

Articles of Association of China Construction Bank Corporation (Amended in 2015)

(These Articles of Association are made in accordance with the *Company Law of the People's Republic of China* (“Company Law”), the *Commercial Banking Law of the People's Republic of China* (“Commercial Banking Law”), the *Securities Law of the People's Republic of China* (“Securities Law”), the *Special Provisions of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies* (“Special Provisions”), the *Mandatory Clauses for Articles of Association of Companies Listed Overseas* (“Mandatory Clauses”), the *Reply on Opinions Concerning the Supplement and Amendment to Articles of Association by Companies to Be Listed in Hong Kong* (Zheng Jian Hai Han [1995] No. 1) (“Zheng Jian Hai Han”), the *Opinions on Further Promotion of Regulated Operation and Deepening Reform of Companies Listed Overseas* (“Opinions”) and the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* (“Listing Rules”).)

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Articles of Association of China Construction Bank Corporation

Chapter 1 General Provisions

Article 1 China Construction Bank Corporation (the “Bank”) is a joint stock company incorporated with limited liability in accordance with the *Company Law of the People’s Republic of China* (the “Company Law”), the *Commercial Banking Law of the People’s Republic of China* (the “Commercial Banking Law”), the *Securities Law of the People’s Republic of China* (the “Securities Law”), the *Special Provisions of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies* (the “Special Provisions”), the *Mandatory Clauses for Articles of Association of Companies Listed Overseas* (the “Mandatory Clauses”) as well as other relevant laws, regulations and rules.

The Bank was founded by means of promotion with the approval of the State Council and the Yin Jian Fu [2004] No. 143 approval issued by the China Banking Regulatory Commission, and the Bank was registered with the State Administration for Industry & Commerce and obtained its business license on September 17, 2004. The number of the business license is 100000000039122.

Promoters of the Bank are: Central Huijin Investment Ltd., China Jianyin Investment Limited, State Grid Corporation of China, Baosteel Group Corporation and China Yangtze Power Co., Ltd.

Article 2 Registered Chinese name of the Bank: 中國建設銀行股份有限公司;
Chinese name in short: 中國建設銀行;
English name of the Bank: China Construction Bank Corporation;
English name in short: CCB.

Article 3 Domicile of the Bank: 25 Finance Street, Beijing Post code: 100033
Tel: (86-10)67597114
Facsimile: (86-10)66212862

Article 4 The chairman of the Board of Directors of the Bank is the legal representative of the Bank.

Article 5 The Bank is a joint stock limited company without a term of business.

Article 6 The shareholders of the Bank shall be responsible for the Bank to the extent of the shares held by them. The Bank shall bear the liabilities for its debts with all its assets.

Article 7 The Bank is operated according to the principles of safety, liquidity and

efficiency and implements independent management, independent assumption of risks, independent assumption of profit and loss, and self-discipline.

Article 8 The Articles of Association (the “Articles”) are formulated by the Bank in accordance with the Company Law, the Commercial Banking Law, the Securities Law, the Special Provisions, other applicable laws, regulations and rules, as well as the relevant provisions of the local securities regulatory authorities where shares of the Bank are listed.

The Articles shall be a legally binding document that regulates the organization and acts of the Bank, as well as the rights and obligations between the Bank and its shareholders and among the shareholders from the date when it becomes effective.

Article 9 The Articles shall be of binding force upon the Bank, its shareholders, directors, supervisors, president and other members of the senior management of the Bank. The aforesaid personnel may claim their rights in relation to the Bank in accordance with the Articles.

Shareholders shall have the right to take legal proceedings against the Bank; the Bank shall have the right to take legal proceedings against its shareholders; shareholders shall have the right to take legal proceedings against other shareholders; and shareholders and the Bank shall have the right to take legal proceedings against directors, supervisors, president and other members of the senior management of the Bank pursuant to the provisions of the Articles.

The term “legal proceedings” mentioned in the preceding paragraph shall include the commencement of legal proceedings before a court or application for arbitration to an arbitration organization.

Article 10 The “members of the senior management of the Bank” referred to in the Articles shall include president, vice presidents, chief financial officer, chief risk officer, chief information officer, chief audit officer, secretary to the Board of Directors and other members of the management of the Bank appointed by the Board of Directors.

Article 11 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 status of legal person and shall carry out their operations according to the authorization of the Bank and accept the uniform management of the Bank.

Article 12 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 contribution it has made.

Chapter 2 Purpose and Scope of Business

Article 13 The operation purpose of the Bank is to operate steadily, prevent risks, be trustworthy, forge ahead in an innovative way, provide good-quality and efficient financial services, create good returns for all shareholders and boost economic development and social advancement.

Article 14 With the approval of the banking regulatory institution of the State Council, other regulatory authorities and the company registration authorities, the business scope of the Bank covers: taking public deposits; extending short, medium and long term loans; conducting domestic and international settlement; conducting acceptance and discounting of negotiable instruments; issuance of financial bonds; acting as agents for issuance, honoring and underwriting of government bonds; trading government bonds and financial bonds; conducting inter-bank lending; trading foreign exchanges and trading foreign exchanges as an agent; conducting bank card business; providing L/C service and guarantee; acting as agents for collection, payment and issuance business; providing safe-deposit box service; and any other businesses as approved by the banking regulatory institution of the State Council and other regulatory authorities.

Chapter 3 Shares and Registered Capital

Article 15 The Bank shall have ordinary shares at all time. Ordinary shares issued by the Bank shall include domestic shares and overseas foreign shares. With the approval of competent authorities authorized by the State Council, the Bank may have other classes of shares such as preference shares in accordance with the actual needs.

Preference shares herein refer to other types of shares specified rather than ordinary shares under general rules in accordance with the *Company Law*. Preference shareholders enjoy profit distribution and remaining properties prior to ordinary shareholders, however their voting rights and other rights about participating in the Bank's decision-making and management are subject to restriction.

Unless otherwise specified, share and stock referred in Chapter 3 to Chapter 26 and Chapter 28 herein indicate ordinary share and stock, and shareholder referred in Chapter 3 to Chapter 26 and Chapter 28 herein indicates ordinary shareholder.

Article 16 All shares issued by the Bank shall have a par value of RMB1 per share. The "RMB" mentioned above refers to legal currency of the People's Republic of China (the "PRC").

Article 17 With the approval of relevant regulatory authorities, the Bank may issue shares to domestic and overseas investors.

The “overseas investors” mentioned above refers to the investors of foreign countries and regions as well as Hong Kong, Macau and Taiwan who have subscribed for the shares issued by the Bank. The term “domestic investors” refers to those investors in the PRC other than those regions mentioned above who have subscribed for shares issued by the Bank.

Article 18 Shares issued by the Bank to domestic investors and subscribed for in RMB shall be referred to as “domestic shares”. Domestic shares listed in the PRC shall be referred to as “domestic listed shares”.

Shares issued by the Bank to overseas investors and subscribed for in foreign currency shall be referred to as “overseas foreign shares”. Overseas foreign shares listed abroad shall be referred to as “overseas listed foreign shares”.

The “foreign currency” mentioned above refers to any legal currency of other countries or regions other than RMB that is approved by the State’s regulatory authority of foreign exchange and may be used to pay as the share capital to the Bank.

Domestic shares that are approved by the State Council or the competent authorities authorized by the State Council to be listed in overseas stock exchange and overseas listed foreign shares shall be collectively referred to as “overseas listed shares”.

Article 19 With the approval of the competent authorities authorized by the State Council and the Shareholders’ General Meeting of the Bank, the total number of ordinary shares that the Bank may issue is 250,010,977,486. The number of shares issued to the promoters when the Bank was incorporated is 194,230,250,000, representing 77.69% of the total ordinary shares that the Bank may issue.

Article 20 After the incorporation, the Bank issued 55,780,727,486 ordinary shares, including 46,187,069,880 overseas listed foreign shares (including those issued due to exercise of over-allotment option), representing 18.47% of the total ordinary shares that the Bank may issue; 9,593,657,606 domestic listed shares, representing 3.84% of the total ordinary shares that the Bank may issue.

After the share issuance mentioned aforesaid, the composition of the Bank’s share capital is as follows: 250,010,977,486 ordinary shares, including 240,417,319,880 overseas listed shares, representing 96.16% of the total number of ordinary shares that the Bank may issue; 9,593,657,606 domestic listed shares, representing 3.84% of the total ordinary shares that the Bank may issue.

Article 21 After the plan for issuing overseas listed shares and domestic listed shares by the Bank is approved by the securities regulatory institution of the State Council, the Board of Directors of the Bank may arrange for implementing such plan by means of separate issuance.

The plan for issuance of overseas listed shares and domestic listed 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 institution of the State Council.

Article 22 Where the Bank issues the overseas listed shares and domestic listed 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 institution of the State Council.

Article 23 The registered capital of the Bank is RMB250,010,977,486.

Article 24 According to the demands of operation and business development, the Bank may, in accordance with relevant provisions in the Articles, increase its capital.

The Bank may increase its capital by means of the following ways:

- (1) issuing new shares to non-specific investors;
- (2) issuing new shares to specific investors;
- (3) placing new shares to existing shareholders;
- (4) allotting new shares to existing shareholders;
- (5) converting capital reserve to share capital;
- (6) any other methods permitted by laws, regulations and rules.

After being approved according to the Articles, the Bank's issuance of new shares shall be handled in accordance with the procedures stipulated in relevant State laws, regulations and rules.

If the Bank issues convertible bonds resulting in capital increase, it shall be handled in accordance with applicable laws, regulations, rules, the prospectus of convertible bonds and other relevant documents.

Chapter 4 Reduction of Capital and Repurchase of Shares

Article 25 The Bank may reduce its registered capital in accordance with the provisions of the Articles.

Article 26 The Bank shall prepare its balance sheet and lists of assets when it proposes to reduce the registered capital.

The Bank shall notify its creditors within ten (10) days of adopting the resolution to reduce the registered capital and shall publish an announcement of the resolution in newspaper within thirty (30) days. Creditors shall, within thirty (30) days of receiving the written notice (for those who have received the written notice), or within forty-five (45) days from the date of public announcement (for those who have not received the written notice), be entitled to request the Bank to discharge its debts or provide corresponding security.

The registered capital of the Bank after capital reduction shall not be less than the statutory minimum.

Article 27 On the basis that there is no contravention of laws, administrative regulations and listing rules, and after being approved under the procedures stipulated by the Articles and obtaining approvals from relevant competent authorities of the State, the Bank may repurchase its issued and outstanding shares under the following circumstances:

- (1) cancelling shares for the purpose of reducing the registered capital of the Bank;
- (2) merging with any other companies holding shares of the Bank;
- (3) granting shares to employees of the Bank as a reward;
- (4) being requested to repurchase the shares held by the shareholders who vote against the merger or division resolutions adopted at the Shareholders' General Meeting;
- (5) any other circumstances permitted by laws, regulations and rules.

Where the Bank repurchases its shares under circumstances (1) to (3) of paragraph 1 above, a resolution of the Shareholder's General Meeting shall be made. Where the Bank repurchases its shares under circumstance (1), it shall cancel the shares within ten (10) days from the date of repurchase. Where the Bank repurchases its shares under circumstances (2) and (4), it shall transfer or cancel the shares within six (6) months. The total par value of shares canceled shall be deducted from the registered capital of the Bank, and the Bank shall apply to the original company registration authority for change of registered capital after being approved by the banking regulatory institution of the State Council.

The shares repurchased under circumstance (3) of paragraph 1 above shall not exceed five percent (5%) of the total issued and outstanding shares of the Bank; the funds for repurchase shall be from the after-tax profits of the Bank and the shares repurchased shall be transferred to employees within one (1) year.

Article 28 The Bank may repurchase its shares in any of the following ways after being approved by relevant authorities of the State:

- (1) making a repurchase offer *pro rata* to all shareholders;
- (2) repurchasing by means of open transaction on a securities exchange;
- (3) repurchasing by means of contractual agreement outside a securities exchange;
- (4) any other ways as permitted by laws and administrative regulations or by relevant authorities.

Article 29 When the Bank repurchases its shares by contractual agreement outside a securities exchange, prior approval shall be obtained from the Shareholders' General Meeting in accordance with the procedures provided under the Articles. Upon the prior approval of the Shareholders' General Meeting in the same way, the Bank may rescind or change the contract for shares repurchase through agreement concluded in the manner set forth above or waive any of its rights under such contract.

The contracts for the share repurchase referred in the preceding paragraph shall include (but not limited to) agreements whereby obligations of repurchased shares are undertaken and rights of repurchased shares are acquired.

The Bank shall not assign the contracts for share repurchase or any of its rights under such contracts.

Article 30 Unless the Bank has already entered into the liquidation stage, it shall comply with the following stipulations when repurchasing its issued and outstanding shares:

- (1) where the Bank repurchases its shares at the par value, the amount thereof shall be deducted from the book balance of the distributable profits of the Bank and the proceeds from the new shares issuance for the purpose of repurchasing old shares;
- (2) where the Bank repurchases its shares at a price higher than the par value, the portion equivalent to the aggregate par value thereof shall be deducted from the book balance of the distributable profits of the Bank and the proceeds from the new shares issuance for purpose of repurchasing the old shares. The portion beyond the aggregate par value thereof shall be treated in accordance with the following methods:
 - (a) where the shares repurchased are issued at par value, such portion shall be deducted from the book balance of the distributable profits of the Bank;
 - (b) where the shares repurchased are issued at a price higher than the par value, such portion shall be deducted from the book balance of the distributable profits of the Bank and the proceeds from the new shares issuance for

purpose of repurchasing the old shares. However, the amount deducted from the proceeds from the new shares issuance shall neither exceed the total premium obtained from the issuance of old shares, nor exceed the balance of the Bank's premium account (or capital reserve account) (including the premium from the new shares issuance) at the repurchase;

- (3) The amounts paid by the Bank for the following purposes shall be paid from the Bank's distributable profits:
 - (a) obtaining the right to repurchase its shares;
 - (b) modifying any contract concerning shares repurchase;
 - (c) relieving itself from its obligations under any repurchase contract;
- (4) after the total par value of the shares cancelled is deducted from the registered capital of the Bank in accordance with relevant regulations, the amount deducted from the distributable profits which is used for the repurchase of par value portion of the repurchased shares shall be booked in the premium account (or capital reserve account) of the Bank.

Chapter 5 Financial Aid for the Purchase of Shares in the Bank

Article 31 The Bank or its subsidiaries shall not at any time offer any financial aid by any means to purchasers or prospective purchasers of the Bank's shares. Such purchasers of the shares of the Bank as mentioned above shall include those who directly or indirectly assume the obligations due to purchase of the shares of the Bank.

The Bank or its subsidiaries shall not offer any financial aid at any time by any means in order to reduce or relieve the obligations of the aforesaid obligors.

This article does not apply to the circumstances as provided in Article 33 of this chapter.

Article 32 The "financial aid" referred to in this chapter shall include but not limited to the following ways:

- (1) donation;
- (2) security (including the assumption of liabilities as a guarantor or posting property to secure the obligator's performance of obligations), compensation (excluding the compensation arising from the Bank's fault), relief or waiver of rights;
- (3) providing loans or entering into contracts in which the Bank performs its obligations prior to other parties, changing of parties to such loans and contracts;

transferring of rights in such contracts, etc.;

- (4) financial aid provided by the Bank in any other forms when the Bank is unable to pay its debts or has no net assets or is in such circumstance that financial aid will lead to substantial decrease of net assets.

The “assumption of obligations” referred to in this chapter shall include the assumption of obligations arising from the conclusion of a contract, the making of an arrangement (whether or not the aforesaid contract or arrangement is enforceable, or whether or not such obligations are assumed by the obligor individually or jointly with other persons), or other manners which may change the obligor’s financial status.

Article 33 The following acts shall not be deemed as the acts forbidden under Article 31 of this chapter:

- (1) where the Bank provides the relevant financial aid in good faith for the benefit of the Bank and the main purpose of the financial aid is not for the purchase of shares of the Bank, or the financial aid is an incidental part of an overall plan of the Bank;
- (2) lawful distribution of the Bank’s property in the form of dividends;
- (3) distribution of dividends in the form of shares;
- (4) reduction of registered capital, shares repurchase, adjustment of shareholding structure, etc., in accordance with the Articles;
- (5) provision of loans by the Bank within its business scope and in the ordinary course of business (provided that the provision does not lead to a reduction in the net assets of the Bank or that even if it constitutes a reduction, the financial aid would be paid out of the Bank’s distributable profits);
- (6) provision of funds by the Bank for an employee share ownership plan (provided that the provision does not lead to a reduction in the net assets of the Bank or that even if it constitutes a reduction, the financial aid would be paid out of the Bank’s distributable profits).

Chapter 6 Share Certificates and Register of Shareholders

Article 34 The shares of the Bank shall be in registered form.

Share certificates of the Bank shall state the following major items:

- (1) the name of the Bank;

- (2) the incorporation date of the Bank;
- (3) the class, par value and number of shares represented by the share certificate;
- (4) the serial number of the share certificate;
- (5) other items that should be stated pursuant to the Company Law, the Special Provisions and relevant regulations of the local securities regulatory authorities where shares of the Bank are listed.

Article 35 When the Bank's overseas listed shares are listed in the Stock Exchange of Hong Kong Limited ("SEHK"), the Bank shall ensure that the certificates for shares listed on the SEHK carry the following statements:

- (1) the share transferee and the Bank (including its shareholders), as well as the Bank and its shareholders shall agree to comply with, by entering into an agreement, and satisfy, the provisions in the Company Law, the Special Provisions and the Articles;
- (2) the share transferee shall reach an agreement with each of the shareholders, directors, supervisors, president and other members of the senior management of the Bank, and the Bank (representing the Bank itself and each director, each supervisor, the president and each of other members of the senior management of the Bank) shall reach an agreement with each shareholder, that any dispute and claim arising from the Articles as well as any dispute and claim in connection with the Bank's affairs arising from the rights and obligations specified in the Company Law and other Chinese laws, regulations, rules shall be settled through arbitration according to the Articles, and any submission for arbitration shall be deemed as an authorization to the arbitral tribunal for public hearing and announcement of its award. The arbitration award shall be final;
- (3) the share transferee shall reach an agreement with the Bank and its shareholders that the shares of the Bank may be freely transferred by holders, unless otherwise specified in laws, regulations, rules and relevant provisions of the local securities regulatory authorities where shares of the Bank are listed;
- (4) the share transferee shall authorize the Bank to enter into an agreement with each of the directors and members of the senior management of the Bank on behalf of the transferee, under which such directors and members of the senior management of the Bank shall undertake to comply with and perform their obligations to shareholders as specified in the Articles.

The Bank shall instruct and procure its share registrar to refuse to register the subscription, purchase or transfer of shares in the name of a shareholder unless the shareholder provides to the share registrar a completed form which must contain the

aforesaid statements, for subscription, purchase or transfer of shares.

