meeting	Articles to be revised
5.	<p>Article 23 Procedures for nominating candidates for directors and supervisors are:</p> <p>(a) proposals on nomination put forward 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 put forward by shareholders who individually or jointly hold more than three percent (3%) of the total issued and outstanding 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 supervisors (including that of external supervisors) nominated by the Board of Supervisors to the Shareholders' General Meeting shall be examined by the Performance and Due Diligence Supervision Committee of the Board of Supervisors and approved with a resolution of the Board of Supervisors;</p>	<p>Article 23 Procedures for nominating candidates for directors and supervisors are:</p> <p>(1) proposals on nomination put forward 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 put forward by shareholders who individually or jointly hold more than three percent (3%) of the total issued and outstanding 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>(2) 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 supervisors (including that of external supervisors) nominated by the Board of Supervisors to the Shareholders' General Meeting shall be examined by the Performance and Due Diligence Supervision Committee of the Board of Supervisors and approved with a resolution of the Board of Supervisors;</p>

SN	Existing articles of the Rules of Procedure for the Shareholders' General Meeting	Articles to be revised
	<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 Performance and Due Diligence 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>(3) 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 Performance and Due Diligence 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><u>(4) candidates of directors and non-employee representative supervisors shall make a written commitment before the Shareholders' General Meeting and agree to accept the nomination, guarantee the authenticity and completeness of publicly disclosed information and promise to earnestly fulfill their duties of directors and supervisors after being elected;</u></p>

SN	Existing articles of the Rules of Procedure for the Shareholders' General Meeting	Articles to be revised
		<p><u>(5) the Board of Directors and the Board of Supervisors shall disclose the detailed information of candidates of directors and non-employee representative supervisions to shareholders in accordance with laws, regulations and the Articles to guarantee that shareholders have a sufficient understanding of these candidates;</u></p> <p><u>(6) the Shareholders' General Meeting shall vote for candidates of directors and non-employee representative supervisors one by one.</u></p>
6.	<p>Article 54 The Bank shall convene the Shareholders' General Meeting at the place where it is located or other specific places. There shall be a meeting venue if the Shareholders' General Meeting is to be convened on site. The Bank may provide convenience for shareholders to attend the Shareholders' General Meeting by Internet or other means. Shareholders who attend the Shareholders' General Meeting by the aforesaid means shall be deemed as attending the Meeting. If any shareholder attends the Shareholders' General Meeting by Internet or other methods, it shall clarify the voting time and procedures for such methods.</p>	<p>Article 54 The Bank shall convene the Shareholders' General Meeting at the place where it is located or other specific places. There shall be a meeting venue if <u>for</u> the Shareholders' General Meeting is to be convened on site. The Bank may provide convenience for shareholders to attend the Shareholders' General Meeting by <u>secure, economic and convenient</u> Internet or other means <u>in accordance with laws, administrative regulations and relevant provisions of the local securities regulatory authorities where shares of the Bank are listed and the Articles.</u> Shareholders who attend the Shareholders' General Meeting by the aforesaid means shall be deemed as attending the Meeting. If any shareholder attends the Shareholders' General Meeting by Internet or other methods, it shall clarify the voting time and procedures for such methods.</p>

SN	Existing articles of the Rules of Procedure for the Shareholders' General Meeting	Articles to be revised
7.	<p>Article 57 (1) The chairman of the Board of Directors shall arrange chairmen of all the special committees including the Strategy Development Committee, the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Related Party Transactions Control Committee, or another committee member if any chairman of the said committees fails to be present (or a proxy duly appointed by the committee member if the he/she also fails to be present) to answer questions raised at the annual shareholders' general meeting. The chairman of the Special Committees under the Board of Directors shall also answer questions at the Shareholders' General Meeting held for approval of any related party transaction or any other transactions that shall be approved by independent directors.</p>	<p>Article 57 (1) The chairman of the Board of Directors shall arrange chairmen of all the Special Committees including the Strategy Development Committee, the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Related Party Transactions Control Committee <u>the Social Responsibilities & Related Party Transactions Committee</u>, or another committee member if any chairman of the said committees fails to be present (or a proxy duly appointed by the committee member if the he/she also fails to be present) to answer questions raised at the annual shareholders' general meeting. The chairman of the Special Committees under the Board of Directors shall also answer questions at the Shareholders' General Meeting held for approval of any related party transaction or any other transactions that shall be approved by independent directors.</p>