Article 36 The share certificate shall be signed by the chairman of the Board of Directors. Where the signatures of other members of the senior management of the Bank are required by the local securities regulatory authorities where shares of the Bank are listed, the share certificate shall also be signed by such other senior management members of the Bank. The share certificate of the Bank shall come into force after the Bank's seal is affixed thereto or printed thereon. Affixing the seal of the Bank on the share certificates shall be authorized by the Board of Directors. The signatures of the chairman of the Board of Directors, or other members of the senior management of the Bank on the share certificates may also be in printed form. Provisions of the local securities regulatory authorities where shares of the Bank are listed shall be applicable where shares of the Bank are issued and transacted in a paperless manner.

Article 37 The Bank shall maintain a register of shareholders to record the following items:

- (1) the name, address or domicile, occupation or nature of business of each shareholder;
- (2) the class and number of shares held by each shareholder;
- (3) amount already paid or payable for the shares held by each shareholder;
- (4) the serial number of share certificate held by each shareholder;
- (5) the date on which each shareholder is registered as a shareholder;
- (6) the date on which each shareholder ceases to be a shareholder.

Unless proven to the contrary, the register of shareholders shall be the sufficient proof to substantiate that the shareholder holds the shares of the Bank.

Article 38 The Bank may maintain the register of shareholders of its overseas listed shares abroad and entrust a foreign agent to manage it in accordance with the understanding and agreement reached between the securities regulatory institution of the State Council and the overseas securities regulatory authorities. The original of register of shareholders of overseas listed shares listed in Hong Kong shall be maintained in Hong Kong.

The Bank shall keep a duplicate of the register of shareholders of overseas listed shares at its domicile. The entrusted foreign agent shall ensure that the original and the duplicate of the register of shareholders of overseas listed shares are consistent at all times.

If the original and duplicate of the register of shareholders of overseas listed shares are

inconsistent, the original shall prevail.

Article 39 The Bank shall keep a complete register of shareholders: The register of shareholders shall include the following parts:

- (1) the register of shareholders maintained at the domicile of the Bank other than those as provided in items (2) and (3) of this paragraph;
- (2) the register of shareholders of overseas listed shares of the Bank maintained at the locality of the overseas stock exchange;
- (3) the register of shareholders maintained in such other places as the Board of Directors may deem necessary for listing purposes.

Article 40 Each part of the register of shareholders shall not overlap with other parts. In respect of the transfer of certain registered shares registered in any part in the register of shareholders, such shares shall not be registered as other parts of the register of shareholders during the period of existence of such shares.

The change or the rectification of any part of the register of shareholders shall be made in accordance with local laws where such part of the register of shareholders is maintained.

Article 41 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.

If registration of changes in the register of shareholders is otherwise prescribed in laws, regulations, rules and regulations of local securities regulatory authorities where shares of the Bank are listed, relevant provisions shall be observed.

Article 42 If the Bank intends to hold a Shareholders' General Meeting, distribute dividends, conduct liquidation or other activities where the equity interests need to be confirmed, the Board of Directors or the convener of the Shareholders' General Meeting shall decide the date for determination of equity interests. Shareholders whose names appear on the register of shareholders at the end of that day shall be shareholders of the Bank.

Article 43 Anyone who has dispute over the register of shareholders and requires to register its/his/her name in the register of shareholders or to delete its/his/her name from the register of shareholders may apply to the competent court for rectification of the register of shareholders.

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.

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.

Applications for reissuing 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 authorities where the Bank’s shares are listed or other relevant regulations.

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:

- (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;
- (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;
- (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 of Directors. The period of announcement shall be ninety (90) days and the announcement shall be republished at least once every thirty (30) days;
- (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;

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;

- (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;
- (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 reissuance in the register of shareholders;
- (7) all costs and expenses incurred by the Bank's cancellation of the original share certificate and reissuance 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.

Article 45 After the Bank reissues the new share certificate in accordance with the Articles, the names of the *bona fide* purchasers who obtain the aforesaid new share certificate or the shareholders who are subsequently registered as the owners of such shares (provided that it/he/she is a *bona fide* purchaser) shall not be deleted from the register of shareholders.

Article 46 The Bank shall assume no obligation to compensate those who suffer loss due to the Bank's cancellation of the original share certificate or reissuing of new share certificate, unless such persons can prove fraud on the part of the Bank.

Chapter 7 Transfer of Shares

Article 47 Unless otherwise specified by laws, regulations and rules or relevant regulations of the local securities regulatory authorities where shares of the Bank are listed, the shares of the Bank may be transferred freely without any lien attached.

Article 48 The transfer of shares of the Bank shall be registered with the shares registration organization appointed by the Bank.

Article 49 All paid-up overseas listed shares listed in Hong Kong may be freely transferred in accordance with the Articles. However, the Board of Directors may refuse to recognize any transfer documents without stating any reason unless the following conditions are met:

- (1) HKD2.5 (for each transfer instrument) or such higher fee as determined by the Board of Directors (such fee shall not exceed the amount specified in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”)) shall be paid to the Bank, to register share transfer instruments and other documents that are pertinent to share ownership or will affect share ownership;
- (2) the transfer instruments only involve the overseas listed shares listed in Hong Kong;
- (3) the required stamp duty has been paid for transfer instruments;
- (4) the relevant share certificate(s), as well as the evidence reasonably required by the Board of Directors certifying that the transferor has the right to transfer the shares, shall be provided;
- (5) if shares are to be transferred to joint holders, the number of shareholders jointly registered shall not exceed four (4);
- (6) relevant shares of the Bank are not attached with any lien of any company.

If the Bank refuses to register the share transfer, the Bank shall send a notice of refusal to the transferor and the transferee within two (2) months from the date on which the transfer application is officially filed.

Article 50 For transfer of all overseas listed shares, a written transfer instrument in the general or ordinary form or in such other form as accepted by the Board of Directors shall be adopted. The written transfer document may be signed manually. If the shareholders are the authorized clearing house as defined in the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) or its agent, the written transfer instrument may be signed in printed form.

Chapter 8 Rights and Obligations of Shareholders

Article 51 Shareholders of the Bank shall be persons who lawfully hold the shares of the Bank and whose names are registered in the register of shareholders.

Shareholders shall enjoy rights and undertake obligations according to the class and proportion of shares held by them. Shareholders who hold the same class of shares shall enjoy equal rights and undertake equal obligations.

If more than two (2) persons are registered as joint shareholders of any share, they shall be regarded as common owners of relevant shares, but shall be subject to the following provisions:

- (1) the Bank shall not register more than four (4) persons as joint shareholders of any shares;
- (2) all joint shareholders of any shares shall assume joint and several liabilities for all amount payable for relevant shares;
- (3) if one of the joint shareholders dies, then only the other surviving persons of the joint shareholders shall be deemed by the Bank as owners of the relevant shares; however, the Board of Directors shall have right to request the surviving shareholders to provide death certification documents that it deems appropriate for the purpose of amending the register of shareholders;
- (4) for joint shareholders of any shares, only the joint shareholder whose name appears first in the register of shareholders shall have right to receive relevant share certificate from the Bank, to receive notice from the Bank, to attend the Shareholders' General Meeting of the Bank or to exercise all voting rights concerning the relevant shares. The notice delivered to the aforesaid person shall be deemed to have been delivered to all the joint shareholders of relevant shares.

Article 52 Shareholders of ordinary shares of the Bank shall have the following rights:

- (1) to collect dividends and other forms of benefits distributed on the basis of the number of shares held by them;
- (2) to attend or entrust proxy to attend Shareholders' General Meetings and exercise voting rights;
- (3) to supervise business operation of the Bank and put forward suggestions or inquiries accordingly;
- (4) to 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 authorities where shares of the Bank are listed as well as the Articles;
- (5) to obtain relevant information in accordance with the Articles, including:
 - (a) to obtain the Articles after paying relevant costs and expenses;
 - (b) to review without being charged and make copies of the following documents after paying reasonable costs therefor:
 - 1 all parts of the register of shareholders;
 - 2 the status of share capital of the Bank;

- 3 the counterfoil book of bonds issued by the Bank;
- 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;
- 5 minutes of Shareholders' General Meeting, resolutions of meetings of Board of Directors and resolutions of meetings of Board of Supervisors;
- 6 audited financial accounting reports of the Bank as well as reports of the Board of Directors and the Board of Supervisors;
- 7 copies of the latest annual declaration form that have been presented to State Administration for Industry & Commerce or other competent institution for filing.

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;

- (6) to 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;
- (7) other rights given by laws, regulations, rules, relevant provisions of the local securities regulatory authorities where the Bank's shares are listed as well as the Articles.

Article 53 Shareholders of ordinary shares of the Bank shall undertake the following obligations:

- (1) to abide by the Articles and resolutions of the Shareholders' General Meeting;
- (2) to pay share capital according to the number of shares subscribed by them and the method of capital contribution;
- (3) not to redeem their shares except under the circumstances provided by laws, regulations and rules;
- (4) to support the measures proposed by the Board of Directors to raise the capital adequacy ratio when such ratio of the Bank is below the statutory standard;
- (5) not to 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;

- (6) not to 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 evades 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;
- (7) other obligations imposed by laws, regulations, rules and the Articles.

Shareholders shall not assume any responsibilities for further capital contribution other than the conditions agreed to by the subscriber of relevant shares on subscription.

Article 54 Any entity or individual that proposes to purchase more than five percent (5%) of the total issued and outstanding shares of the Bank shall obtain a prior approval from the banking regulatory institution of the State Council.

If a shareholder holds more than five percent (5%) of the total issued and outstanding shares of the Bank (the “excess shares”) without obtaining a prior approval from the banking regulatory authority of the State Council, before obtaining the said approval, such shareholders’ rights specified in Article 52 herein based on the excess shares shall be restricted on the aspects including but not limited to:

- (1) the excess shares have no voting rights at the Shareholders’ General Meeting (including voting of a certain class of shareholders);
- (2) the excess shares have no right to nominate candidates for directors or supervisors as specified in the Articles.

If the approval from the banking regulatory institution of the State Council has been obtained, such shareholder shall hold excess shares according to the approval.

If the approval from the banking regulatory institution of the State Council has not been obtained, such shareholder shall transfer the excess shares within the term specified by the banking regulatory institution of the State Council.

Notwithstanding the above provisions, the shareholder holding excess shares shall not be restricted in the way when exercising the shareholders’ rights specified in items (1) and (6) of Article 52 herein.

Article 55 The controlling shareholders of the Bank have a fiduciary duty to the Bank and other shareholders. The controlling shareholders shall strictly comply with laws, regulations, rules and the Articles when exercising their rights as investors, and

shall not abuse their controlling status to gain improper benefits, or cause detriments to rights and interests of the Bank, other shareholders and creditors.

Besides the obligations as required by laws, regulations, rules or relevant regulations of the local securities regulatory authorities where shares of the Bank are listed, the controlling shareholders shall not use its voting power to make any decisions that impair the interests of all or some of the shareholders concerning the following aspects when they exercise their rights as shareholders:

- (1) to exempt the responsibility of any director or supervisor to act in good faith for maximum benefit of the Bank;
- (2) to approve any director or supervisor to deprive the property of the Bank (for their own or others' benefits) in any form, including but not limited to the opportunities favorable to the Bank;
- (3) to approve any director or supervisor to deprive individual rights and interests of other shareholders (for their own or others' benefits) including but not limited to any distribution rights, voting rights, but excluding the restructuring of the Bank which is submitted to and approved by the Shareholders' General Meeting in accordance with the Articles.

Article 56 The controlling shareholders shall strictly comply with laws, regulations, rules, relevant regulations of the local securities regulatory authorities where the shares of the Bank are listed as well as the conditions and procedures provided by the Articles when they nominate candidates for directors and supervisors of the Bank. The candidates for directors and supervisors nominated by the controlling shareholders shall have relevant professional knowledge as well as decision-making and supervision capacity. The resolution on personnel election by the Shareholders' General Meeting or resolution on engagement by the Board of Directors does not require any approval of any shareholder. The appointment and removal of members of the senior management of the Bank by shareholders superseding the Shareholders' General Meeting and Board of Directors shall be deemed as invalid.

Article 57 The "controlling shareholder(s)" herein shall refer to the person(s) satisfying any of the following conditions:

- (1) the person may elect more than half (1/2) of the directors when acting alone or in concert with others;
- (2) the person may exercise or control the exercise of more than thirty percent (30%) of the total voting shares of the Bank when acting alone or in concert with others;
- (3) the person holds more than thirty percent (30%) of the issued and outstanding

shares of the Bank when acting alone or in concert with others;

- (4) the person may *de facto* control the Bank in any other manners when acting alone or in concert with others.

The term “acting in concert” herein shall mean that two (2) or more persons, through legal means such as agreement (verbal or written), cooperation, affiliate relations, enlarge their control proportion in the shares of the Bank or reinforce their control in the Bank and take actions expressing the same will when exercising the voting rights of the Bank.

The circumstances for “expressing the same will” as referred to above shall include joint presentation of proposals, joint nomination of directors, entrustment of exercising the voting rights which do not state the voting intention but excluding the circumstance where proxy is publicly collected.

Article 58 The loans conditions that the Bank offers to the shareholders shall not be more favourable to those of the same type of loans that the Bank offers to other borrowers.

Article 59 Shareholders who hold more than five percent (5%) of the issued and outstanding shares with voting rights of the Bank and owe overdue loans to the Bank shall be restricted from exercising voting rights during the overdue period.

Article 60 When the Bank has the liquidity problem specified by prevailing laws, regulations and rules, shareholders who have borrowed money from the Bank and hold more than five percent (5%) of the issued and outstanding shares with voting rights of the Bank shall immediately repay their borrowings due and prepay those undue.

Article 61 The Bank shall not accept the shares of the Bank as collateral for any pledge.

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.

Article 62 Transactions between the Bank and the shareholders shall be conducted based on the principles of fairness, voluntariness, arm’s length, and paying consideration, and the Bank shall disclose relevant transactions according to relevant regulations.

Chapter 9 Shareholders’ General Meeting

Article 63 The Shareholders’ General Meeting is the organ of power of the Bank and

shall exercise functions and powers according to the law.

Article 64 The Shareholders' General Meeting shall legally exercise functions and powers on the following matters:

- (1) to decide on the Bank's business policies and investment plans;
- (2) to elect and replace directors and decide on remuneration of relevant directors;
- (3) to elect and replace supervisors who are to be appointed from the shareholders' representatives and external supervisors, and to decide on the remuneration of relevant supervisors;
- (4) to review and approve the report of the Board of Directors;
- (5) to review and approve the report of the Board of Supervisors;
- (6) to review and approve the Bank's annual financial budgets and final accounts;
- (7) to review and approve the Bank's profit distribution plan and plan for making up for losses;
- (8) to make resolutions on the Bank's increase or reduction of registered capital;
- (9) to make resolutions on the Bank's merger, division, dissolution, liquidation or other matters;
- (10) to make resolutions on the issuance and listing of corporate bonds or other negotiable securities;
- (11) to make resolutions on the Bank's material acquisitions and repurchase of the Bank's shares;
- (12) to make resolutions on the Bank's engagement, removal or non-renewal of the accounting firm;
- (13) to amend the Articles and other basic documents of corporate governance;
- (14) to review the proposals presented by the shareholders independently or collectively holding more than three percent (3%) of the issued and outstanding shares of the Bank;
- (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;

- (16) to review and approve changes in the use of raised proceeds;
- (17) to review the share incentive plan;
- (18) to decide the issuance of preference shares; to decide or authorize the Board of Directors to decide the matters relating to the issuance of preference shares by the Bank, including but without limitation to repurchase, conversion and dividend distribution etc.;
- (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.

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 authorities where shares of the Bank are listed and the Articles.

Article 65 Matters that shall be resolved at the Shareholders' General Meeting in accordance with laws, regulations, rules, relevant regulations of the local securities regulatory authorities 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. 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. 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.

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.

Article 66 The Bank shall not enter into a contract with any person other than directors, supervisors, president and other members of the senior management of the Bank for the delegation of the management of the whole or the substantial business of the Bank without the prior approval of a Shareholders' General Meeting.

Article 67 The Shareholders' General Meeting are categorized into annual

shareholders' general meeting and extraordinary shareholders' general meeting. The Shareholders' General Meeting is generally convened by the Board of Directors unless otherwise specified in the Articles.

- (1) The annual shareholders' general meeting is held on a yearly basis and convened within the six (6) months from the end of a fiscal year. In the event that an annual shareholders' 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 authorities where shares of the Bank are listed, explaining the reasons for such postponement, and an announcement shall be issued to the public.
- (2) In any of the following circumstances, the Bank shall hold an extraordinary shareholders' general meeting within two (2) months from the date of the occurrence of such circumstance:
 - (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;
 - (b) the Bank's uncovered losses account for one third (1/3) of the total share capital;
 - (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;
 - (d) the Board of Directors considers it necessary to hold such a meeting;
 - (e) the Board of Supervisors proposes to hold such a meeting;
 - (f) more than half (1/2) of the independent non-executive directors ("Independent Directors") propose to hold such a meeting;
 - (g) other circumstances provided by banking regulatory institution of the State Council;
 - (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.

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 the *Procedural Rules for Shareholders' General Meeting of China Construction Bank Corporation*.

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.

Article 68 The Bank shall issue a notice in writing forty-five (45) days prior to the holding of a Shareholders' General Meeting, and inform all registered shareholders of the date, the venue and the matters to be considered at the meeting. Shareholders who intend to attend the Shareholders' General Meeting shall deliver a written reply confirming the attendance to the meeting to the Bank twenty (20) days prior to the holding of the meeting.

Article 69 The following provisions shall be complied with when submitting proposals to the Shareholders' General Meeting:

- (1) The following institutions or persons may submit proposals to the Shareholders' General Meeting:
 - (a) proposals of Shareholders' General Meeting shall be presented by the Board of Directors in general;
 - (b) the Board of Supervisors and the shareholders who, either individually or jointly, hold more than three percent (3%) shares of the Bank shall have the right to submit proposals to the Bank;
 - (c) the Board of Supervisors shall be responsible for submitting proposals when it considers necessary to convene an extraordinary shareholders' general meeting;
 - (d) if shareholders who hold, individually or jointly, more than ten percent (10%) of total issued and outstanding voting shares of the Bank propose to convene an extraordinary shareholders' general meeting, the proposing shareholders shall be responsible for submitting proposals no matter whether the meeting is convened by the Board of Directors or not;
 - (e) if more than half (1/2) of the Independent Directors propose the Board of Directors to convene an extraordinary shareholders' general meeting, these Independent Directors shall be responsible for submitting proposals.
- (2) Shareholders who, either individually or jointly, hold more than three percent (3%) shares of the Bank may present interim proposals to the convener in writing

twenty (20) days prior to the holding of a Shareholders' General Meeting. After receiving an interim proposal, the convener shall, if such proposal meets the relevant criteria, include it in the agenda of the Shareholders' General Meeting and inform other shareholders of the same as soon as possible. If an interim proposal is not included in the agenda of a Shareholders' General Meeting, the convener shall explain the reason(s) at the Shareholders' General Meeting. Except for the above aforesaid circumstances, the convener shall neither modify the proposals listed in, nor add new proposals to, the notice of a Shareholders' General Meeting after the notice of the Shareholders' General Meeting has been issued.

Article 70 Proposal on candidates for directors and supervisors shall comply with the following provisions:

- (1) The following institutions or persons may raise proposals on candidates for directors and supervisors to the Shareholders' General Meeting:
 - (a) shareholders who individually or jointly hold more than three percent (3%) of the total issued and outstanding voting shares of the Bank shall have the right to put forward proposals on candidates for directors (including Independent Directors) and non-employee supervisors (including external supervisors);
 - (b) the Board of Directors shall have the right to put forward proposals on candidates for directors (including Independent Directors);
 - (c) the Board of Supervisors shall have the right to put forward proposals on candidates for non-employee supervisors (including external supervisors) and Independent Directors;
 - (d) shareholders who individually or collectively hold more than one percent (1%) of the total issued and outstanding voting shares of the Bank shall have the right to put forward proposals on candidates for Independent Directors and external supervisors.

The number of candidates nominated in the proposal shall comply with the Articles, which shall not exceed the number of positions to be elected.

- (2) Procedures for nominating candidates for directors and supervisors are:
 - (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;

- (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;
- (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.

Article 71 Proposals of the Shareholders' General Meeting shall meet the following conditions:

- (1) the contents shall not conflict with laws, regulations, rules and the Articles, and shall fall within the Bank's business scope and the authority of the Shareholders' General Meeting;
- (2) it shall have a clear topic and specific matters for resolution;
- (3) it shall be submitted to the Board of Directors in writing (except in the circumstance that the Shareholders' General Meeting is not convened by the Board of Directors in accordance with the Articles).

Article 72 The Board of Directors shall include matters that satisfy the criteria set out in Articles 69, 70 and 71 above onto the agenda of the Shareholders' General Meeting.

The Shareholders' General Meeting shall not pass any resolution for the proposals not satisfying the above provisions.

Article 73 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 (1/2) of the total issued and outstanding 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 issued and outstanding 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 without any addition or deletion. After the announcement is issued, the Bank may hold the Shareholders' General Meeting.

Extraordinary shareholders' general meeting shall not resolve on any matters not listed in the public notice.

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.

Article 74 Notice of the Shareholders' General Meeting shall satisfy the following requirements:

- (1) it shall be made in writing;
- (2) it shall indicate the venue, the date and the time of the meeting;
- (3) it shall state the matters to be discussed at the meeting, adequately disclose the contents of all proposals, and if a matter decided at a previous Shareholders' General Meeting is to be changed, list the complete information of the matter concerned as provided in the former resolution (listing only the amendments is not adequate);
- (4) it shall provide shareholders with all materials and explanations necessary for shareholders to make advisable decisions on the matter to be discussed; this principle shall include (but not limit to) that where the Bank proposes merger, share repurchase, capital restructuring or other restructurings, it shall provide the concrete conditions and contracts (if any) of the proposed transaction and make

careful explanation on the reason and result of the transaction in case;

- (5) if any director, supervisor, president or other members of the senior management of the Bank has conflicts of interests in the matters to be discussed, the notice shall disclose the nature and degree of such conflicts of interests; if the matters to be discussed exert different influence on any director, supervisor, president or any other member of the senior management of the Bank as a shareholder from that on other shareholders of the same class, the notice shall explain the difference;
- (6) it shall include the full text of any special resolutions to be adopted at the meeting;
- (7) it shall clearly state that any shareholder entitled to attend and vote at the Shareholders' General Meeting may entrust one or more proxies to attend and vote at the meeting on its/his/her behalf, and that the proxy/proxies may not be a shareholder of the Bank;
- (8) it shall indicate the time and place, for the delivery of the power of attorney for proxy;
- (9) it shall indicate the date for the determination of rights of shareholders that are entitled to attend the Shareholders' General Meeting;
- (10) it shall indicate the names and telephone numbers of the standing contacts for the meeting;
- (11) if any shareholder attends the Shareholders' General Meeting by Internet or other methods, it shall clarify the voting time and procedures for such methods.

Article 75 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 listed shares, the notice of Shareholders' General Meeting may also be issued by announcement.

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 of domestic listed shares shall be deemed as having received the notice of Shareholders' General Meeting. In a practical and feasible case, the Chinese and English versions of the announcement shall be published in major Chinese newspaper and an English newspaper of Hong Kong respectively on the same day.

Article 76 The inadvertent failure to serve a notice of meeting to any shareholder who has the right to receive such notice, or any failure by any such shareholders

to receive such notice, shall not affect the validity of the Shareholders' General Meeting convened and the resolutions passed.

Article 77 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.

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.

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:

- (1) the right to speak;
- (2) the right to vote.

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.

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.

Article 78 Shareholders shall appoint proxy in a written form, which shall be signed by the principal or the agent authorized by the principal in writing. If the principal is a legal person, the document shall be affixed with the legal person's seal or signed by its director or duly appointed agent. The power of attorney for proxy shall state the following contents:

- (1) name of the principal and the proxy;
- (2) the number of shares held by the principal for whom the proxy represents;

- (3) whether the proxy has the voting rights;
- (4) instruction of the principal on whether to cast an affirmative or negative vote or abstain from each item listed on the meeting agenda;
- (5) whether the principal has voting rights over interim proposals that may possibly be included into the agenda of the Annual Shareholders' General Meeting and specific instruction on the vote to be casted;
- (6) the issuance date and effective period of the power of attorney;
- (7) the signature of the principal or the person entrusted by the principal in writing.

The corporate seal or signature of directors or the person formally entrusted shall be given if the principal is a legal person shareholder.

Article 79 The power of attorney for proxy shall be placed at the domicile of the Bank or other place designated in the meeting notice twenty-four hours prior to the holding of relevant meeting or twenty-four hours prior to the given voting time. If the power of attorney is signed by a person authorized by the principal, the power of attorney for signature authority and other relevant authorization documents shall be notarized. The notarized power of attorney or other relevant authorization documents shall be placed at the domicile of the Bank or other place designated in the meeting notice together with the power of attorney for proxy.

If the principal is a legal person, its legal representative or other person authorized by its board of directors and other decision-making agency shall attend the Bank's Shareholders' General Meeting on behalf of the principal.

If the shareholder is a recognized clearing house or its agent, the shareholder may authorize one or more persons it deems appropriate to attend the Shareholders' General Meeting or the meeting for a certain class of shareholders on its behalf; and if more than two (2) persons are authorized, the power of attorney shall explicitly indicate the number and class of shares each proxy represents. Persons obtaining the above authorization may exercise corresponding rights on behalf of the recognized clearing house or its agent in the same way as that of a natural personal shareholder of the Bank.

Article 80 The blank standard power of attorney issued by the Board of Directors to the shareholders for appointment of proxies shall enable the shareholders to select and instruct the proxy to cast an affirmative, negative vote or to abstain from voting, and give specific instruction to the proxies on the voting of each meeting item. The power of attorney shall indicate that the proxy may vote at his own discretion if the shareholder makes no instruction.

Article 81 If the principal dies, loses his/her civil capacity, cancels the authorization, withdraws the authorization to sign the power of attorney, or relevant shares have been transferred prior to the voting, the proxy's voting in accordance with the power of attorney remains valid as long as the Bank does not receive the written notice on such matters before the commencement of the relevant meeting.

Article 82 The Bank shall hold the Shareholders' General Meeting at the Bank's domicile or other definite place.

Article 83 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.

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.

Article 84 Resolutions of the Shareholders' General Meeting are divided into ordinary resolutions and special resolutions.

The ordinary resolutions adopted at a Shareholders' General Meeting shall be approved by more than half (1/2) of the voting rights represented by shareholders (or proxies) attending meeting.

The special resolutions adopted at a Shareholders' General Meeting shall be approved by more than two thirds (2/3) of the voting rights represented by shareholders (or proxies) attending meeting.

Article 85 When voting at the Shareholders' General Meeting, a shareholder (inclusive of the proxy) shall exercise the voting rights according to the number of voting shares the Shareholder represents, with each share representing one vote. However, shares held by the Bank itself do not have voting rights, and shall not be included into the total number of voting rights of shares attending a Shareholders' General Meeting.

Article 86 The Shareholders' General Meeting shall adopt registered ballot for voting.

Article 87 It is not necessary for a shareholder (including the proxy) with two (2) or more voting rights to exercise all voting rights with affirmative votes or negative votes or abstention.

Article 88 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.

Blank ballots, incorrectly filled ballots and ballots with unidentifiable characters as well as ballots not cast shall be deemed as that the voters waive the voting right, and the voting result for the shares held by them shall be recorded as "abstaining from voting".

Article 89 The following matters shall be approved by ordinary resolutions passed at a Shareholders' General Meeting:

- (1) the Bank's business policies and investment plans;
- (2) work reports of the Board of Directors and the Board of Supervisors;
- (3) profit distribution plan and plan for making up for losses drafted by the Board of Directors;
- (4) election and removal of the members of the Board of Directors and the Board of Supervisors (except the employee representative supervisors), as well as the remuneration, payment method and professional liability insurance for them;
- (5) the Bank's annual budget, final accounts and annual report;
- (6) the Bank's significant acquisitions, except for those that shall be approved by the Shareholders' General Meeting with special resolutions;
- (7) the Bank's significant equity investment, bond investment, asset purchase, asset disposal, asset write-off, asset mortgage and other non-commercial banking business guarantee, except for those that shall be approved by the Shareholders' General Meeting with special resolutions;
- (8) engagement, removal or non-renewal of accounting firm;
- (9) other matters other than those required to be approved with special resolutions as provided by laws, regulations, rules, provisions of local securities regulatory authorities where shares of the Bank are listed and Articles.

Article 90 The following matters shall be approved by special resolutions passed at a Shareholders' General Meeting:

- (1) increase or reduction of the Bank's share capital, issuance of any class of shares, warrants or other similar securities;

- (2) repurchase of the Bank's shares;
- (3) issuance of convertible bonds by the Bank;
- (4) issuance of subordinated bonds by the Bank;
- (5) issuance of corporate bonds;
- (6) division, merger, dissolution or liquidation of the Bank;
- (7) purchase or sale of material assets or provision of guarantee by the Bank of which the total amount in a year exceeds thirty percent (30%) of the Bank's audited total assets in the latest period;
- (8) share incentive plan;
- (9) adjustments to the profit distribution policy;
- (10) amendments 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;
- (11) execution of contract with persons other than directors, supervisors, 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;
- (12) other matters approved by ordinary resolutions in the Shareholders' General Meeting that are considered to have material impact on the Bank and shall be approved by special resolutions.

Article 91 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. The announcement on resolutions of the Shareholders' General Meeting shall fully disclose information on voting of non-connected shareholders.

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.

Article 92 If any shareholder cannot exercise the voting right regarding a certain proposal in accordance with the Listing Rules, or is restricted to cast either affirmative or negative vote, the vote cast by such shareholder or the proxy, which violates the aforesaid provisions or restrictions, shall not be counted into the voting result.

Article 93 In case the Board of Supervisors, shareholders or Independent Directors request the convening of an extraordinary shareholders' general meeting or Shareholders' General Meeting for a certain class of shareholders, the following procedures shall be followed:

- (1) The Board of Supervisors shall propose the holding of an extraordinary shareholders' 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 shareholders' general meeting or a meeting for a certain class of shareholders or not according to the applicable laws, regulations and the Articles within ten (10) days after the proposal is received.

In case the Board of Directors approves the holding of an extraordinary shareholders' 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 original proposal shall be agreed by the Board of Supervisors.

In case the Board of Directors refuses to hold an extraordinary shareholders' 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.

- (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 shareholders' 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 the holding of an extraordinary shareholders' 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.

In case the Board of Directors approves the holding of an extraordinary shareholders' 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 original proposal shall be agreed by the relevant shareholders.

In case the Board of Directors refuses the holding of an extraordinary shareholders' 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 shareholders' general meeting or a meeting for a certain class of shareholders in a written form.

In case the Board of Supervisors approves the holding of an extraordinary shareholders' 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 original proposal shall be agreed by the relevant shareholders.

In case the Board of Supervisors fails to issue the notice of extraordinary shareholders' 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.

- (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 decides not to convene an extraordinary shareholders' 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 within 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 shareholders' general meeting or the Shareholders' General Meeting for a class of shareholders, the meeting shall be convened by the proposing shareholders.
- (4) In case the Board of Supervisors or the proposing shareholders decide to convene an extraordinary shareholders' 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 shareholders' 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:
 - (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 extraordinary shareholders' general meeting or the Shareholders' General Meeting for a certain class of shareholders in accordance with the above procedures;
 - (b) the venue of the meeting shall be at the place where the Bank locates.

Where proposing shareholders convene an extraordinary shareholders' 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 institution of the State Council in the place where the Bank is located and the stock exchanges where the Bank's shares are listed upon the issuing of meeting notice and announcement of resolutions of the Shareholders' General Meeting.

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. In case the Board of Supervisors or the proposing shareholders convene and hold the extraordinary shareholders' general meeting or the meeting for a certain class of shareholders is due to the failure 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 shareholders' 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.

- (5) When more than one half (1/2) of the Independent Directors of the Bank propose the convention of an extraordinary shareholders' 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 the holding of an extraordinary shareholders' 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.

The Board of Directors shall issue the notice on convening the extraordinary 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.

Article 94 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 vice chairman are both unable or fail to perform their duties, a director voted by more than half (1/2) of the directors shall preside over and chair the meeting; 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) attending the meeting who holds the most voting shares shall chair and preside over the meeting.

The Shareholders' General Meeting convened by the Board of Supervisors shall be chaired and 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. 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) attending the meeting who holds the most voting shares shall chair and preside over the meeting.

The Shareholders' General Meeting convened by shareholders shall be chaired and presided over by the representative elected by the convening shareholders. If the convening shareholders are unable to elect the chairman of the Shareholders' General Meeting, the shareholder (including the proxy of shareholder) attending the meeting who holds the most voting shares shall chair and preside over the meeting.

Article 95 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.

When voting on proposals at the Shareholders' General Meeting, two (2) 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.

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.

The close of onsite Shareholders' General Meeting shall not be earlier than the deadline of voting via Internet or other means. The Bank's shareholders or their proxies who vote through Internet or other methods may inquire their own voting result through corresponding voting system.

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.

Article 96 If the chairman of the meeting questions the voting results, he/she may re-count the number of ballots; if the chairman of the meeting has not proceeded with the counting of votes, shareholders or proxies present the meeting shall have the right to request for counting the ballots should they question the voting results, in which case the chairman of the meeting shall tally the ballots immediately.

Article 97 Any contents of the resolutions passed at a Shareholders' General Meeting which violate the applicable laws or administrative regulations shall be invalid.

If the convening procedure or voting method of the Shareholders' General Meeting violates the applicable laws, administrative regulations or the Articles, or resolution contents violate the Articles, shareholders may, within sixty (60) days upon the date of adoption of the resolution, request the people's court to rescind the resolutions.

Article 98 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 institution 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 institution of the State Council.

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.

Article 99 If the ballots are counted at the Shareholders' General Meeting, the tally results shall be recorded into the minutes of the meeting.

Article 100 The chairman of the meeting shall decide whether a resolution is approved by the Shareholders' General Meeting pursuant to the Articles and the voting results; and the decisions of the chairman are final.

Resolutions of the Shareholders' General Meeting shall be made in writing, announced at the meeting and recorded into the minutes of the meeting.

Article 101 The Shareholders' General Meeting shall have the meeting minutes. The minutes of a Shareholders' General Meeting shall record the following contents:

- (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;

- (2) time, venue and agenda of the meeting, and name of the convener;
- (3) name of the chairman of the Shareholders' General Meeting, and names of the directors, supervisors, president and other senior management members who attend the Shareholders' General Meeting (either with or without voting rights);
- (4) review process of each proposal, main views of each addressor on the matters reviewed, and voting results;
- (5) resolutions on proposals raised by shareholders, name of the proposing shareholder(s), the shareholding proportion and contents of the proposal;
- (6) inquiries or suggestions of shareholders and the corresponding answers or explanations;
- (7) names of lawyers, vote counters and scrutineers;
- (8) other matters that shall be included into the minutes in accordance with the Articles or of which the meeting concludes should be recorded.

Article 102 Minutes of a Shareholders' General Meeting shall be signed by directors present at the meeting and the recorder, and together with the attendance roster and the power of attorney for proxy shall be kept by the secretary to the Board of Directors as the Bank's archives at the Bank's domicile.

Article 103 The Shareholders' General Meeting shall be witnessed by a lawyer, and the lawyer shall issue and announce the relevant legal opinions on the following matters:

- (1) whether the convening and holding procedures of the Shareholders' General Meeting are in compliance with applicable laws, regulations and the Articles;
- (2) whether the qualification of attendees and convener of the Shareholders' General Meeting is legal and valid;
- (3) whether the voting procedures and results of the Shareholders' General Meeting are legal and valid;
- (4) legal opinions on other matters issued as required by the Bank.

Article 104 Shareholders may inspect the duplicates of minutes of the meeting free of charge during office hours of the Bank. If any shareholder requests for duplicates of relevant meeting minutes, the Bank shall deliver the duplicates to such

shareholder within seven (7) days upon the receipt of reasonable fees.

Chapter 10 Special Procedures for Voting by a Certain Class of Shareholders

Article 105 Shareholders are classified into different classes according to the classes of shares they hold.

Except shareholders of other classes of shares, holders of domestic listed shares and holders of overseas listed shares are deemed as shareholders of different classes.

Shareholders of different classes shall enjoy rights and assume obligations in accordance with laws, regulations, rules and relevant regulations of the local securities regulatory authorities where shares of the Bank are listed as well as the Articles.

Article 106 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 which is convened according to Article 108 to Article 112.

Article 107 Under the following circumstances, rights of a certain class of shareholders shall be deemed to be changed or nullified:

- (1) to increase or reduce the quantity of certain class of shares, or increase or reduce the quantity of other class(es) of shares which enjoy the same or more voting rights, distribution rights or other privileges as compared with this class of shares;
- (2) to convert part or whole of certain class of shares into other class(es), convert part or whole of other class(es) of shares into this class, or grant such conversion rights;
- (3) to nullify or reduce the rights of certain class of shares to receive payable dividends or cumulative dividends;
- (4) to reduce or nullify the privileged rights of a class of shares to acquire dividends or obtain property distribution during liquidation of the Bank;
- (5) to increase, nullify or reduce the conversion, option, voting, transfer or privileged allotment rights of a class of shares or the rights of such class of shares to obtain securities issued by the Bank;
- (6) to nullify or reduce the rights of a class of shares to receive amounts payable by the Bank in a particular currency;
- (7) to establish new class(es) of shares which enjoy the same or more voting

rights, distribution rights or other privileges as compared with a certain class of shares;

- (8) to restrict the transfer and ownership of a certain class of shares, or increase the restrictions;
- (9) to grant the share subscription options or share conversion options of this or another class of shares;
- (10) to increase the rights or privileges of other class(es) of shares;
- (11) any restructuring scheme of the Bank that may result in the assumption of disproportionate responsibilities by different classes of shareholders during the restructuring;
- (12) to revise or nullify the provisions in the Articles.