Attachment 3:**Revisions to the Rules of Procedure for the Board of Directors of
China Construction Bank Corporation**

SN	Existing articles of the Rules of Procedure for the Board of Directors	Articles to be revised
1.	<p>Article 1 To guarantee that the Board of Directors of China Construction Bank Corporation (hereinafter referred to as “the Bank”) exercises functions and powers in a legal, independent, standard and effective manner, ensure efficient operation and scientific decision-making of the Board of Directors and improve the Bank’s governance framework, the Rules is hereby formulated in accordance with the Company Law of the People’s Republic of China, the Law of the People’s Republic of China on Commercial Banks, the Securities Law of the People’s Republic of China, the Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies, the Articles of Association of Companies Listed outside the PRC Mainland – Prerequisite Clauses, the Guidance for the Articles of Association of Listed Companies (Revised in 2006), the relevant provisions of the local securities regulatory authorities where shares of the Bank are listed, other applicable laws, regulations and rules, and the Articles of Association of China Construction Bank Corporation (hereinafter referred to as “the Articles”), considering the Bank’s actual situation.</p>	<p>Article 1 To guarantee that the Board of Directors of China Construction Bank Corporation (hereinafter referred to as “the Bank”) exercises functions and powers in a legal, independent, standard and effective manner, ensure efficient operation and scientific decision-making of the Board of Directors and improve the Bank’s governance framework, the Rules is hereby formulated in accordance with the Company Law of the People’s Republic of China, the Law of the People’s Republic of China on Commercial Banks, the Securities Law of the People’s Republic of China, the Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies, the Articles of Association of Companies Listed outside the PRC Mainland – Prerequisite Clauses, the Guidance for the Articles of Association of Listed Companies (Revised in 2006), the relevant provisions of the local securities regulatory authorities where shares of the Bank are listed, other applicable laws, regulations and rules, and the Articles of Association of China Construction Bank Corporation (hereinafter referred to as “the Articles”), considering the Bank’s actual situation.</p>

SN	Existing articles of the Rules of Procedure for the Board of Directors	Articles to be revised
2.	<p>Article 3 The Board of Directors shall exercise the following functions and powers:</p> <p>...</p> <p>(26) to manage the information disclosure of the Bank;</p> <p>(27) to 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>Article 3 The Board of Directors shall exercise the following functions and powers:</p> <p>...</p> <p>(26) to manage the information disclosure of the Bank; and</p> <p><u>(27) to determine the Bank's development strategy of green credit and strategy, policy and objective for protection of consumer rights and interests, to approve green credit objectives formulated by and green credit reports submitted by the senior management, and to supervise and evaluate implementation of the Bank's development strategy of green credit;</u></p> <p>(278) to 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>
3.	<p>Article 5 On the basis that there is no contravention of mandatory provisions of laws, regulations and rules, the Board of Directors has the following authority on the Bank's equity investment, bond investment, asset purchase, asset disposal, asset write-off, asset mortgage, other non-commercial banking business guarantee and external donation:</p> <p>(1) Equity investment matters with a single equity investment (including debt-for-equity swap), purchase, disposal or write-off of no more than two percent (2%) of the Bank's latest audited net assets shall be approved by the Board of Directors, and by more than two thirds (2/3) of the voting rights represented by members of the Board of Directors;</p> <p>(2) full-amount approval of the issuance of general financial bonds (excluding subordinated bonds, convertible bonds and other corporate bonds for supplementing capital);</p>	<p>Article 5 On the basis that there is no contravention of mandatory provisions of laws, regulations and rules, <u>according to the authorisation by the Shareholders' General Meeting,</u> the Board of Directors <u>has certain right and power to grant the approval authority of matters including matters concerning</u> has the following authority on the Bank's equity investment, <u>bond issuance,</u> bond investment, asset purchase, asset disposal, asset write-off, asset mortgage, other non-commercial banking business guarantee, and external <u>public welfare relief donation and revision to corporate governance documents.</u> <u>Specific authorization plan shall be otherwise formulated by the Bank and must be deliberated and approved by the Shareholders' General Meeting.</u> Has the following authority on:</p>