Article 108 The shareholders of the class of share that is affected, whether or not having voting right at the former Shareholders' General Meeting, shall have the voting right on the matters specified in Items (2) to (8) and (11) to (12) of Article 107 at the meeting for this class of shareholders, but the shareholders with conflict of interests therein shall have no voting rights at the meeting for this class of shareholders.

The shareholders with conflict of interests mentioned in the preceding paragraph shall have the meaning as follows:

- (1) where the Bank issues repurchase tender offer at the same proportion to all shareholders pursuant to Article 28 of the Articles or repurchase the Bank's shares through public transaction on the stock exchanges, the "shareholders with conflict of interests" shall mean the controlling shareholders defined in Article 57 of the Articles;
- (2) where the Bank repurchases shares with contractual agreements outside the stock exchange pursuant to Article 28 of the Articles, the "shareholders with conflict of interests" shall mean the shareholders who are relevant to the aforementioned agreements;
- (3) if the Bank's restructuring plan is concerned, the "shareholders with conflict of interests" shall mean the shareholders who assume the liability in a lower proportion than other shareholders of the same class or those who own different interests as compared with other shareholders of the same class.

Article 109 Resolutions of the meeting for a certain class of shareholders shall be approved by more than two thirds (2/3) of the voting rights represented by

shareholders of that class present at the meeting according to Article 108.

Article 110 The provisions on the procedures for the notice of Shareholders' General Meeting herein shall be applicable to the Shareholders' General Meeting for a certain class of shareholders.

Notice of the Shareholders' General Meeting for a certain class of shareholders only needs to be delivered to shareholders who have the rights to vote at such meeting.

Article 111 The procedure to convene a Shareholders' General Meeting for a certain class of shareholders shall be similar to that of Shareholders' General Meeting to the extent practical. Provisions in the Articles which are related to the procedure to convene a Shareholders' General Meeting shall apply to the Shareholders' General Meeting for a certain class of shareholders.

Article 112 The special voting procedure at a Shareholders' General Meeting for a certain class of shareholders shall not be applicable for the following cases:

- (1) upon the approval of the Shareholders' General Meeting with special resolutions, the Bank independently or simultaneously issuing domestic shares and overseas listed shares at intervals of twelve (12) months, of which the number of the domestic shares and overseas listed shares intended to be issued is not more than twenty percent (20%) of the issued and outstanding shares of the respective class;
- (2) the Bank's plan on issuing domestic shares and overseas listed shares at the time of incorporation, which is completed within fifteen (15) months upon approval of the securities regulatory institution of the State Council.

The domestic shares mentioned herein do not include overseas listed shares.

Chapter 11 Board of Directors

Article 113 The Bank shall have a Board of Directors, which is the executive agency of the Shareholders' General Meeting and shall be responsible to it.

Article 114 The Board of Directors shall consist of nine (9) to seventeen (17) 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 Directors.

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.

The number of Independent Directors shall comply with relevant provisions of regulatory authority.

More than two thirds (2/3) of board members shall be non-executive directors.

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.

Legal representative of controlling shareholder shall not assume the position of the chairman of the Board of Directors of the Bank concurrently.

Article 115 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 shareholders' general meeting of the Bank. A director may serve consecutive terms if he/she is reelected.

Directors need not hold shares of the Bank.

The qualification of directors shall be reported to the banking regulatory institution of the State Council for approval.

Non-executive directors shall have sufficient time and necessary knowledge and competence to perform their duties.

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.

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 of directors specified in the Articles.

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 (1/2) 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.

Article 116 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 two (2) or more 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 three (3) days prior to the convening of the meeting, and the Board of Directors shall adopt it.

Article 117 The Bank shall take measures to protect directors' right to attend board meetings.

The Bank shall provide directors with necessary work conditions for performing their duties and powers, and the secretary to the Board of Directors shall positively provide support for directors to perform duties and powers.

When directors are exercising their functions and powers, the relevant personnel of the Bank shall cooperate and shall not reject, hinder or conceal anything, or interfere with the directors in their exercising of such functions and powers.

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.

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.

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.

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).

Article 119 The Bank may establish necessary professional liability insurance system for directors to lower the possible risks arising from directors' normal performance of their duties and powers.

The Bank may sign a loss indemnification agreement with directors to indemnify directors provided such directors are in compliance with laws and regulations, and perform the duties and powers with loyalty, diligence and in good faith.

Article 120 The Board of Directors shall perform its duties in accordance with laws, regulations, rules, relevant provisions of the local securities regulatory authorities where the shares of the Bank are listed, the Articles and resolutions of Shareholders' General Meeting.

Article 121 The Board of Directors shall exercise the following functions and powers:

- (1) to be responsible for convening the Shareholders' General Meeting and reporting its work to the Shareholders' General Meeting;
- (2) to implement resolutions of the Shareholders' General Meeting;
- (3) to determine the Bank's development strategy, and supervise its implementation;
- (4) to decide on the business plan, investment plan and risk capital distribution plan of the Bank;
- (5) to prepare annual financial budget and final accounts of the Bank;
- (6) to prepare profit distribution plan and plan for making up for losses of the Bank;
- (7) to 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;
- (8) to prepare plans for the Bank's major acquisition and repurchase of shares;
- (9) to prepare plans for merger, division, dissolution and liquidation of the Bank;
- (10) to decide on the Bank's equity investment, bond investment, asset acquisition, asset disposal, asset written-off, asset mortgage, other non-commercial banking business guarantees and external donations within the scope authorized by the Shareholders' General Meeting;
- (11) to decide on the setting up of the Bank's internal management departments;
- (12) to decide on the setting up of domestic tier-one branches, overseas branches, and domestic and overseas subsidiaries;
- (13) to appoint or remove president, chief audit officer and secretary to the Board of Directors, and determine their remuneration, reward and penalty;
- (14) to engage or remove vice presidents and other members of the senior management of the bank (excluding chief audit officer and the secretary to the Board of Directors) nominated by president, and decide on their remuneration, reward and penalty;

- (15) to formulate the Bank's basic management systems, and supervise the implementation of these systems;
- (16) to decide on risk management policies and internal control policies of the Bank, formulate risk management system and internal control system, and supervise the implementation of such systems;
- (17) to propose the engagement, removal or renewal of accounting firm to the Shareholders' General Meeting;
- (18) to make report to the Shareholders' General Meeting on the implementation of connected transaction management system and the status of connected transactions;
- (19) to listen to work reports of the Bank's senior management, and supervise, check and assess his/her work and adopt accountability system;
- (20) to assess and evaluate duty performance of members of the senior management of the Bank;
- (21) to listen to work reports of chief audit officer and persons in charge of internal audit department of the Bank, and exam, supervise, access and evaluate internal audit works;
- (22) to regularly evaluate and continuously improve corporate governance of the Bank, and conduct a regular evaluation of the performance of the Board of Directors;
- (23) to formulate the amendments to the Articles, the Procedural Rules for Shareholders' General Meeting of China Construction Bank Corporation and the Procedural Rules for the Board of Directors of China Construction Bank Corporation, and formulate other systems, rules and measures of the Board of Directors;
- (24) to formulate the capital planning and relevant systems on capital adequacy ratio assessment and management, and supervise the implementation of such systems;
- (25) to formulate the systems for the management of accounting consolidation of the Bank and its affiliates, and supervise the implementation of such systems;
- (26) to manage the information disclosure of the Bank;
- (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.

Article 122 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 and external donations 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.

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.

For equity investment, bond investment, asset acquisition, asset disposal, asset written-off, asset mortgage and other non-commercial banking business guarantees and external donations within a certain limit, the Board of Directors may grant limited authority to the chairman of Board of Directors, one or more directors or president.

The Board of Directors shall formulate specific authorization system, which shall become effective after being reported to and approved by the Shareholders' General Meeting.

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.

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.

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.

Article 123 The Board of Directors shall give explanations to the Shareholders' General Meeting for audit reports with qualified opinion, adverse opinion or disclaimer of opinion issued by certified public accountants with respect to financial reports of the Bank.

Article 124 When removing president of the Bank within his/her term of office, the Board of Directors shall inform the Board of Supervisors in time and make a written explanation to the Board of Supervisors.

Article 125 The Board of Directors shall accept the supervision from the Board of Supervisors, and shall not prevent or hinder the Board of Supervisors from conducting activities such as inspection, auditing, etc. according to its functions and powers.

The Board of Directors shall notify supervisors to attend board meetings as non-voting

attendees.

Article 126 The chairman of the Board of Directors shall exercise the following functions and powers:

- (1) to preside over the Shareholders' General Meeting, and convene and preside over meeting of Board of Directors;
- (2) to ensure that all directors at the meeting of Board of Directors are appropriately informed of current matters;
- (3) to ensure that directors can timely receive sufficient information and relevant information received is complete and reliable;
- (4) to supervise and inspect the implementation of resolutions of the Board of Directors;
- (5) to sign certificates of shares, bonds and others securities of the Bank;
- (6) to sign important documents of the Board of Directors and other documents that shall be signed by legal representatives of the Bank;
- (7) to exercise other functions and powers of a legal representative;
- (8) to 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;
- (9) other functions and powers stipulated in relevant laws, regulations, rules and provisions of local securities regulatory authorities where the Bank's shares are listed or granted by the Board of Directors.

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.

Article 127 The meetings of Board of Directors shall include regular board meeting and interim board meeting.

The regular board meetings shall be convened by the chairman at least six (6) 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.

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:

- (1) when the chairman of the Board of Directors considers it necessary;
- (2) when more than one third (1/3) of the directors propose to do so;
- (3) when the Board of Supervisors proposes to do so;
- (4) when more than half (1/2) of the Independent Directors propose to do so;
- (5) when the president of the Bank proposes to do so;
- (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.

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 other oral means, but the convener shall make an explanation at the meeting.

Article 128 A meeting of Board of Directors may be held by means of on-site meeting or written proposals.

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.

Article 129 The notice of board meeting shall contain the following contents:

- (1) venue, date and time of the meeting;
- (2) duration of the meeting;
- (3) agenda, reason for holding the meeting, topics for discussion and relevant materials;
- (4) date of issuance of meeting notice;
- (5) except for meetings convened by the chairman of Board of Directors, the meeting notice shall state that the meeting is not convened by the chairman of Board of Directors and the basis for convening the board meeting.

The notice of board meeting shall be made in Chinese, and may be attached with an

English translation if necessary.

Article 130 The board meeting shall only be held when more than half (1/2) of the directors attend the meeting. If shareholders who hold more than ten percent (10%) of total issued and outstanding shares of the Bank or directors have material conflict of interests in the matters to be discussed by the Board of Directors, relevant matters shall not be resolved by way of written resolutions or delivered to special committee of the Board of Directors for handling; instead, the Board of Directors shall convene a board meeting for such matters, and the meeting shall only be held when more than half (1/2) of the directors, who have no material conflict of interests with the matters to be discussed, attend the meeting. Independent Directors and their associates (as defined in the Listing Rules) who have no material interest with the transactions shall attend the board meeting.

Every director shall have one voting right. Voting by show of hands or by ballot may be adopted at the board meeting.

When negative votes equal affirmative votes, the chairman of the Board of Directors shall be entitled to one casting vote.

Article 131 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:

- (1) profit distribution plan;
- (2) repurchase of the Bank's shares;
- (3) issuance of convertible bonds of the Bank;
- (4) issuance of subordinated bonds of the Bank;
- (5) issuance of corporate bonds or other negotiable securities and listing plans;
- (6) major investment;
- (7) plans of major asset acquisition, asset disposal and asset written-off;
- (8) engagement or removal of the senior management of the Bank, and determination of their remuneration;
- (9) change of the Bank's registered capital;
- (10) plans of merger, division, dissolution, and liquidation of the Bank;

- (11) annual budget and final accounts of the Bank;
- (12) appointment, removal or renewal of accounting firm;
- (13) authorization management measures of the Board of Directors to president of the Bank;
- (14) revision of the Articles;
- (15) 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;
- (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 authorities where the Bank's shares are listed.

Article 132 Where the board meeting is held by means of written proposal, if the Board of Directors has sent the proposal to all directors, and the number of directors who agree with signatures has reached the quorum required for making a resolution, the contents in the proposal shall become a resolution of the Board of Directors upon the delivery of such written document that have been agreed by directors with signatures to the secretary to the Board of Directors.

Article 133 In case directors have material conflict of interests 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 conflict of interests with the matters agree.

In case a director has material conflict of interests 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.

In case less than three (3) directors who have no material conflict of interests with the matter are present at the board meeting, 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 conflict of interests with the matter.

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 and approved by resolution.

Article 134 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.

The director who attends the meeting of the Board of Directors on behalf of another director shall exercise the right of the director 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.

Directors shall devote sufficient time to performing their duties, and shall attend at least two thirds (2/3) of meetings of the Board of Directors in person during a year. If a director fails to attend more than two thirds (2/3) 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, 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 three percent (3%) of the voting shares in the Bank shall propose the Shareholders' General Meeting to remove and replace such director.

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.

The rental expenses incurred for the meeting site and other expenses shall be paid by the Bank.

Article 135 Minutes of the board meetings shall be made in Chinese for the matters discussed at such meetings. Directors present at the meeting and the recorder shall sign their names on the minutes. Directors shall be responsible for the resolutions of the board of meetings. If any resolution of the Board of Directors violates any laws, regulations, rules, Articles or resolutions made by Shareholders General Meeting and causes the Bank to suffer significant losses, the directors who took part in the resolution shall be liable for compensation to the Bank, while the directors who are certified by the meeting minutes as having expressed his opposition to such resolution when it was put to vote shall not be liable for the losses.

The minutes of board meeting shall contain the following contents:

- (1) date and place of the meeting as well as names of the convener and chairperson;
- (2) names of directors who attend the meeting, directors who entrust other persons to attend the meeting and their proxies;
- (3) agenda of the meeting;
- (4) key points of directors' speeches, including any doubt or objection raised by any director (for meeting held by means of written proposal, written feedbacks from directors shall be prevailed);
- (5) voting method and result for each matter discussed (the voting result shall specify number of affirmative votes, negative votes or abstaining votes as well as the voting of every director).

Article 136 The minutes of the board meetings shall be kept as archives of the Bank by the secretary to the Board of Directors.

Article 137 Resolutions of the Board of Directors and relevant minutes shall be reported to relevant regulatory authorities for filing after the meeting in accordance with relevant laws, regulations, rules and provisions of the local securities regulatory authorities where the Bank's shares are listed.

Article 138 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, information disclosure, management of investor relationship, and other routine work of the Board of Directors and its special committees.

Chapter 12 Independent Directors

Article 139 The Bank shall establish an Independent Director system. The term "Independent Director(s) of the Bank" refers to directors who do not hold any positions in the Bank other than director, and have no relationship with the Bank or its major shareholders that may affect their independent and objective judgment.

Independent Directors shall possess relatively high professional qualities and good reputation, and shall satisfy all the following conditions:

- (1) having bachelor degree or above, or holding relevant senior professional title;
- (2) having more than ten (10) years work experiences in law, economy, finance, accounting or other working experiences helpful for performing the duties of an

Independent Director;

- (3) being familiar with operation and management of commercial banks and relevant laws, regulations and rules;
- (4) being able to read, understand and analyze credit statistical reports and financial reports of commercial banks.

Article 140 In addition to the persons prohibited from serving as directors of the Bank, the following persons may not serve as Independent Directors of the Bank either:

- (1) natural person shareholders who directly or indirectly hold more than one percent (1%) of the total issued and outstanding shares of the Bank or persons who hold positions in legal person shareholders who directly or indirectly hold more than one percent (1%) of the total issued and outstanding shares of the Bank as well as their close relatives;
- (2) persons who hold positions in the Bank or its affiliates, their close relatives and major social relationship;
- (3) persons who, at any time within the previous three (3) years, have fallen into one of two (2) items listed above;
- (4) persons who hold positions in institutions which have business relationship, including businesses of law, accounting, audit and management consultation, or interest relationship with the Bank or its affiliates as well as their close relatives, except such close relatives whose independence to the Bank will not be affected due to the aforesaid positions;
- (5) any other persons that may be controlled or significantly affected through all kinds of means by the Bank as well as their close relatives;
- (6) person who used to be responsible for a high-risk financial institution and there is no proof proving that such person has no responsibilities for the cancellation or loss of assets of such institution;
- (7) person whose application or registration for the position as Independent Director is rejected by the banking regulatory institution of the State Council or the local securities regulatory authorities where the shares of the Bank are listed;
- (8) person whose other qualifications do not comply with the provisions of the local securities regulatory authorities where the shares of the Bank are listed.

“Close relatives” in this article refer to spouse, parents, children, siblings, grandparents,

grandparents-in-law, grandchildren and grandchildren-in-law; and “major social relationship” refers to parents of spouse, spouse of children, spouse of sibling and sibling of spouse, etc.

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.

The term of office of an Independent Director shall not be more than six (6) years.

Article 142 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.

Article 143 In addition to the functions and powers of a director vested by the Company Law and other relevant laws, regulations, rules, relevant regulations of the local securities regulatory authorities where the Bank’s share are listed and the Articles, Independent Directors shall have the following functions and powers:

- (1) to approve major connected transactions before submitting to the Board of Directors for discussion, and engage an intermediary agency to issue an independent financial advisory report before making judgment as the basis for his/her judgment;
- (2) to propose to the Board of Directors to appoint or remove an accounting firm;
- (3) to propose to the Board of Directors to convene an extraordinary shareholders’ general meeting;
- (4) to propose to convene a board meeting;
- (5) to appoint external auditing and consulting agencies independently.

The exercising of the aforesaid duties and powers in item (1) herein by an Independent Director shall be approved by more than half (1/2) of the total number of Independent Directors.

“Major connected transaction” in this Article refers to a single transaction between the Bank and a connected person in an amount that accounts for more than one percent (1%) of the latest audited net capital of the Bank, or the transaction between the Bank and a connected person, after which the balance of such transactions between the Bank and the connected person accounts for more than five percent (5%) of the latest audited net capital of the Bank.

When calculating the transaction balance of a connected person, the close relatives of connected natural persons shall be calculated in aggregation, and connected persons of connected legal persons or other organizations shall also be calculated in aggregation.

“Connected persons” mentioned herein refer to natural persons, legal persons or other organizations that constitute connected persons of the Bank in accordance with relevant provisions of the local securities regulatory authorities where the Bank’s shares are listed.

“Close relatives” in this article refer to grandparents (grandparents-in-law), parents, grandchildren (grandchildren-in-law), spouse, siblings and their spouses, grown-up children and their spouses, parents of spouse, siblings of spouse and their spouses, siblings of parents and their spouses as well as grown-up children of siblings of parents and their spouses.

Article 144 Independent Directors shall give objective, impartial and independent opinions on the discussed matters of the Bank, and they shall express their opinions to the Shareholders’ General Meeting or the board meeting especially on the following matters:

- (1) major connected transactions;
- (2) nomination, appointment and removal of directors;
- (3) appointment and removal of the senior management of the Bank;
- (4) remuneration of directors and senior management of the Bank;
- (5) profit distribution plan and adjustments to the profit distribution policy;
- (6) existing or new borrowing or other fund transactions of the Bank to or with shareholders, actual controller and connected persons of the Bank, the total amount of which exceeds one percent (1%) of the latest audited net capital of the Bank, and whether or not the Bank has adopted effective measures to recover these arrears;
- (7) matters deemed by Independent Directors as such that may impair the rights and interests of minority shareholders;
- (8) matters deemed by Independent Directors as such that may cause significant losses

to the Bank;

(9) other matters stipulated in the Articles.

Article 145 Independent Directors shall submit their personal annual performance reports to the Shareholders' General Meeting to explain their performance of duties.

Independent Directors may directly report to the Shareholders' General Meeting, the securities regulatory institution of the State Council and other relevant institutions.

Article 146 To ensure effective performance of duties by Independent Directors, the Bank shall provide the following necessary conditions for Independent Directors:

(1) to ensure that Independent Directors have the same right of information as other directors. For matters that need to be decided by the Board of Directors, the Bank shall notify Independent Directors in advance pursuant to statutory limit of time and provide sufficient information at the same time. If Independent Directors consider that the information is insufficient, they may request the Bank to supplement. If two (2) or more Independent Directors consider that the information is insufficient or the elaboration is unclear, they may jointly propose in writing to the Board of Directors to postpone the convening of board meeting or review of such matter, and the Board of Directors shall adopt it.

The Bank and Independent Directors shall keep the documents provided by the Bank to Independent Directors in a proper way;

(2) to provide necessary working conditions for Independent Directors to perform their duties. The secretary to the Board of Directors shall actively provide support for Independent Directors to perform their duties;

(3) to ensure active co-operation of relevant personnel of the Bank when Independent Directors are performing their duties without any refusal, hindering, concealment or intervention of their independent performance;

(4) to assume reasonable expenses incurred from engaging intermediary agencies and performing their duties by Independent Directors;

(5) to establish necessary liability insurance system for Independent Directors, to lower possible risks arising from normal duty performance of Independent Directors.

Chapter 13 Special Committees of the Board of Directors

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 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.

Article 148 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) to prepare the Bank's strategy and development plan, supervise and evaluate the implementation of plan, and provide suggestions to the Board of Directors;
- (2) to examine the Bank's annual operation plan and fixed assets investment budget, and submit them to the Board of Directors for consideration;
- (3) to examine the report on implementation of annual operation plan and fixed assets investment budget;
- (4) to evaluate coordinative development of various businesses, and provide suggestions to the Board of Directors;
- (5) to examine significant organizational adjustment and institutional layout plan, and provide suggestions to the Board of Directors;
- (6) to examine major investment and financing plan of the Bank, and provide suggestions to the Board of Directors;
- (7) other duties and powers authorized by the Board of Directors.

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.

Main duties and powers of the Audit Committee are:

- (1) to supervise financial reports of the Bank, and examine the Bank's accounting

information and disclosure of its major events;

- (2) to supervise and evaluate internal control of the Bank;
- (3) to supervise and evaluate internal audit of the Bank;
- (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;
- (5) to report its work to the Board of Directors, and maintain communication and co-operation with other special committees;
- (6) other duties and powers authorized by the Board of Directors.

Article 150 The Risk Management Committee shall consist of at least three (3) directors.

Main duties and powers of the Risk Management Committee are:

- (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 policies;
- (2) to guide the building of risk management system of the Bank;
- (3) to supervise and evaluate the setting, organization, work procedures and effect of risk management departments, and make recommendations for improvement;
- (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;
- (5) to evaluate relevant work of the senior management of the Bank in charge of risk management;
- (6) to supervise the compliance of core businesses, management systems and major operation activities of the Bank;
- (7) other duties and powers authorized by the Board of Directors.

Article 151 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.

Main duties and powers of the Nomination and Remuneration Committee are:

- (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;
- (2) to propose to the Board of Directors on candidates for directors, president, chief audit officer and the secretary to the Board of Directors;
- (3) to propose to the Board of Directors on candidates for members of special committees of the Board of Directors;
- (4) to review the candidates for senior management members of the Bank nominated by president and make suggestions to the Board of Directors;
- (5) to formulate development plans for the senior management members and fostering plans for the key backup talents;
- (6) to review the Bank's remuneration management system submitted by the president, and submit it to the Board of Directors for decision;
- (7) to organize the preparation of performance evaluation methods for directors and remuneration distribution methods for directors and supervisors, and submit them to the Board of Directors for review;
- (8) to organize the preparation of performance evaluation methods and remuneration distribution methods for members of the senior management of the Bank, and submit them to the Board of Directors for decision;
- (9) to organize performance evaluation on directors, make proposals on the distribution of remuneration of directors, and submit it to the Board of Directors for review;
- (10) based on the evaluation on supervisors conducted by the Board of Supervisors, to make proposals on the distribution of remuneration of supervisors, and submit it to the Board of Directors for review;
- (11) to organize performance evaluation for members of the senior management of the Bank, make suggestions on remuneration distribution plan for members of the senior management of the Bank, and submit it to the Board of Directors for decision;
- (12) to supervise the implementation of the Bank's performance evaluation system and remuneration system;
- (13) other responsibilities authorized by the Board of Directors.

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.

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.

Main duties and powers of the Related Party Transactions Control Committee include:

- (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;
- (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;
- (3) reviewing and approving general related party transactions or accepting the filing of general connected transactions;
- (4) other responsibilities authorized by the Board of Directors.

Chapter 14 Secretary to the Board of Directors

Article 153 The Bank shall have one (1) secretary to the Board of Directors, who shall be responsible to the Board of Directors.

Article 154 The secretary to the Board of Directors shall be a natural person who has necessary professional knowledge and experience, and shall be nominated by the chairman of the Board of Directors and appointed by the Board of Directors:

The qualification of the secretary to the Board of Directors shall be reported to the banking regulatory institution of the State Council for review and approval.

Main duties and powers of the secretary to the Board of Directors shall include the following:

- (1) assisting directors in handling daily work of the Board of Directors; leading the board office; providing directors with, remind them of, and ensure that directors understand, the regulations, policies and requirements of relevant regulatory authorities in relation to the Bank's operation; being responsible for the communication between directors and relevant departments of the Bank; ensuring

that directors can obtain necessary information and documents in performing their duties; and assisting directors and president in observing laws, regulations, rules, relevant regulations of the local securities regulatory authorities where the Bank's shares are listed, the Articles and other relevant provisions regarding the performance of their duties;

- (2) organizing and preparing the Shareholders' General Meeting, the board meetings and their documents; being responsible for minutes of meetings; ensuring that decisions made at meetings are in compliance with statutory procedures; grasping the implementation of resolutions of the Board of Directors on his/her own initiative; and replying questions from directors on relevant meeting procedures and applicable rules;
- (3) organizing and arranging a comprehensive, official and tailor-made notice for the newly appointed directors when they accept the appointment for the first time who shall subsequently receive necessary introduction and information about their professional development, ensuring these newly-appointed directors can have an appropriate understanding of the Bank's operation and businesses and be fully acquainted with their responsibilities under laws, regulations, rule and relevant provisions of the local securities regulatory authorities where the Bank's shares are listed as well as the Bank's business and management policies;
- (4) co-ordinating information disclosure to enhance the information transparency of the Bank;
- (5) co-ordinating and organizing market promotion, coordinating reception of visitors, handling investor relationship, maintaining contact with regulatory authorities, investors, intermediary agencies and news media, and co-ordinating public relationship;
- (6) ensuring that the Bank has a complete set of organizational documents and records;
- (7) ensuring that the Bank prepares and submits the reports and documents required by the competent authorities according to laws;
- (8) acting as the coordinator between the Bank and the local securities regulatory authorities where the Bank's shares are listed, responsible for organizing the preparation and timely delivery of documents required by the local securities regulatory authorities where the Bank's shares are listed, and responsible for receiving relevant tasks assigned by such authorities and organizing to complete these tasks;
- (9) ensuring that the Bank's register of shareholders is properly set up, and ensuring

that persons entitled to obtain relevant minutes and documents of the Bank could obtain them in a timely manner;

(10) ensuring that the identity of Independent Directors are clearly specified in the Bank's address books containing names of directors;

(11) handling any other matters authorized by the Board of Directors.

Article 155 The secretary to the Board of Directors shall be assumed by a specially-appointed person in principle. A director or members of the senior management of the Bank may serve concurrently as the secretary to the Board of Directors, provided that he/she ensures that he/she has adequate energy and time required for effectively performing his/her duty as the secretary to the Board of Directors.

The Bank's president, chief financial officer, supervisors and accountants of accounting firm engaged by the Bank shall not concurrently serve as secretary to the Board of Directors.

If an action is required to be taken by a director and the secretary to the Board of Directors respectively, a director who concurrently serves as the secretary to the Board of Directors shall not take such action in both capacities simultaneously.

Chapter 15 Senior Management

Article 156 The Bank shall have one (1) president, several vice presidents and, if necessary, chief financial officer, chief risk officer, chief information officer and other members of the senior management of the Bank to support the work of president. Chief financial officer, chief risk officer and chief information officer may be assumed by vice presidents.

The Bank shall have one (1) chief audit officer, who shall be a member of the senior management of the Bank.

The Bank shall have one (1) secretary to the Board of Directors, who shall be a member of the senior management of the Bank.

President, vice presidents and members of the senior management shall be appointed or removed by the Board of Directors. The chairman of the Board of Directors shall not serve as president of the Bank concurrently.

The appointment of members of the senior management of the Bank shall be conducted according to relevant laws, regulations and the Articles. Any organization or individual shall not intervene in normal appointment procedures for members of the senior

management of the Bank. The Bank shall select members of the senior management including president and vice presidents through various means in an open and transparent way. The Bank shall sign employment contracts with members of the senior management of the Bank.

The qualification of president, vice presidents and other members of the senior management of the Bank shall be reported to the banking regulatory institution of the State Council for review and approval.

Article 157 The term of office of president shall be three (3) years. President may serve consecutive terms if re-elected.

Article 158 President shall be responsible to the Board of Directors and shall perform the following functions and powers:

- (1) to preside over the operation and management of the Bank and organize the implementation of resolutions of the Board of Directors;
- (2) to submit operation and investment plans of the Bank to the Board of Directors, and organize the implementation of the plans upon approval of the Board of Directors;
- (3) to draft schemes for setting up the Bank's internal management departments;
- (4) to draft basic management systems of the Bank;
- (5) to formulate specific rules of the Bank;
- (6) to propose to the Board of Directors to engage or remove vice presidents and other members of the senior management of the Bank (except chief audit officer and the secretary to the Board of Directors);
- (7) to engage or remove persons in charge of the internal functional departments and branches of the Bank other than those to be engaged or removed by the Board of Directors;
- (8) to authorize members of the senior management of the Bank (except chief audit officer and the secretary to the Board of Directors) and persons in charge of internal functional departments and branches to conduct operation activities;
- (9) to establish president accountability system, and conduct evaluation of business performance over managers of business departments, managers of functional departments and heads of branches of the Bank;
- (10) to propose the convening of interim board meetings;

- (11) to adopt emergency measures and promptly report to the banking regulatory institution of the State Council, relevant authorities, the Board of Directors and the Board of Supervisors, in case any significant unexpected incident such as a run on the Bank happens to the Bank;
- (12) other functions and powers that should be exercised by president according to laws, regulations, rules, the Articles, and decisions of the Shareholders' General Meeting and the Board of Directors.

Vice presidents and other members of the senior management of the Bank shall assist president with his/her work; where president is unable to exercise his/her functions and powers, such functions and powers shall be exercised by vice presidents or other members of the senior management of the Bank on behalf of president in order.

Article 159 The chief audit officer shall be appointed or removed by the Board of Directors, he/she shall be responsible to, and report to, the Board of Directors, as well as report to the Board of Supervisors and president. The functions and powers of chief audit officer shall be determined by the Board of Directors in accordance with the Articles. If necessary, the chief audit officer may report material problems to the banking regulatory institution of the State Council.

Article 160 President who is not a director may attend board meetings as a non-voting attendee.

Article 161 President shall establish and improve internal control mechanism focusing on internal rules and systems as well as operational risk control system according to the needs of the Bank's operation.

Article 162 President shall regularly report to the Board of Directors on business performance, significant contracts, financial position, risk status and business prospects of the Bank in a timely, authentic, accurate and integral manner, and he/she shall answer inquiries from the Board of Directors and special committees of the Board of Directors.

Article 163 President shall accept supervision of the Board of Supervisors, and shall regularly provide information on business performance, significant contracts, financial position, risk status and business prospects of the Bank to the Board of Supervisors. President shall not hinder the Board of Supervisors from conducting activities such as examination and audit according to its functions and powers.

Article 164 President may, if necessary, hold a president work meeting when performing his/her duties and powers. Other members of the senior management of the Bank may propose to hold such meeting. When president is unable to perform

his/her functions and powers, other members of the senior management of the Bank acting on president's behalf may decide to hold a president work meeting.

Article 165 President work meeting shall be attended by president, vice presidents, chief financial officer, chief risk officer, chief information officer, chief audit officer and other members of the senior management of the Bank appointed by the Board of Directors.

Article 166 President shall formulate "terms of reference of the president" and implement such rules after being approved by the Board of Directors.

President shall formulate terms of reference of other members of the senior management of the Bank (except chief audit officer and secretary to the Board of Directors), and submit to the Board of Directors for filing.

Article 167 The operational and management activities conducted by president within his/her functions and powers shall not be intervened.

Article 168 The Board of Directors shall discuss and decide on matters submitted by president for approval in a timely manner.

Article 169 Other members of the senior management of the Bank shall perform their obligations with faithfulness and diligence according to laws, regulations, rules and relevant regulations of the local securities regulatory authorities where the Bank's shares are listed as well as the Articles.

The Bank may establish necessary liability insurance system for members of the senior management of the Bank to lower possible risks arising from normal performance of duties and powers of the senior management of the Bank.

Article 170 President and other members of the senior management of the Bank may request for resignation before their terms of office expire, and the specific procedures and measures for their resignation shall be specified in the employment contract between the aforesaid persons and the Bank. These persons shall not leave their positions until their exit audits are completed.

Chapter 16 Board of Supervisors

Article 171 The Bank shall set up a Board of Supervisors. The Board of Supervisors shall be the supervisory body of the Bank and shall be responsible to the Shareholders' General Meeting. The Board of Supervisors shall supervise financial affairs of the Bank, and shall supervise the Board of Directors, the senior management of the Bank and their members, to prevent them from infringing shareholders' rights and interests by abusing their functions and powers.

Article 172 The Board of Supervisors shall consist of 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.

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.

The chairman of the Board of Supervisors shall possess professional knowledge and working experience at least in one professional area, e.g. accounting, audit, finance and law.

The chairman of the Board of Supervisors shall be elected, dismissed or replaced by more than half (1/2) of all supervisors and may serve consecutive terms if re-elected.

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.

Article 174 Directors and members of the senior management of the Bank shall not serve as supervisors concurrently.

Article 175 The Bank shall adopt measures to protect supervisors' right of information, and timely provide relevant information and documents to Board of Supervisors in accordance with relevant regulations.

Article 176 The Board of Supervisors shall exercise the following functions and powers:

- (1) to supervise the performance and due diligence of the Board of Directors, the senior management of the Bank and its members;

- (2) to 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);
- (3) to conduct exit audits on directors and senior management of the Bank when necessary;
- (4) to inspect and supervise financial activities of the Bank;
- (5) to 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;
- (6) to supervise the business decision-making, risk management and internal control of the Bank and guide the internal audit work of the Bank;
- (7) to raise inquiries or suggestions on the matters adopted by the Board of Directors in a resolution;
- (8) to make inquiries to directors and senior management of the Bank;
- (9) to propose to convene an extraordinary shareholders' general meeting, convene and preside over the Shareholders' General Meeting in case the Board of Directors fails to perform its duties and powers to convene Shareholders' General Meeting as required by the Company Law;
- (10) to put forward proposals to the Shareholders' General Meeting;
- (11) to negotiate with directors and senior management of the Bank or take legal proceedings against them on behalf of the Bank;
- (12) to formulate the amendments to the *Procedural Rules for the Board of Supervisors of China Construction Bank Corporation*, and formulate other systems, rules and measures of the Board of Supervisors;
- (13) to propose candidates for non-employee representative supervisors (including external supervisors) and Independent Directors;
- (14) to 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 or resolutions of the Shareholders' General Meeting;
- (15) other functions and powers as stipulated by laws, regulations, rules, relevant provisions of relevant regulatory authority and the Articles.

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 special committees of the Board of Directors or members of the senior management of the Bank as non-voting attendees.

Article 177 The chairman of the Board of Supervisors shall perform the following functions and powers:

- (1) to convene and preside over meetings of the Board of Supervisors;
- (2) to organize the performance of duties and powers of the Board of Supervisors;
- (3) to approve and sign reports and other important documents of the Board of Supervisors;
- (4) to report on the work of the Board of Supervisors to the Shareholders' General Meeting;
- (5) other functions and powers according to laws, regulations, rules or the Articles.

When the chairman of the Board of Supervisors is unable to or fails to perform his/her functions and powers, a supervisor elected by more than half (1/2) of the supervisors shall perform the functions and powers on his/her behalf.

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.

Article 179 The chairman of the Board of Supervisors shall issue a notice for convening an interim meeting of the Board of Supervisors within seven (7) business days in one of the following circumstances:

- (1) the chairman of the Board of Supervisors considers necessary;
- (2) when more than one third (1/3) of the supervisors propose to do so;
- (3) when all external supervisors propose to do so;
- (4) when shareholders who individually or jointly hold more than ten percent (10%) of the total issued and outstanding shares with voting rights of the Bank propose to do so.

The chairman of the Board of Supervisors shall notify all supervisors in writing ten (10) days before the convening of the interim meeting of the Board of Supervisors; but if urgent, the holding of the interim meeting of the Board of Supervisors may not be restricted by such limit of time.

Article 180 The provisions on the convening methods of board meetings stipulated in Article 128 herein shall be applicable to meetings of the Board of Supervisors.

Article 181 The notice of a meeting of the Board of Supervisors shall be made in Chinese, and may be attached with an English translation if necessary. The notice shall specify the date, place, time, duration, subject matter and topics of the meeting as well as the date of the notice.

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.