SN	Existing articles of the Rules of Procedure for the Board of Directors	Articles to be revised
	<p>(3) full-amount approval of bond investment;</p> <p>(4) the Board of Directors has the right and power to make decisions on the following asset purchase, disposal and write-off:</p> <p>1. Purchase, disposal and write-off of fixed assets</p> <p>Fixed asset purchase matters with a single fixed asset value of no more than RMB5 billion within the annual budget approved by the Shareholders' General Meeting shall be approved by the Board of Directors and by more than two thirds (2/3) of the voting rights represented by members of the Board of Directors;</p> <p>Where the net book value of a single fixed asset to be disposed and written off is no more than RMB4 billion, and the sum of the net value and that of the fixed asset disposed within four (4) months before such a disposal proposal is no more than thirty-three percent (33%) of the Bank's latest audited net value of fixed assets when the single fixed asset is being disposed, such disposal shall be approved by the Board of Directors;</p> <p>The disposal of fixed assets referred to in this article includes transfer, replacement and donation of rights and interests of assets, but excludes the provision of guarantee with fixed assets; the fixed asset write-off referred to in this article includes write-off of loss, scrapping and inventory shortages of fixed assets;</p> <p>2. Purchase, disposal and write-off of other assets except for equity investment, bond investment and fixed assets</p> <p>Purchase, disposal and write-off of other assets except for equity investment, bond investment and fixed assets with a single purchase, disposal and write-off amount of no more than RMB2 billion shall be approved by the Board of Directors;</p>	<p>(1) Equity investment matters with a single equity investment (including debt for equity swap), purchase, disposal or write-off of no more than two percent (2%) of the Bank's latest audited net assets shall be approved by the Board of Directors, and by more than two thirds (2/3) of the voting rights represented by members of the Board of Directors;</p> <p>(2) full-amount approval of the issuance of general financial bonds (excluding subordinated bonds, convertible bonds and other corporate bonds for supplementing capital);</p> <p>(3) full-amount approval of bond investment;</p> <p>(4) the Board of Directors has the right and power to make decisions on the following asset purchase, disposal and write-off:</p> <p>1. Purchase, disposal and write-off of fixed assets</p> <p>Fixed asset purchase matters with a single fixed asset value of no more than RMB5 billion within the annual budget approved by the Shareholders' General Meeting shall be approved by the Board of Directors and by more than two thirds (2/3) of the voting rights represented by members of the Board of Directors;</p> <p>Where the net book value of a single fixed asset to be disposed and written off is no more than RMB4 billion, and the sum of the net value and that of the fixed asset disposed within four (4) months before such a disposal proposal is no more than thirty-three percent (33%) of the Bank's latest audited net value of fixed assets when the single fixed asset is being disposed, such disposal shall be approved by the Board of Directors;</p>