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 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.

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.

The rental and other expenses incurred for the meeting site shall be paid by the Bank.

Article 183 All members of the Board of Supervisors shall have the right to speak at meetings of the Board of Supervisors; and the Board of Supervisors shall review proposals presented by any supervisor.

Article 184 Resolutions of the Board of Supervisors shall be approved by more than half (1/2) of the supervisors through voting.

Article 185 In case of a meeting of the Board of Supervisors held by means of written proposal, if the Board of Supervisors has sent the proposal to all supervisors, and the number of supervisors who agree with signatures has reached the quorum required for making a resolution, the contents in the proposal shall become a resolution of the Board of Supervisors upon the delivery of such written documents that have been agreed by supervisors with signatures to the office of the Board of Supervisors.

Article 186 Minutes shall be made in Chinese for all meetings of the Board of Supervisors and shall be signed by all supervisors present or their proxies and the recorder. Supervisors shall have the right to ask to record their qualified opinions in the minutes.

Resolutions of the Board of Supervisors and relevant minutes shall be reported to relevant regulatory authority for filing in accordance with relevant laws, regulations, rules and provisions of the local securities regulatory authorities where the Bank's shares are listed.

Article 187 If the Board of Supervisors finds that the Board of Directors, senior management of the Bank or their members conduct any acts against laws, regulations, relevant provisions of relevant regulatory authority, the Articles and other basic management systems of the Bank, it shall propose relevant responsible person to be imposed with punishment and timely issue a notice for correcting such acts within the specified period; the Board of Directors, senior management of the Bank and their members shall promptly be imposed with punishment or correct their faults, and report the results in writing to the Board of Supervisors. If the Board of Directors, the senior management of the Bank and their members refuse or put off the adoption of punishment and correction measures, the Board of Supervisors shall report it to the Shareholders' General Meeting, and propose an extraordinary shareholders' general meeting.

If the Board of Supervisors finds that the Board of Directors and senior management of the Bank fail to apply the accounting principles of prudence, calculate interest receivables in a strict manner or set aside sufficient provisions for impairment, it shall propose to carry out rectification. If the Board of Supervisors finds any abnormal fluctuation in the operation of the Bank, it shall make an inquiry to the Board of Directors and senior management of the Bank.

Article 188 The audit results obtained by the internal audit department in respect of the internal functional departments and branches of the Bank shall be submitted to the Board of Supervisors in a timely and complete manner.

The Board of Supervisors shall have the right to request the Board of Directors, president or the internal audit department to give explanations if it has any doubt about the audit result submitted by the internal audit department.

Article 189 The Board of Supervisors shall have the right to request directors, president, other members of the senior management of the Bank and relevant departments to provide relevant information and notes. The Board of Supervisors shall have the right to refer to the books of accounts, records or vouchers of the Bank, and the right to know information from relevant personnel and departments of the Bank. Relevant personnel and departments shall provide support.

Article 190 A copy of the dividend distribution plan prepared by the Board of Directors shall be sent to the Board of Supervisors, and the latter shall give opinions on the plan.

Article 191 For the purpose of performing its functions and powers, the Board of Supervisors may, if necessary, engage professional institutions such as law firms or accounting firms to provide help. The reasonable expenses incurred shall be borne by the Bank.

Article 192 Supervisors shall comply with laws, regulations, rules and the Articles herein and perform the duty of supervision in a faithful manner.

The Bank shall establish necessary liability insurance systems for supervisors to lower possible risks arising from normal performance of duties and powers of supervisors.

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.

Article 194 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 of functions and powers of the Board of Supervisors.

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 three percent (3%) of the total issued and outstanding shares with voting rights of the Bank shall propose the Shareholders' General Meeting to remove him/her.

The provisions on the qualifications of Independent Directors in Article 139 and

Article 140 herein shall be applicable to external supervisors.

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 co-operate and shall not reject, hinder or conceal any matter, or interfere with the external supervisors in their exercising of such duties and powers.

Article 195 The Board of Supervisors shall set up a Performance and Due Diligence Supervision Committee and Finance and Internal Control Supervision Committee; and it may establish other special committees when necessary. Special committees under the Board of Supervisors shall be responsible to the Board of Supervisors, and assist the latter in performing its duties and powers.

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.

Main duties and powers of the Performance and Due Diligence Supervision Committee are:

- (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;
- (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;
- (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;
- (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;
- (5) to organize the preparation of evaluation methods for the Bank's supervisors, and submitting to the Board of Supervisors for consideration;
- (6) to organize the evaluation for the Bank's supervisors;
- (7) to carry out research and work on events, documents, and information notified and provided by the Board of Directors, the senior management of the Bank and its

members;

- (8) other matters assigned by the Board of Supervisors.

Article 197 The Finance and Internal Control Supervision Committee shall consist of at least three (3) supervisors.

Main duties and powers of Finance and Internal Control Supervision Committee are:

- (1) to formulate rules and systems, work plans, implementation plan of supervision and examination for the Board of Supervisors on supervising finance and internal control, and implement them or organize the implementation after being approved by the Board of Supervisors;
- (2) to propose supervisory opinions on finance and internal control, and submit to the Board of Supervisors for review;
- (3) to consider the Bank's annual financial reports, business reports and profit distribution plans prepared by the Board of Directors, and make recommendations to the Board of Supervisors;
- (4) when necessary, to prepare the implementation plan for auditing the Bank's operation decision, risk management and internal control, and organize the implementation after being approved by the Board of Supervisors;
- (5) when necessary, to propose to the Board of Supervisors on engaging external audit institution to conduct audit on the Bank's finance;
- (6) to study and deal with events, documents and information notified and provided by the Board of Directors and the senior management of the Bank;
- (7) other matters assigned by the Board of Supervisors.

Article 198 The Board of Supervisors shall set up an office as its administrative body. The office of the Board of Supervisors shall be responsible for daily works of the Board of Supervisors and its special committees, including specific implementation of supervision, preparation for meetings of the Board of Supervisors, design of agenda, preparation of related documents and making of minutes. Staff engaged by the office shall have relevant professional knowledge to ensure the performance of supervision duties and powers by the Board of Supervisors.

Chapter 17 Qualifications and Obligations of Directors, Supervisors, President and Other Senior Management

Article 199 None of the following persons may hold the position of director,

supervisor, president or other member of the senior management of the Bank:

- (1) those without capacity or with limited capacity for civil conduct;
- (2) those sentenced to criminal punishment for embezzlement, bribery, seizure of property, appropriation of property or disrupting socialist market economic orders, or those deprived of political rights for crimes committed;
- (3) directors or managers of bankrupt and liquidated companies or enterprises who were personally responsible for the bankruptcy of such companies or enterprises,;
- (4) legal representatives of companies or enterprises that have the business license revoked for violation of law, and such legal representatives bear personal liability;
- (5) those who are dismissed by other commercial banks or organizations due to their failure in the performance of faithfulness obligation;
- (6) those with relatively large amount of personal debts that have fallen due but have not been repaid;
- (7) those investigated by judicial authorities for crimes committed and the cases have not been closed;
- (8) those unable to assume the position of leadership in enterprises as provided by laws, regulations and rules;
- (9) non-natural persons;
- (10) those judged by competent authorities as having violated the provisions of relevant securities laws and regulations, and involving fraudulent or dishonest acts.

Persons whose qualification has been lawfully canceled by the banking regulatory institution of the State Council shall not serve as senior management of the Bank.

Article 200 When a director, president and other members of the senior management of the Bank act in the name of the Bank, the effectiveness of such act against any third party acting in good faith shall not be affected by the non-compliance in terms of the post, election or qualification of such person.

If not specified in the Articles or without legal authorization by the Board of Directors, any director shall not act on behalf of the Bank or the Board of Directors in the name of individual. If a director acts in the name of individual, and the third party might reasonably consider that such director is acting on behalf of the Bank or the Board of Directors, such director shall state his/her position and identity in advance.

Article 201 Apart from the obligations provided in laws, regulations, rules or relevant rules of the local securities regulatory authorities where shares of the Bank are listed, the directors, supervisors, president and other members of the senior management of the Bank shall assume the following obligations towards each shareholder when exercising their functions and powers granted by the Bank:

- (1) not to operate business beyond the business scope specified in the business license, and meet the requirements as stipulated by laws, regulations, rules and various economic policies of the State in conducting commercial acts;
- (2) to act in good faith with a view to maximize the Bank's interests;
- (3) not to deprive the Bank of its properties by any means, including but not limited to favorable opportunities for the Bank;
- (4) to treat all shareholders on a fair basis, and not to deprive shareholders of personal rights and interests, including but not limited to the rights of distribution and voting, except the restructuring of the Bank submitted to and approved by the Shareholders' General Meeting according to the Articles.

Article 202 When exercising their rights or performing their obligations, the directors, supervisors, president and other members of the senior management of the Bank shall be responsible for behaving with prudence, diligence and skills as a reasonably prudent person would do under similar circumstances.

Article 203 When performing duties and powers, the directors, supervisors, 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:

- (1) to act in good faith with a view to maximize the Bank's interests;
- (2) to exercise rights within the scope of authority;
- (3) to 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;
- (4) to treat shareholders of the same class equally and treat those of different classes fairly;
- (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;

- (6) without the approval of the informed Shareholders' General Meeting, not to utilize the Bank's property by any means for their own interests;
- (7) not to seek benefits for themselves or other persons by means of insider 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;
- (8) without the approval of the informed Shareholders' General Meeting, not to accept commissions related to the Bank's transactions;
- (9) to 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;
- (10) without the approval of the informed Shareholders' General Meeting, not to compete with the Bank by any means;
- (11) not to misappropriate the fund of the Bank, lend the fund of the Bank to other persons, 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;
- (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:
 - (a) provided by laws;
 - (b) required for public interests;
 - (c) required by the directors, supervisors, president and other members of the senior management of the Bank for his/her own interests;
- (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 or conduct any business similar to that of the Bank for himself/herself or others with the convenience provided by his/her position;
- (14) not to impair the interests of the Bank by taking advantage of the connected

relation;

- (15) to perform other loyalty and diligence obligations stipulated in laws, regulations, rules and the Articles.

Gains of directors, supervisors, president and other members of the senior management arising out of activities in violation of the foregoing loyalty obligations shall belong to the Bank.

Article 204 The directors, supervisors, president and other members of the senior management of the Bank shall not instigate the following persons or institutions (“connected persons”) to do anything that they are forbidden to do:

- (1) the spouse or children of the directors, supervisors, president and other members of the senior management of the Bank;
- (2) trustees of directors, supervisors, president and other members of the senior management of the Bank and those specified in item (1) of this article;
- (3) partners of the directors, supervisors, president and other members of the senior management of the Bank and those specified in items (1) and (2) of this article;
- (4) companies *de facto* solely controlled by the directors, supervisors, president and other members of the senior management of the Bank, or *de facto* jointly controlled by them with those specified in items (1), (2) and (3) of this article or with other directors, supervisors, president and members of the senior management of the Bank;
- (5) the directors, supervisors, managers and other members of the senior management of the controlled companies specified in item (4) of this article.

Article 205 The obligations of good faith of the directors, supervisors, president and other members of the senior management of the Bank shall not terminate during reasonable period before and after their resignation becomes effective or their term of office expires, and their obligations to hold business secrets of the Bank confidential shall remain valid until such secrets are open to the public. The duration of other obligations shall be decided in accordance with the principle of fairness, depending on the interval between the date when an event occurs and the date when they leave their positions, and depending on the circumstances and conditions under which their relationship with the Bank terminates.

Article 206 The responsibilities borne by the directors, supervisors, president and other members of the senior management of the Bank due to violation of a certain obligation may be discharged by the informed Shareholders’ General Meeting, with

exception of the circumstances specified in Article 55 of the Articles.

Article 207 Where the directors, supervisors, president or other members of the senior management of the Bank has direct or indirect material conflict of interests with the executed or proposed contracts, transactions or arrangements (except the employment contracts between the Bank and its directors, supervisors, president and other members of the senior management of the Bank), such person shall notify the Board of Directors of the nature and degree of the interest as soon as possible, regardless of whether such matter, in general, shall be subject to the approval of the Board of Directors.

A director shall not vote on the contract, transaction or arrangement with which he/she or any associates of his/hers (as defined in the Listing Rules) has material interest, and such director shall not be counted into the quorum of the meeting.

Unless the interested directors, supervisors, president and other members of the senior management of the Bank have informed the Board of Directors of the matter as stipulated in paragraph 1 of this article, and the Board of Directors has approved it at a meeting where such persons are not counted into the quorum nor do they participate in the voting, the Bank shall have the right to cancel such contracts, transactions or arrangements, except that the counter-party acting in good faith is unaware of the violation of their obligations by connected directors, supervisors, president and other members of the senior management of the Bank.

When the connected persons of the directors, supervisors, president and other members of the senior management of the Bank have conflict of interests with a certain contract, transaction or arrangement, it shall be deemed that the directors, supervisors, president and other members of the senior management of the Bank have conflict of interests as well.

Article 208 When the Bank intends to sign a contract, conduct a transaction or make an arrangement for the first time, if the interested directors, supervisors, president and other members of the senior management of the Bank have notified the Board of Directors in written form, declaring that because of the contents specified in the notification, they have conflict of interests with the contract, transaction or arrangement of the Bank in the future, it shall be deemed that they have made the disclosure as required in the previous article hereof, within the scope of the disclosure of the notification.

Article 209 Executive directors of the Bank and members of the senior management of the Bank engaged by the Board of Directors shall not hold any position in the enterprise which is not controlled by the Bank or the Bank has no equity participation. Any executive director or members of the senior management of the

Bank who holds position in the aforesaid enterprise shall inform the Board of Directors, and his/ her performance of duties and powers in the Bank shall not be affected. In case any remuneration (including allowances) is involved, the measures formulated separately by the Nomination and Remuneration Committee of the Board of Directors shall be applied.

Article 210 In case any directors, supervisors, president and other 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.

Article 211 The Bank shall not pay taxes for its directors, supervisors, president and other members of the senior management of the Bank by any means.

Article 212 The Bank shall not, directly or indirectly, provide loans or loan guarantee to the directors, supervisors, president and other members of the senior management of the Bank and its parent company, nor shall it provide the same to their connected persons.

The preceding provisions shall not apply in the following circumstances:

- (1) the Bank provides loans or loan guarantee for its subsidiaries;
- (2) pursuant to the employment contracts approved by the Shareholders' General Meeting, the Bank provides loans, loan guarantee or other funds to its directors, supervisors, president and other members of the senior management of the Bank, to enable them to make payment for the Bank or for the expenses arising from the performance of their duties and powers;
- (3) if normal business scope of the Bank includes provision of loans and loan guarantee, the Bank may provide loans or loan guarantee to its directors, supervisors, president, other members of the senior management of the Bank and their connected persons based on the normal commercial terms and conditions.

Article 213 If the Bank provides loans in violation of Article 212, the payee shall repay the loans immediately regardless of the terms of the loan.

Article 214 The loan guarantee provided by the Bank in violation of Article 212(1) shall not be enforceable against the Bank with the exception of the following circumstances:

- (1) when providing loans to the connected persons of the directors, supervisors, president and other members of the senior management of the Bank or its parent company, the loan provider is not aware of such violation;

- (2) the collaterals provided by the Bank have been legally sold by the loan provider to a purchaser acting in good faith.

Article 215 The guarantee mentioned in the preceding articles in this chapter shall include the activities whereby the guarantor bears the responsibility or provides properties to ensure the obligation performance of the obligor.

Article 216 In case the directors, supervisors, president and other members of the senior management of the Bank violate their obligations towards the Bank, apart from the rights and remedial measures provided by laws, regulations and rules, the Bank shall have the right to take the following measures:

- (1) to require relevant directors, supervisors, president and other members of the senior management of the Bank to compensate the Bank for the losses arising from their dereliction of duty;
- (2) to cancel any contract or transaction between the Bank and connected directors, supervisors, president and other members of the senior management of the Bank and that between the Bank and a third party (if the third party has known or should have known that the directors, supervisors, president and other members of the senior management of the Bank had violated their obligations towards the Bank);
- (3) to require related directors, supervisors, president and other members of the senior management of the Bank to hand over the proceeds generated in violation of their obligations;
- (4) to recover from related directors, supervisors, president and other members of the senior management of the Bank for the funds that should be collected by the Bank, including but not limited to commissions;
- (5) to require related directors, supervisors, president and other members of the senior management of the Bank to return the interest generated by or possibly generated by the fund that should be returned to the Bank.

Article 217 The Bank shall enter into a written contact with each director, supervisor, president and other members of the senior management of the Bank, which shall contain at least the following terms and conditions:

- (1) directors, supervisors, president and other members of the senior management of the Bank shall make a commitment to the Bank that they shall comply with the Company Law, Special Provisions, the Articles, the Code on Takeovers and Mergers and Share Repurchases of Hong Kong. They shall agree that the Bank shall have the right to take the remedial measures as specified in the Articles and such contact and their positions shall not be transferred;

- (2) directors, supervisors, president and other members of the senior management of the Bank shall make a commitment to the Bank which is on behalf of its shareholders, that they shall comply with and perform their responsibilities to the shareholders as specified in the Articles of the Bank:
- (3) arbitral clauses:
- (a) any dispute or claim, between the Bank and its directors, supervisors, president and other members of the senior management of the Bank, between shareholders of overseas listed foreign shares and the Bank, between shareholders of overseas listed foreign shares and the Bank's directors, supervisors, president and other members of the senior management of the Bank, or between shareholders of overseas listed foreign shares and shareholders of domestic shares, in connection with the Bank's affairs arising from rights and obligations specified in the contract, the Articles, the Company Law as well as relevant laws, regulations and rules, shall be submitted to arbitration by the relevant parties;
 - (b) when the dispute or claim as described above is submitted to arbitration, such dispute or claim shall be in its entirety, and all parties (being the Bank or the shareholders, directors, supervisors, president or other members of the senior management of the Bank) that have a cause of action due to the same facts or whose participation is necessary for the settlement of such dispute or claim shall be subject to the arbitration;
 - (c) disputes concerning the definition of shareholders and the register of shareholders may not be required to be settled by means of arbitration;
 - (d) a dispute or claim submitted to arbitration may be arbitrated, at the option of the arbitration applicant, by either China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. After the arbitration applicant submits the dispute or claim for arbitration, the arbitration shall be carried out in the arbitration institution selected by the applicant;
 - (e) if the arbitration applicant opts for arbitration by the Hong Kong International Arbitration Centre, either party may request arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of Hong Kong International Arbitration Centre;
 - (f) unless otherwise provided by laws, regulations and rules, laws of the PRC shall apply to the settlement by means of arbitration of disputes or claims referred to in Item (a) herein;

- (g) the award of the arbitration institution shall be final and binding upon each party;
- (h) the arbitration agreement shall be reached by the Bank and its directors, supervisors, president or other members of the senior management of the Bank. The Bank represents both itself and each of its shareholders;
- (i) any submission to arbitration shall be deemed as an authorization to arbitration tribunal for public hearing and announcement of its award.

Article 218 The Bank shall enter into written contracts with its directors and supervisors in relation to their remuneration (which is subject to the prior approval of the Shareholders' General Meeting). The matters relating to remuneration shall include:

- (1) remuneration of directors, supervisors or members of the senior management of the Bank;
- (2) remuneration of directors, supervisors or members of the senior management of subsidiaries of the Bank;
- (3) remuneration of other services supporting the management of the Bank and its subsidiaries;
- (4) compensatory payments for the loss of office or retirement of a director or supervisor.

Except for the aforesaid contracts, the directors and supervisors shall not file any lawsuit against the Bank and claim the benefits they shall obtain for the foregoing matters.

Article 219 The remuneration contracts between the Bank and its directors and supervisors shall provide that when the Bank is acquired, with the prior approval of the Shareholders' General Meeting, directors and supervisors of the Bank shall have the right to obtain the compensation or other amounts to which they are entitled due to the loss of their positions or upon retirement. The acquisition aforesaid shall mean any one of the following circumstances:

- (1) any person makes a tender offer to all shareholders;
- (2) any person makes a tender offer with the aim of making the offeror to become the controlling shareholder of the Bank. The term "controlling shareholder" has the same meaning as defined in Article 57 hereof.

If relevant directors and supervisors violate the provisions of this article, any fund received by them shall be owned by the persons who accept the foregoing offer and sell their shares, and meanwhile the directors and supervisors shall bear the expenses incurred by allocation of the fund proportionally. The expenses shall not be subtracted from the fund.

Chapter 18 Financial and Accounting Rules, Profits Distribution and Audit

Article 220 The Bank shall formulate its financial accounting system and internal audit system in accordance with laws, regulations, rules, Chinese Accounting Standards issued by competent financial authority of the State Council, and relevant provisions of the banking regulatory institution of the State Council.

Article 221 The accounting year of the Bank shall be the calendar year, beginning from January 1 and ending on December 31 of the calendar year.

Article 222 The Bank shall, in accordance with relevant regulations of the state, record and reflect its business activities and financial position on a true and comprehensive basis, and prepare financial reports at the end of each accounting year, which shall be examined and certified according to laws and timely reported to the banking regulatory institution of the State Council, the People's Bank of China and competent financial authority of the State Council.

Article 223 The financial report of the Bank shall contain the following contents:

- (1) balance sheet;
- (2) profit and loss statement;
- (3) cash flow statement;
- (4) statement of change in shareholders' equity;
- (5) notes to the financial statements.

Article 224 The Board of Directors of the Bank shall submit to the annual shareholders' general meeting the financial report prepared by the Bank as required by relevant laws, regulations, rules and documents issued by relevant competent authorities.

Article 225 The Bank shall make financial report available at the Bank for examination by its shareholders twenty (20) days prior to the date of the annual shareholders' general meeting, and each shareholder of the Bank shall be entitled to obtain the financial report mentioned in this chapter.

The Bank shall send the aforesaid report to each shareholder of overseas listed foreign shares by specially assigned person or by postage-paid mail at least twenty-one (21) days prior to the date of the annual shareholders' general meeting, and the address on the register of shareholders shall be the address of the recipient.

Article 226 The Bank shall prepare its financial statements in accordance with the accounting standards required by local securities regulatory authorities where shares of the Bank are listed, laws, regulations and rules. In case there are major differences between the financial statements prepared in accordance with the two (2) 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 (2) financial statements.

Article 227 The Bank shall prepare its interim results or financial information to be published or disclosed in accordance with the accounting standards required by local securities regulatory authorities at the place where shares of the Bank are listed as well as laws, regulations and rules.

Article 228 The Bank shall, from the date when its domestic listed shares are listed on a domestic stock exchange, report its annual financial report to the China Securities Regulatory Commission ("CSRC") and the stock exchange where the Bank's shares are listed within four (4) months after the end of each accounting year, and report its interim financial report to the office of CSRC and the stock exchange where the Bank's shares are listed within two (2) months after the end of first six (6) months of each accounting year, and report its quarterly financial report to the aforesaid institutions within one (1) month after the end of first three (3) months and first nine (9) months of each accounting year. These reports shall be disclosed in accordance with the local relevant provisions where the Bank's shares are listed.

Article 229 The Bank shall not have any books of accounts in addition to its statutory ones. No asset of the Bank may be deposited into an account opened in the name of any individual.

Article 230 The Bank shall set aside provisions for impairment of various assets in accordance with relevant regulations of the State and accounting standards required by local securities regulatory authorities where shares of the Bank are listed, to reflect the true values of assets.

Article 231 The after-tax profit of the Bank shall be distributed in the following order of priority:

- (1) to make up for previous year's losses;
- (2) to set aside ten percent (10%) to statutory reserve;

- (3) to set aside general reserve;
- (4) to set aside discretionary reserve;
- (5) to 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 to set aside discretionary reserve after setting aside statutory reserve and general reserve.

Shares held by the Bank shall not participate in the distribution of profit.

The dividend payment of preference shares shall be implemented in accordance with laws, administrative regulations, rules, and relevant provisions in the listing place of the Bank's shares and issuance place of preference shares or of securities regulatory authorities in the listing place, as well as the Articles of Association.

Article 232 The Bank shall not distribute its dividends or apply other distribution in the form of dividends before making up for losses and setting aside statutory reserve and general reserve.

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.

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.

Article 233 The capital reserve shall include the following items:

- (1) the premium gained from shares issuance in excess of the par value;
- (2) other income that shall be included into the capital reserve as required by the competent financial authority of the State Council.

Article 234 The reserve of the Bank may be used for making up for losses, expanding the scale of operation or increasing the capital of the Bank, but capital reserve shall not be used for making up for the Bank's losses. Where the reserve of the Bank is converted into share capital according to a resolution of the Shareholders' General Meeting, the Bank shall distribute new shares to its shareholders in proportion to their respective existing shareholdings or increase the par value per share, provided that where the statutory reserve is converted to capital, the balance of such reserve shall not fall below twenty-five (25%) of the Bank's registered capital before conversion.

Article 235 The Bank may distribute dividends in the form of:

- (1) cash;
- (2) shares;
- (3) a combination of cash and shares.

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 continue and stable as well as to achieve long term benefit of the Bank, benefit of the shareholders of the Bank as a whole, and the sustainable development of the Bank. The Bank shall distribute dividends with a preference in cash. Where the circumstances permit, the Bank may distribute interim dividends.

Unless under special circumstances, the Bank shall distribute dividends in cash if it profits in that year and has positive accumulative undistributed profits. The profits distributed by the Bank in a year shall be no less than ten percent (10%) of the net profit of the Group in the same year attributable to the shareholders of the Bank. The aforementioned special circumstances include:

- (i) general provisions or the capital adequacy ratio of the Bank does not meet the requirements of the regulatory authorities including the China Banking Regulatory Commission;
- (ii) the regulatory authorities including the China Banking Regulatory Commission adopt regulatory measures to restrain the profit distribution of the Bank;
- (iii) other circumstances that relevant laws, regulations, rules or the regulatory institution at the place where the Bank is listed considers to be inappropriate to distribute dividends.

If there are material changes in the regulatory policies, or changes in the external business environment which materially influence the business operation of the Bank, or major changes in the business operation status of the Bank, the Bank may make adjustments to its profit distribution policy. When adjusting the profit distribution policy, the Board of Directors shall conduct a specific discussion to discuss and verify the reasons to make the adjustments and prepare a written report. Independent Directors shall express their views, and the matter shall be approved by special resolutions in the Shareholders' General Meeting. The Bank shall provide online voting channels for the shareholders when discussing and approving the adjustments to the profit distribution policy.

Article 236 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 foreign 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.

The foreign currency paid by the Bank to shareholders of overseas foreign shares shall be handled according to relevant regulations of the State on foreign exchange control.

The Bank shall withhold the tax payable on dividend income for shareholders in accordance with Chinese tax law.

Article 237 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.

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 agent appointed by the Bank for shareholders of overseas listed foreign shares listed in Hong Kong shall be a trust company registered in accordance with the *Trustee Ordinance* of Hong Kong.

For dividends not claimed by anyone, the Bank may exercise the right to retrieve such unclaimed dividend under the pre-condition of abiding by relevant laws, rules and regulations of China as well as relevant regulations of local securities regulatory authorities where shares of the Bank are listed, but the right shall only be exercised after the expiration of the applicable limitation period.

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.

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:

- (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;
- (2) the Bank has published 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 informed the local securities regulatory authorities where shares of the Bank are listed.

Article 238 The Bank shall implement an internal audit system and set up an independent internal audit department equipped with sufficient and qualified audit personnel, who shall, under the leadership of chief audit officer, conduct internal audit and supervision over the Bank's internal control, business and financial activities. The internal audit system of the Bank shall not be implemented until being approved by the Board of Directors.

Article 239 The head of internal audit department shall be responsible and report to the chief audit officer; subordinate internal audit department shall be responsible and report to superior internal audit department, and may inform the operation and management department of corresponding level of relevant audit information; internal audit department and its supervision work shall be supervised and evaluated by the Audit Committee under the Board of Directors and guided by the Board of Supervisors. When the head of internal audit department encounters material problems, he/she may report to the banking regulatory institution of the State Council if necessary.

Article 240 The members of the senior management of the Bank shall ensure and support the implementation of the Bank's internal audit system and the performance of duties and powers by the audit personnel. Operation management departments of various levels shall provide, in a timely manner, the internal audit department with materials and information concerning the financial position, risk status and internal control of the Bank that are required for conducting internal audit, and shall not hinder or impede any audit activity conducted by the internal audit department within its duties and powers.

Chapter 19 Appointment of Accounting Firm

Article 241 The Bank shall, based on relevant regulations of the State and the market-oriented principle, engage independent accounting firms to audit annual financial reports and to review other financial reports of the Bank.

Article 242 The engagement term of an accounting firm shall begin from the date of the close of the current annual Shareholders' General Meeting and end on the date of the close of the next annual shareholders' general meeting.

Article 243 The accounting firm engaged by the Bank shall have the following rights:

- (1) to access at all times to the books of accounts, records and vouchers of the Bank and require the directors, president or other members of the senior management of the Bank to provide relevant materials and statements;

- (2) to require the Bank to adopt reasonable measures to obtain from its subsidiaries materials and statements that are required for the performance of duties;
- (3) to attend the Shareholders' General Meeting, receive notice of Shareholders' General Meeting or other information in relation to the meeting that shareholders shall have right to receive, and speak at the meeting with regard to matters involving its duties as an accounting firm engaged by the Bank.

Article 244 If a vacancy occurs on the position of accounting firm, the Board of Directors may, before the convening of a Shareholders' General Meeting, engage an accounting firm to fill up such vacancy. During the period of vacancy, if the Bank has another incumbent accounting firm, such accounting firm may still exercise its functions.

Article 245 The Shareholders' General Meeting may decide to remove an accounting firm by adopting ordinary resolution before the expiration of the term of office of the accounting firm, regardless of the terms and conditions of the contract between the accounting firm and the Bank. If the accounting firm concerned has the right to make claim to the Bank due to its removal, such right shall not be affected.

Article 246 The remuneration of the accounting firm or the method of determining the remuneration shall be decided by the Shareholders' General Meeting. The remuneration of the accounting firm engaged by the Board of Directors shall be decided by the Board of Directors, and reported to the Shareholders' General Meeting for approval.

Article 247 The decision on engagement, removal or non-renewal of an accounting firm shall be made by the Shareholders' General Meeting, and reported to the securities regulatory institution of the State Council for filing.

If the Shareholders' General Meeting proposes, by adopting resolutions, to recruit a non-incumbent accounting firm to fill up any vacancy of the post of accounting firm, or re-engage the accounting firm engaged by the Board of Directors to fill up the vacancy, or remove an accounting firm before the expiration of its term of office, the following provisions shall be satisfied:

- (1) The proposal on engagement or removal shall be sent to the accounting firm to be engaged, or to leave the post, or that has left the post in the relevant accounting year before the issuance of the notice on the Shareholders' General Meeting.

Leaving the post includes removal, resignation from the post, and leaving the post after the expiration of the term of office.

- (2) If the accounting firm about to leave the post makes a written statement, and asks

the Bank to inform the shareholders of its statement, unless the time of receiving the written statement is too late, the Bank shall adopt the following measures:

- (a) state in the notice issued for making resolutions that the accounting firm to leave the post has made a statement;
 - (b) send the duplicate copy of the statement in the form of an attachment to the notice to shareholders in a way stipulated by the Articles;
- (3) If the Bank fails to send the statement of relevant accounting firm according to the above provisions of Item (2) above, the accounting firm may ask the statement be read out at the Shareholders' General Meeting and make further appeal.
- (4) An accounting firm to leave the post shall be entitled to attend the following meetings:
- (a) shareholders' General Meeting at which its term of office shall expire;
 - (b) shareholders' General Meeting at which the vacancy due to its removal is to be filled up;
 - (c) shareholders' General Meeting convened due to its resignation from its post.

The accounting firm leaving the post shall be entitled to receive all notices of the aforesaid meetings or other information in relation to the meetings and speak at the aforesaid meeting with regard to matters involving its duties as the previous accounting firm engaged by the Bank.

Article 248 If the Bank decides to remove or not to re-engage an accounting firm, it shall notify the latter in advance. The accounting firm shall have right to state its opinions to the Shareholders' General Meeting. If the accounting firm offers to resign, it shall make a statement to the Shareholders' General Meeting about whether the Bank is involved in any inappropriate circumstance.

The accounting firm may resign from its duties by depositing its written resignation notice at the legal address of the Bank. The resignation notice shall take effect on the date the resignation letter is deposited at the Bank's legal address or the later date indicated in the notice. The notice shall include the following statements:

- (1) statement that its resignation does not involve any circumstance which should be clarified to the Bank's shareholders or creditors; or
- (2) any statement about circumstances that should be clarified.

The Bank shall send copies of the notice to relevant competent authorities within fourteen (14) days from the date of receiving the aforesaid written notice. If the notice carries the statements mentioned in Item (2) above, the Bank shall deposit the duplicate copy of the statements in the Bank for shareholders' reference. The Bank shall also send the duplicate copy of the aforesaid statements to shareholders of overseas listed foreign shares by postage-paid mail, and the address in the register of shareholders shall be the address of the recipients.

If the resignation notice of an accounting firm carries any statement about circumstances that should be clarified, the accounting firm may ask the Board of Directors to convene an extraordinary shareholders' general meeting to listen to its explanation on relevant circumstances of its resignation.

Chapter 20 Information Disclosure

Article 249 The Bank shall set up an information disclosure system according to laws, regulations, rules, relevant provisions of the local securities regulatory authorities where the Bank's shares are listed and the Articles.

Article 250 The Board of Directors shall be responsible for the information disclosure of the Bank.

Article 251 The Bank shall disclose information in a standard way by following the principles of authenticity, accuracy, completeness, comparability and timeliness.

Article 252 The Bank, when necessary, may inform shareholders of matters on information disclosure. The information disclosure of the Bank shall embody the principle of treating all shareholders on an open, fair and equal basis.

Article 253 The insiders of the Bank and other relevant information insiders shall have the liability of keeping undisclosed information confidential.

Article 254 All notices or documents that the Bank shall present to SEHK in accordance with the Listing Rules shall be written in English or attached with an English version that has been signed and certified.

Chapter 21 Employment and Human Resource

Article 255 The Bank shall abide by laws, regulations and rules of the State on labour and personnel, labour protection and labour insurance.

Article 256 According to relevant provisions of the State, the Bank shall have the right to decide on the requirements and number of employees to be recruited, recruitment time and methods, and mode of employment.

Article 257 The Bank shall enter into a labour contract with each employee according to the need of operation and management, adopt a system of engagement for the management and professional personnel, set up a remuneration system that has effective incentive and restraining effects, and reasonably determine the remuneration level of staff.

Article 258 The Bank may recruit management personnel, technicians and other personnel on its own discretion according to the regulations of the State.

Article 259 The Bank shall apply an enterprise annuity system, and the specific measures shall be formulated by the Board of Directors.

Article 260 The Bank shall, according to laws, formulate its internal rules and regulations on rewards for and punishments of its employees, under which, the employees who have made outstanding contributions shall be rewarded and those who violate rules and regulations shall be punished.

Article 261 When the Bank is deciding on issues related to employees' interest such as employees' salary, welfare benefits, labour protection and labour insurance, it shall solicit opinions of labour union and employees, and invite labour union or employee representatives to attend relevant meetings as non-voting attendees.

Article 262 When the Bank is deciding on major issues on operation or formulating important systems and rules, it shall solicit opinions of labour union and employees of the Bank.

Article 263 Any labour dispute between the Bank and its employees shall be settled according to the regulations of the State on labour dispute.

Chapter 22 Merger and Division

Article 264 The Bank may take merger or division actions according to laws. The merger and division of the Bank shall be handled in accordance with the Company Law and the Commercial Banking Law.

Article 265 For a merger or division of the Bank, the Board of Directors shall put forward a proposal, and the formalities for approval shall be handled according to laws after the proposal has been adopted by the Shareholders' General Meeting according to procedures specified herein. The shareholders who oppose the Bank's merger or division plans have the right to ask the Bank or the shareholders who approve the merger or division plans to purchase their shares at a fair price. The content of the resolution on the merger or division of the Bank shall be made as a special document, which shall be made available for shareholders' reference.

With regard to shareholders of overseas listed foreign shares that are listed in Hong Kong, the aforesaid documents shall also be sent to them by mail.

Article 266 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. 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.

After the merger of the Bank, the claims and debts of the parties to the merger shall be assumed by the surviving bank or the newly established bank.

Article 267 Where the Bank proceeds into a division, its assets shall be divided accordingly.

In the case of a division of the Bank, the parties to the division shall enter into a division agreement and prepare a balance sheet and a detailed inventory of assets. The Bank shall inform its creditors of the intended division within ten (10) days following the date on which the division resolution is adopted, and make an announcement in newspaper within thirty (30) days.

The bank established as a result of the division shall assume the debts owed by the Bank before the division in accordance with the agreement reached.

Article 268 Where a merger or division of the Bank involves changes in registered items, such changes shall be registered according to laws with the company registration authority. If the Bank is dissolved, cancellation of registration of the Bank shall be carried out according to laws; where a new company is incorporated, the registration of the incorporation of the company shall be carried out according to laws.

Chapter 23 Dissolution and Liquidation

Article 269 The Bank shall be dissolved and liquidated according to laws, if:

- (1) the Shareholders' General Meeting has resolved to do so;
- (2) it is required as a result of the merger or division of the Bank;

- (3) the Bank is unable to pay off its due debts and is therefore declared bankrupt according to laws;
- (4) the Bank is ordered to be closed down due to its violation of any laws, regulation and rules.

Dissolution of the Bank shall only be effective after it has been reported to, and approved by, the banking regulatory institution of the State Council.