SN	Existing articles of the Rules of Procedure for the Board of Directors	Articles to be revised
	<p>(5) The Board of Directors has the right and power to revise the Measures of the China Construction Bank Corporation for the Implementation of Independent Director Rules, Administrative Measures of China Construction Bank Corporation for Authorizing the President by the Board of Directors, Measures of China Construction Bank Corporation for the Implementation of Related Party Transactions Management and relevant provisions on related party transactions.</p> <p>(6) The Board of Directors has the right and power to make decisions on the following asset mortgage and other non-commercial banking business guarantee: The asset mortgage and other non-commercial banking business guarantee with a single amount of no more than RMB2 billion shall be approved by the Board of Directors.</p> <p>(7) The Board of Directors has the right and power to make decisions on donation which shall be executed pursuant to the authority granted by the Shareholders' General Meeting to the Board of Directors;</p> <p>(8) The Board of Directors may grant all or part of its authority granted by the Shareholders' General Meeting to the president. Such an authorization shall be determined by formulating an authorization plan.</p> <p>The Bank shall review regularly to ensure that the aforesaid authority satisfied the Bank's needs.</p>	<p>The disposal of fixed assets referred to in this article includes transfer, replacement and donation of rights and interests of assets, but excludes the provision of guarantee with fixed assets; the fixed asset write-off referred to in this article includes write-off of loss, scrapping and inventory shortages of fixed assets;</p> <p>2. Purchase, disposal and write-off of other assets except for equity investment, bond investment and fixed assets</p> <p>Purchase, disposal and write-off of other assets except for equity investment, bond investment and fixed assets with a single purchase, disposal and write-off amount of no more than RMB2 billion shall be approved by the Board of Directors;</p> <p>(5) The Board of Directors has the right and power to revise the Measures of the China Construction Bank Corporation for the Implementation of Independent Director Rules, Administrative Measures of China Construction Bank Corporation for Authorizing the President by the Board of Directors, Measures of China Construction Bank Corporation for the Implementation of Related Party Transactions Management and relevant provisions on related party transactions.</p> <p>(6) The Board of Directors has the right and power to make decisions on the following asset mortgage and other non-commercial banking business guarantee: The asset mortgage and other non-commercial banking business guarantee with a single amount of no more than RMB2 billion shall be approved by the Board of Directors.</p> <p>(7) The Board of Directors has the right and power to make decisions on donation which shall be executed pursuant to the authority granted by the Shareholders' General Meeting to the Board of Directors;</p>

SN	Existing articles of the Rules of Procedure for the Board of Directors	Articles to be revised
		<p>(8) The Board of Directors may grant transfer all or part of its authority granted by the Shareholders' General Meeting to <u>the chairman of the Board of Directors, the special committees of the Board of Directors, the president and other institutions or personnel according to actual needs.</u> Such <u>transfer of</u> authorization shall be determined by formulating an a <u>specific</u> authorization plan.</p> <p>The Bank shall review regularly to ensure that the aforesaid authority satisfied the Bank's needs.</p>
4.	<p>Article 13 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 Related Party 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 of Directors. Special committees shall maintain communication and co-operation. 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.</p>	<p>Article 13 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 Related Party Transactions Control Committee <u>the Social Responsibilities & Related Party Transactions Committee.</u></p> <p>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 of Directors. Special committees shall maintain communication and co-operation. 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.</p>

SN	Existing articles of the Rules of Procedure for the Board of Directors	Articles to be revised
5.	<p>Article 15 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 qualifications or specialize in accounting or financial management.</p> <p>Main duties and powers of the Audit Committee are:</p> <p>(1) to supervise financial reports of the Bank, and examine the Bank’s accounting information and disclosure of its major events;</p> <p>(2) to supervise and evaluate internal control of the Bank;</p> <p>(3) to supervise and evaluate internal audit of the Bank;</p> <p>(4) to supervise and evaluate external audit of the Bank, propose to the Board of Directors on engagement or replacement of independent audit agency, and be responsible for the communication and co-ordination between internal auditors and external auditors;</p> <p>(5) to report its work to the Board of Directors, and maintain communication and co-operation with other special committees;</p> <p>(6) other duties and powers authorized by the Board of Directors.</p>	<p>Article 15 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 qualifications or specialize in accounting or financial management.</p> <p><u>The chairman of the Audit Committee shall work for the Bank for no less than twenty-five (25) working days every year.</u></p> <p>Main duties and powers of the Audit Committee are:</p> <p>(1) to supervise financial reports of the Bank, and examine the Bank’s accounting information and disclosure of its major events;</p> <p>(2) to supervise and evaluate internal control of the Bank;</p> <p>(3) to supervise and evaluate internal audit of the Bank;</p> <p>(4) to supervise and evaluate external audit of the Bank, propose to the Board of Directors on engagement or replacement of independent audit agency, and be responsible for the communication and co-ordination between internal auditors and external auditors;</p> <p>(5) to report its work to the Board of Directors, and maintain communication and co-operation with other special committees;</p> <p>(6) other duties and powers authorized by the Board of Directors.</p>

SN	Existing articles of the Rules of Procedure for the Board of Directors	Articles to be revised
6.	<p>Article 16 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> <p>(1) to examine the Bank’s risk management policies according to the overall strategy of the Bank, and supervise and evaluate implementation and effect of these polices;</p> <p>(2) to guide the building of risk management system of the Bank;</p> <p>(3) to supervise and evaluate the setting, organization, work procedures and effect of risk management departments, and make recommendations for improvement;</p> <p>(4) to review the Bank’s risk report, carry out regular evaluation on the Bank’s risk, and give opinions on the improvement of the Bank’s risk management;</p> <p>(5) to evaluate relevant work of the senior management of the Bank in charge of risk management;</p> <p>(6) to supervise the compliance of core businesses, management systems and major operation activities of the Bank;</p> <p>(7) other duties and powers authorized by the Board of Directors.</p>	<p>Article 16 The Risk Management Committee shall consist of at least three (3) directors.</p> <p><u>The chairman of the Risk Management Committee shall work for the Bank for no less than twenty-five (25) working days every year.</u></p> <p>Main duties and powers of the Risk Management Committee are:</p> <p>(1) to examine the Bank’s risk management policies according to the overall strategy of the Bank, and supervise and evaluate implementation and effect of these polices;</p> <p><u>(2) to persistently supervise and review the effectiveness of the Bank’s risk management system;</u></p> <p>(2)(3) to guide the building of risk management system of the Bank;</p> <p>(3)(4) to supervise and evaluate the setting, organization, work procedures and effect of risk management departments, and make recommendations for improvement;</p> <p>(4)(5) to review the Bank’s risk report, carry out regular evaluation on the Bank’s risk, and give opinions on the improvement of the Bank’s risk management;</p> <p>(5)(6) to evaluate relevant work of the senior management of the Bank in charge of risk management;</p> <p>(6)(7) to supervise the compliance of core businesses, management systems and major operation activities of the Bank;</p> <p><u>(7)(8) to perform the duties and powers of the US Risk Management Committee;</u></p> <p>(8)(9) other duties and powers authorized by the Board of Directors.</p>

SN	Existing articles of the Rules of Procedure for the Board of Directors	Articles to be revised
7.	<p>Article 17 The Nomination and Remuneration Committee shall consist of at least five (5) directors, and the chairman shall be assumed by an Independent Director. Independent Directors shall account for majority of the committee.</p> <p>Main duties and powers of the Nomination and Remuneration Committee are:</p> <p>(1) to 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) to propose to the Board of Directors on candidates for directors, president, chief audit officer and the secretary to the Board of Directors;</p> <p>...</p>	<p>Article 17 The Nomination and Remuneration Committee shall consist of at least five (5) directors, and the chairman shall be assumed by an Independent Director. Independent Directors shall account for majority of the committee.</p> <p><u>The chairman of the Nomination and Remuneration Committee shall work for the Bank for no less than twenty-five (25) working days every year.</u></p> <p>Main duties and powers of the Nomination and Remuneration Committee are:</p> <p>(1) to 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) to propose to the Board of Directors on candidates for directors, president, chief audit officer and the secretary to the Board of Directors;</p> <p>...</p>
8.	<p>Article 18 The Related Party Transactions Control Committee shall consist of at least three (3) directors, and the chairman shall be assumed by an Independent Director. Non-executive directors shall account for majority of the committee. Members of the Related Party Transactions Control Committee shall not include directors nominated by controlling shareholders.</p>	<p><u>Article 18</u> The Related Party Transactions Control Committee <u>The Social Responsibilities & Related Party Transactions Committee</u> shall consist of at least three (3) directors, and the chairman shall be assumed by an Independent Director. Non-executive directors shall account for majority of the committee. Members of the Related Party Transactions Control Committee <u>the Social Responsibilities & Related Party Transactions Committee</u> shall not include directors nominated by controlling shareholders.</p>