Article 270 In the case of dissolution of the Bank under Article 269 (1), a liquidation committee shall be formed within fifteen (15) days after the approval of the banking regulatory institution of the State Council. The members of the liquidation committee shall be determined by the Shareholders' General Meeting through ordinary resolution.

In the case of dissolution of the Bank under Article 269 (3), the people's court shall, according to relevant laws, organize the banking regulatory institution of the State Council, shareholders, relevant departments and professionals to form a liquidation committee to carry out liquidation.

In the case of dissolution of the Bank under Article 269 (4), the banking regulatory institution of the State Council shall organize the shareholders, relevant departments and professionals to form a liquidation committee to carry out liquidation.

Article 271 If the Board of Directors decides the Bank shall carry out liquidation (except for liquidation resulting from the Bank's declaration of bankruptcy), it shall state in the notice of Shareholders' General Meeting convened for this purpose that the Board of Directors has conducted comprehensive investigation on the Bank's conditions and believes that the Bank is able to pay off all its debts within twelve (12) months following the commencement of liquidation.

The functions and powers of the Board of Directors of the Bank shall terminate immediately when the Shareholders' General Meeting adopts the resolution on liquidation.

The liquidation committee shall follow directions of the Shareholders' General Meeting to report on its income and expenditures, the Bank's business and progress of liquidation at least once a year to the Shareholders' General Meeting and make a final report to the Shareholders' General Meeting at the end of liquidation.

Article 272 The liquidation committee shall make registration of claims and shall inform creditors within ten (10) days following its establishment, and make an announcement in newspaper within sixty (60) days. The creditors shall declare their claims to the liquidation committee within thirty (30) days from the date of receipt

of the notice or, within forty-five (45) days from the date of the first public announcement for those who have not received the notice. The creditors shall explain matters related to their claims and provide supporting materials when declaring their claims. The liquidation committee shall register the claims.

The liquidation committee shall not settle any debt with the creditors during the period of claim declaration.

Article 273 The liquidation committee shall exercise the following functions and powers during the period of liquidation:

- (1) to liquidate the Bank's property and prepare a balance sheet and an inventory of property;
- (2) to inform creditors by notice or public announcement;
- (3) to deal with liquidation-related unsettled businesses of the Bank;
- (4) to pay the Bank's outstanding taxes and taxes incurred in the liquidation process;
- (5) to settle claims and debts of the Bank;
- (6) to dispose of the Bank's remaining property after the payment of the Bank's debts;
- (7) to participate in civil proceedings on behalf of the Bank.

Article 274 After the liquidation committee has liquidated the Bank's property and prepared a balance sheet and an inventory of property, it shall prepare a liquidation plan and submit it to the Shareholders' General Meeting and banking regulatory institution of the State Council for confirmation.

The property of the Bank shall be liquidated in the following order:

- (1) payment of liquidation expenses;
- (2) payment of employees' salary, social labour insurance premiums and statutory compensation;
- (3) payment of principal and interest of individual deposits;
- (4) payment of outstanding taxes;
- (5) payment of other debts of the Bank.

The remaining property of the Bank after the liquidation according to the preceding paragraph shall be distributed according to the classes and proportion of shares held by

shareholders.

The Bank shall not engage in any new business during liquidation.

Article 275 In case of liquidation as a result of dissolution of the Bank, if the liquidation committee of the Bank, after liquidating the Bank's property and preparing a balance sheet and inventory of property, discovers that the Bank's property is insufficient to pay off its debts, the committee shall, after the approval of banking regulatory institution of the State Council, apply to the people's court for a declaration of bankruptcy.

Upon the declaration of bankruptcy of the Bank made by the people's court, the liquidation committee shall hand over liquidation matters to the people's court.

Article 276 Upon the completion of liquidation, the liquidation committee shall prepare a liquidation report as well as an income and expenditure statement and financial books of accounts for the period of liquidation and, after they are certified by a Chinese certified public accountant, the committee shall submit them to the Shareholders' General Meeting and banking regulatory institution of the State Council for confirmation.

The liquidation committee shall, within thirty (30) days from the confirmation of banking regulatory institution of the State Council, submit the above-mentioned documents to the company registration authority for cancellation of the Bank and announcement of the Bank's termination.

Chapter 24 Amendments to Articles of Association

Article 277 The Bank may make amendments to the Articles whenever necessary. The amended Articles shall not conflict with laws and regulations.

Article 278 In case of the following circumstances, the Banks shall amend the Articles

- (1) after the amendment of the Company Law, Commercial Banking Law or relevant laws, regulations, rules or relevant provisions of the local securities regulatory authorities where the share of the Bank are listed, the matters specified in the Articles conflict with the amended laws, regulations, rules or relevant provisions of the local securities regulatory authorities where the Bank's shares are listed;
- (2) the situation of the Bank is inconsistent with the matters specified in the Articles due to the change in the Bank's situation;
- (3) the Shareholders' General Meeting decides to amend the Articles.

Article 279 Any amendment made by the Shareholders' General Meeting to the Articles shall be approved by the banking regulatory institution of the State Council. The Bank shall go through the registration of change according to laws where items requiring registration are involved.

Article 280 The Board of Directors shall, according to the resolution of the Shareholders' General Meeting on amendment to the Articles, obtain the approval from relevant competent authority before amendment, and handle registration of change according to laws.

Chapter 25 Dispute Resolution

Article 281 If any dispute or claim concerning the Bank's business on the basis of the rights and obligations provided in the Articles or in the Company Law or other relevant laws, regulations and rules arises between a shareholder of overseas listed foreign shares and the Bank, between a shareholder of overseas listed foreign shares and a director, a supervisor, president or other members of the senior management of the Bank or between a shareholder of overseas listed foreign shares and a shareholder of domestic shares, the parties concerned shall submit the dispute or claim to arbitration.

When a dispute or claim as described above is submitted to arbitration, such dispute or claim shall be in its entirety, and all persons (being the Bank or the shareholders, directors, supervisors, president or other members of the senior management of the Bank) that have a cause of action due to the same facts or whose participation is necessary for the settlement of such dispute or claim shall be subject to the arbitration.

Disputes concerning the definition of shareholders and the register of shareholders may not be required to be settled by means of arbitration;

Article 282 A dispute or claim submitted to arbitration may be arbitrated, at the option of the arbitration applicant, by either China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. After the arbitration applicant submits the dispute or claim to arbitration, the arbitration shall be carried out in the arbitration institution selected by the applicant.

If the arbitration applicant opts for arbitration by the Hong Kong International Arbitration Centre, either party may request arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of Hong Kong International Arbitration Centre.

Article 283 Unless otherwise provided by laws, regulations and rules, laws of the PRC shall apply to the settlement by means of arbitration of disputes or claims referred to

in Article 281.

Article 284 The awards of the arbitration institutions shall be final and binding upon each party.

Chapter 26 Notice

Article 285 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:

- (1) by designated persons;
- (2) by postal mail or express mail;
- (3) by fax or email;
- (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, rules and provisions of the local securities regulatory authorities where the Bank's shares are listed;
- (5) by announcement in newspaper and other designated media;
- (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;
- (7) by other means accepted by the securities regulatory authorities where the Bank's shares are listed or stipulated by the Articles.

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.

Article 286 If the notice is delivered by mail, the notice shall be placed in an envelope with the address stated and postage paid, and the notice shall be deemed as having been delivered once the envelope containing the notice is put into the mailbox, and shall be deemed as having been received forty-eight (48) hours after the delivery.

Chapter 27 Special Provisions on Preference Shares

Article 287 Unless otherwise specified in applicable laws, administrative regulations, ministerial rules, provisions of the local securities regulatory authorities where the Bank's shares are listed and the chapter, rights and obligations of the preference shareholders and management of the preference shares shall be consistent with pertinent regulations of the Articles of Association on ordinary shares.

Article 288 Preference shares issued by the Bank shall not exceed fifty percent (50%) of the Bank's total ordinary shares, and proceeds from issuance of preference shares shall not exceed fifty percent (50%) of the Bank's net asset prior to the issuance. Preference shares that have been repurchased or converted into ordinary shares are not included into the scope of preference shares during calculation.

Article 289 Pursuant to the capital regulation rules, the Bank shall set down the conditions in which preference shares will be forced to be converted into ordinary shares, i.e. when the trigger event occurs, the Bank will convert preference shares into ordinary shares based on the conversion price and quantity specified during issuance of the preference shares. In case that the circumstance of converting preference shares into ordinary shares occurs, the Bank shall report it to the banking regulatory institution of the State Council for approval and decision.

Article 290 Preference shares issued by the Bank shall not be sold back. The Bank has the right to redeem all or part of its preference shares at least five (5) years after conclusion of the issuance on the condition that it obtains approval of the banking regulatory institution of the State Council and meets the pertinent requirements. The redemption period of preference shares shall start on the starting date of redemption specified when the preference shares are issued and end on the date that all of the preference shares are redeemed or converted into ordinary shares.

The Bank's exercise of the redemption rights over preference shares shall meet one of the following conditions:

- (1) The Bank uses same or higher-quality capital tool to replace the redeemed preference shares, and can only implement replacement of the capital tools when its income capability is sustainable;
- (2) After exercise of the redemption rights, the Bank's capital level is still noticeably higher than the regulatory capital requirement of the banking regulatory institution of the State Council.

The redemption price of preference shares issued in the domestic market is the par value plus dividends payable but not yet distributed for the period.

The redemption price of preference shares issued in the overseas market is the issuance price plus dividends payable but not yet distributed for the period.

Article 291 The Bank's preference shareholders enjoy the following rights:

- (1) to participate in distribution of the dividend in preference to the ordinary shareholders;
- (2) to participate in distribution of the Bank's remaining property in preference to the ordinary shareholders when the Bank is liquidated;
- (3) to attend the Shareholder's General Meeting of the Bank with voting rights in case that circumstance specified in Article 293 of the Articles of Association occurs;
- (4) to restore the voting rights based on manners specified in Article 294 of the Articles of Association in case that circumstance specified in it occurs;
- (5) to bring forward advices or enquiries on the Bank's operating activities;
- (6) to review the Bank's articles of association, register of shareholders, the counterfoil bank of bonds issued by the Bank, minutes of Shareholders' General Meeting, resolutions of meetings of the Board of Directors and the Board of Supervisors, and financial accounting reports;
- (7) other rights the preference shareholders shall enjoy pursuant to laws, administrative regulations, rules and the articles of associations.

Article 292 In calculating the percentages of shares held during the following events, only the ordinary shares and the preference shares that have been restored of the voting rights are counted:

- (1) to request for convening of the extraordinary Shareholders' General Meeting;
- (2) to convene and chair the Shareholders' General Meeting;
- (3) to submit proposals to the Shareholders' General Meeting or the Extraordinary Shareholders' General Meeting;
- (4) to propose candidates for directors, and non-employee representative supervisors of the Bank;
- (5) to identify the controlling shareholder pursuant to Article 57 of the Articles of Association;
- (6) to identify the circumstances of being restricted from assuming as independent directors pursuant to Article 140 of the Articles of Association;

- (7) to identify the list of top ten (10) shareholders by the number of shares held in the Bank, the number of shares held and the shareholders that hold more than five percent (5%) stake in the Bank pursuant to provisions of the Securities Law; and
- (8) other circumstance given by the laws, administrative regulations, rules and the Articles of Association.

Article 293 Except in the following circumstances, the Bank's preference shareholders shall not attend the Shareholders' General Meeting and the shares they hold do not have voting rights:

- (1) to amend contents of the Articles of Association that are relevant to preference shares;
- (2) to reduce the Bank's registered capital by more than ten percent (10%) in an one-off or cumulative manner;
- (3) to consolidate, split up, dissolve or change the corporate form of the Bank;
- (4) to issue preference shares; and
- (5) other circumstance given in the Articles of Association that is related to change or revocation of rights of the preference shareholders.

In any of the abovementioned circumstances, the preference shareholders shall be informed of convening of the Shareholders' General Meeting in accordance with the procedures given in the Articles of Association on issuing notice to the ordinary shareholders. Preference shareholders shall be separated from ordinary shareholders in voting on the abovementioned matters, and they enjoy one vote for every preference share held. Nonetheless, preference shares of the Bank held by the Bank do not enjoy the voting rights.

Resolutions on the abovementioned matters shall be approved by more than two third (2/3) of the voting shares represented by the preference shareholders attending the meeting (excluding the preference shareholders with restored voting rights) in addition to being approved by more than two third (2/3) of the voting rights represented by the ordinary shareholders attending the meeting (including the preference shareholders with restored voting rights). In the event the Bank convenes the Shareholders' General Meeting for matters in relation to the issuance of preference shares, the Bank shall provide online voting channel for the shareholders.

Article 294 In case that the Bank fails to pay out dividend on the preference shares according to provisions for cumulatively three accounting years or two (2) consecutive accounting years, the preference shareholders shall have the right to attend the Shareholders' General Meeting and vote together with the ordinary shareholders on the next date after the Shareholders' General Meeting approves not to distribute profit for

the year in accordance with provisions. For the holders of non-accumulative preference shares, their voting rights shall be restored until the Bank pays out dividend for the year in full.

Voting rights to be exercised by preference shareholders are calculated according to the following manner:

Ordinary share voting rights of the overseas preference shares being restored of voting right are calculated according to the following manner:

$R^* = W^*/E^* \times \text{conversion exchange rate}$, wherein the shares being restored of the voting right shall be rounded down to integral times of one.

Wherein, R^* represents the number of overseas preference shares held by every overseas preference shareholder and being restored of the voting rights for ordinary H-shares; W^* represents the value of overseas preference shares held by every overseas preference shareholder; the conversion price E^* represents the average price of the Bank's ordinary H-shares during the twenty (20) trading days prior to announcement of the Board of Directors' resolutions on reviewing and approving the overseas preference share issuance plan; and the conversion exchange rate shall be based on the middle price of RMB exchange rate announced by the China Foreign Exchange Trade System one trading day prior to announcement of the Board of Directors' resolution on reviewing and approving the overseas preference share issuance plan for the Hong Kong dollar and currency of the overseas preference shares.

Ordinary share voting rights enjoyed by domestic preference shares being restores of the voting right are calculated as follows:

$R = W/E$, wherein the shares being restored of the voting right shall be rounded down to integral times of one.

Wherein, R represents the number of domestic preference shares held by every domestic preference shareholder and being restored of the voting rights for ordinary A-shares; W represents the value of domestic preference shares held by every domestic preference shareholder; and the conversion price E represents the average price of the Bank's ordinary A-shares during the twenty (20) trading days prior to announcement of the Board of Directors' resolutions on reviewing and approving the domestic preference share issuance plan. In case that the Articles of Association provide other special restrictions on the shareholders' voting rights, the special restrictions shall prevail.

Article 295 Yield rate of the outstanding preference shares issued by the Bank may be adjusted by stages. The dividend yield equates to the benchmark interest rate plus a fixed interest margin. In other words, the dividend yield remains consistent during a certain period after the preference shares are issued. After that, the benchmark interest rate is adjusted once every period of time, and the dividend yield keeps consistent

during every adjustment cycle.

Preference shareholders take precedence over ordinary shareholders in participating in the Bank's profit distribution pursuant to the given dividend yield and profit distribution clauses. The Bank pays out dividend to preference shareholders in the form of cash, and is prohibited from distributing profit to ordinary shareholders pursuant to Article 231 of the Articles of Association before announcing the prescribed dividend for preference shares and withdrawing the discretionary surplus fund pursuant to resolutions of the Shareholders' General Meeting.

Holders of preference shares issued by the Bank to replenish the tier-1 capital shall not participate in distribution of the Bank's remaining profit together with ordinary shareholders after participating in the dividend distribution based on the prescribed dividend yield. Pursuant to the capital regulatory regulations for commercial banks, the Bank has the right to cancel or partly cancel the payment of dividend on preference shares and this won't constitute any default. Dividend that the Bank fails to pay to the preference shareholders in full are not accumulated in the next accrual year.

Article 296 In case that the Bank is liquidated due to dissolution or bankruptcy, the Bank's remaining property after being liquidated pursuant to the laws, regulations and the Articles of Association shall be first used to pay the principal of and the dividends payable but not yet distributed and outstanding preference shares. In case that the Bank's remaining property is inadequate to pay the abovementioned principal and dividend, the domestic and overseas preference shareholders shall be paid out in proportions.

Chapter 28 Interpretation

Article 297 The following terms in the Articles shall have the following meanings unless otherwise specified:

“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.

“issued and outstanding shares” refer to shares that the Bank has issued to the public. The shares of the Bank herein are all issued and outstanding shares.

“domestic listed shares” refer to ordinary shares listed on a domestic stock exchange.

“overseas listed shares” refer to ordinary shares listed on an overseas stock exchange, including domestic shares that may be listed at an overseas stock exchange under the approval of the State Council or its authorized approval authority and overseas listed foreign shares.

“overseas listed foreign shares” refer to foreign investment shares listed abroad.

“classes of shareholders” refer to shareholders who have different classes of shares. Except for other classes of shareholders, shareholders of domestic shares that are not listed overseas and shareholders of overseas listed shares referred to herein shall be deemed as different classified shareholders.

“domestic shares” refer to shares issued by the Bank to domestic investors which are subscribed in RMB.

“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 makes up for losses, sets aside reserve, and general reserve and pays dividends of preference shares. After the liquidation of the Bank, holders of ordinary shares shall acquire the Bank’s remaining property following shareholders of preference 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 “preference share”.

“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.

“overseas foreign shares” refer to shares issued by the Bank to overseas investors which are subscribed in foreign currency.

Chapter 29 Supplementary Provisions

Article 298 The Board of Directors may formulate detailed rules to the Articles according to the Articles, which shall not conflict with any provision in the Articles. Matters not covered in the Articles and detailed rules to the Articles shall be handled in accordance with relevant Chinese laws, regulations, rules and relevant provisions of the local securities regulatory authorities where the Bank’s shares are listed by considering the actual situation of the Bank.

Article 299 The Bank shall formulate procedural rules for the Shareholders’ General Meeting, the Board of Directors and the Board of Supervisors as well as terms of reference for special committees of the Board of Directors and Board of Supervisors in accordance with the Articles, which shall not conflict with any provision in the Articles and be put on record as required by relevant regulatory authorities.

Article 300 The Articles shall be written in Chinese. Should there be any inconsistency between different language versions, the latest Chinese version of the Articles approved by and registered with the banking regulatory institution of the

State Council shall prevail.

Article 301 In the Articles, unless otherwise specified herein, the terms “above”, “within”, “below” shall include the given figures, and the terms “less than”, “beyond”, “exceed”, “before” shall not include the given figures.

Article 302 The Board of Directors of the Bank shall be responsible for the interpretation of the Articles.

* *Important Note:* The above is an English translation of the Chinese version of Articles of Association of China Construction Bank Corporation. In case of any discrepancies or inconsistencies, the Chinese version shall always prevail.