SN	Existing articles of the Rules of Procedure for the Board of Directors	Articles to be revised
	<p>The Related Party Transactions Control Committee shall apply a withdrawal system in discussion, but if necessary, a resolution on no withdrawal may be made when the committee is reviewing specific matters.</p> <p>Main duties and powers of the Related Party Transactions Control Committee are:</p> <p>(1) confirming related parties of the Bank, reporting them to the Board of Directors and the Board of Supervisors, and timely notifying relevant bank staff of related parties confirmed;</p> <p>(2) conducting preliminary examination on major related party transactions, submitting them to the Board of Directors for approval, and reporting to the Board of Supervisors at the same time;</p> <p>(3) reviewing and approving general related party transactions or accepting the filing of general connected transactions;</p> <p>(4) other responsibilities authorized by the Board of Directors.</p>	<p><u>The chairman of the Social Responsibilities & Related Party Transactions Committee shall work for the Bank for no less than twenty-five (25) working days every year.</u> the Related-Party Transactions Control Committee <u>The Social Responsibilities & Related Party Transactions Committee</u> shall apply a withdrawal system in discussion, but if necessary, a resolution on no withdrawal may be made when the committee is reviewing specific matters.</p> <p>Main duties and powers of the Related-Party Transactions Control Committee <u>the Social Responsibilities & Related Party Transactions Committee</u> are:</p> <p>(1) confirming related parties of the Bank, reporting them to the Board of Directors and the Board of Supervisors, and timely notifying relevant bank staff of related parties confirmed;</p> <p>(2) conducting preliminary examination on major related party transactions, submitting them to the Board of Directors for approval, and reporting to the Board of Supervisors at the same time;</p> <p>(3) reviewing and approving general related party transactions or accepting the filing of general connected transactions;</p> <p>(4) <u>studying and preparing the Bank’s social responsibility strategy and policy;</u></p> <p>(5) <u>reviewing credit extension policy involving environment and sustainable development;</u></p> <p>(6) <u>supervising, inspecting and evaluating the Bank’s performance of social responsibilities;</u></p>

SN	Existing articles of the Rules of Procedure for the Board of Directors	Articles to be revised
		<p><u>(7) studying and preparing strategy, policy and objective for protection of the Bank’s consumer rights and interests, and supervising and evaluating the Bank’s performance in consumer rights and interests protection;</u></p> <p><u>(8) studying and preparing the Bank’s green credit strategy, and supervising and evaluating the implementation of the strategy;</u></p> <p>(9) Other duties and powers authorized by the Board of Directors.</p>
9.	<p>Article 25 The regular board meetings include:</p> <p>...</p> <p>(3) Mid-year work meeting of the Board of Directors</p> <p>The meeting shall be convened in the second quarter of a calendar year, and mainly listens to proposals of the Strategy Development Committee, the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Related Party Transactions Control Committee on bank plans.</p> <p>...</p> <p>(3) Year-end work meeting of the Board of Directors</p> <p>The meeting shall be convened in the fourth quarter of a calendar year, and mainly listens to and deliberate the president’s reports on performance of the annual projected work and the next year’s work arrangements and assesses the performance of the president.</p> <p>The aforesaid agendas of the regular board meetings may be combined or broken down, or new agendas may be added if necessary.</p>	<p>Article 25 The regular board meetings include:</p> <p>...</p> <p>(3) Mid-year work meeting of the Board of Directors</p> <p>The meeting shall be convened in the second quarter of a calendar year, and mainly listens to proposals of the Strategy Development Committee, the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Related Party Transactions Control Committee <u>the Social Responsibilities & Related Party Transactions Committee</u> on bank plans.</p> <p>...</p> <p>(3) Year-end work meeting of the Board of Directors</p> <p>The meeting shall be <u>in principle</u> convened in the fourth quarter of a calendar year, and mainly listens to and deliberate the president’s reports on performance of the annual projected work and the next year’s work arrangements and assesses the performance of the president.</p> <p>The aforesaid agendas of the regular board meetings may be combined or broken down, or new agendas may be added if necessary.</p>