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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Construction Bank Corporation, you should at once hand this circular and the enclosed proxy form and reply slip to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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中国建设银行

China Construction Bank

中國建設銀行股份有限公司

China Construction Bank Corporation

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

(Stock Code: 00939)

**2024 REPORT OF THE BOARD OF DIRECTORS
2024 REPORT OF THE BOARD OF SUPERVISORS
2024 FINAL FINANCIAL ACCOUNTS
2025 FIXED ASSETS INVESTMENT BUDGET
ENGAGEMENT OF EXTERNAL AUDITORS FOR 2025
AUTHORISATION QUOTA FOR EXTERNAL CHARITABLE DONATIONS IN 2025
RE-ELECTION OF MR. ZHANG JINLIANG AS EXECUTIVE DIRECTOR
OF THE BANK
RE-ELECTION OF MS. LI LU AS NON-EXECUTIVE DIRECTOR OF THE BANK
ELECTION OF MS. XIN XIAODAI
AS NON-EXECUTIVE DIRECTOR OF THE BANK
ELECTION OF MR. DOU HONGQUAN
AS NON-EXECUTIVE DIRECTOR OF THE BANK
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AMENDMENTS TO THE PROCEDURAL RULES FOR THE SHAREHOLDERS'
GENERAL MEETING
AMENDMENTS TO THE PROCEDURAL RULES FOR THE BOARD OF DIRECTORS
CANCELLATION OF THE BOARD OF SUPERVISORS
AND
NOTICE OF 2024 ANNUAL GENERAL MEETING**

The 2024 Annual General Meeting of the Bank will be convened at 14:30 on 27 June 2025 at No. 25, Financial Street, Xicheng District, Beijing and Hong Kong Ocean Park Marriott Hotel, 180 Wong Chuk Hang Road, Aberdeen, Hong Kong. The notice of the 2024 Annual General Meeting is set out in this circular and is also published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

H Shareholders who intend to attend the 2024 Annual General Meeting by proxy should complete and return the enclosed proxy form to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, before 14:30 on 26 June 2025. Completion and return of the proxy form will not preclude you from attending the 2024 Annual General Meeting and voting in person if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked. H Shareholders who intend to attend the meeting in person or by proxy are advised to complete and return the reply slip to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, on or before 17 June 2025.

5 June 2025

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“2024 Annual General Meeting”	the 2024 annual general meeting of the Bank to be held on 27 June 2025
“A Share(s)”	domestic share(s) with a par value of RMB1.00 each in the share capital of the Bank, listed on the Shanghai Stock Exchange and traded in RMB
“Articles of Association”	the Articles of Association of the Bank (as amended from time to time)
“Bank” or “CCB”	China Construction Bank Corporation, a joint stock limited company duly incorporated in the PRC and the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange (stock code: 00939) and the Shanghai Stock Exchange (stock code: 601939), respectively
“Board” or “Board of Directors”	the board of directors of the Bank
“Board of Supervisors”	the board of supervisors of the Bank
“Group”	the Bank and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) with a par value of RMB1.00 each in the share capital of the Bank, listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“H Shareholder(s)”	holder(s) of the H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“independent non-executive director(s)” or “independent director(s)”	the independent non-executive director(s) of the Bank
“NFRA”	National Financial Regulatory Administration
“Ordinary Share(s)”	A Share(s) and H Share(s)

DEFINITIONS

“PRC” or “China”	the People’s Republic of China
“Procedural Rules for the Shareholders’ General Meeting”	the Procedural Rules for the Shareholders’ General Meeting of the Bank (as amended from time to time)
“Procedural Rules for the Board of Directors”	the Procedural Rules for the Board of Directors of the Bank (as amended from time to time)
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of Ordinary Share(s)

LETTER FROM THE BOARD



中国建设银行

China Construction Bank

中國建設銀行股份有限公司

China Construction Bank Corporation

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

(Stock Code: 00939)

Executive Directors:

Mr. Zhang Jinliang
Mr. Zhang Yi
Mr. Ji Zhihong

Non-executive Directors:

Mr. Tian Bo
Mr. Xia Yang
Ms. Liu Fang
Ms. Li Lu

Independent Non-executive Directors:

Mr. Graeme Wheeler
Mr. Michel Madelain
Mr. William Coen
Mr. Leung Kam Chung, Antony
Lord Sassoon
Mr. Lin Zhijun

Registered office:

No. 25, Financial Street
Xicheng District
Beijing 100033
China

Principal place of business in Hong Kong:

28/F, CCB Tower
3 Connaught Road
Central
Hong Kong

5 June 2025

Dear Sir or Madam,

**2024 REPORT OF THE BOARD OF DIRECTORS
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LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to give you notice of the 2024 Annual General Meeting and to provide you with reasonable and necessary information.

At the 2024 Annual General Meeting, resolutions will be proposed to consider and approve the following as ordinary resolutions: (i) 2024 report of the Board of Directors; (ii) 2024 report of the Board of Supervisors; (iii) 2024 final financial accounts; (iv) 2025 fixed assets investment budget; (v) engagement of external auditors for 2025; (vi) authorisation quota for external charitable donations in 2025; (vii) re-election of Mr. Zhang Jinliang as executive director of the Bank; (viii) re-election of Ms. Li Lu as non-executive director of the Bank; (ix) election of Ms. Xin Xiaodai as non-executive director of the Bank; (x) election of Mr. Dou Hongquan as non-executive director of the Bank; and the following as special resolutions: (xi) amendments to the Articles of Association; (xii) amendments to the Procedural Rules for the Shareholders' General Meeting; (xiii) amendments to the Procedural Rules for the Board of Directors; and (xiv) cancellation of the Board of Supervisors. In addition, (i) the special report on related party transactions in 2024; (ii) the report on the implementation of the *Plan on Authorization of the Shareholders' General Meeting to the Board of Directors of China Construction Bank Corporation* in 2024; (iii) the report on large shareholder and major shareholder assessment in 2024; and (iv) the work reports of independent directors for 2024 are incorporated in this circular for Shareholders' hearing.

2024 REPORT OF THE BOARD OF DIRECTORS

Please refer to the relevant section of the 2024 annual report of the Bank for the 2024 report of the Board of Directors of the Bank.

2024 REPORT OF THE BOARD OF SUPERVISORS

Please refer to the relevant section of the 2024 annual report of the Bank for the 2024 report of the Board of Supervisors of the Bank.

2024 FINAL FINANCIAL ACCOUNTS

Please refer to the financial report in the 2024 annual report of the Bank for the 2024 final financial accounts of the Bank.

2025 FIXED ASSETS INVESTMENT BUDGET

Based on the development strategies of the Group, in order to enhance the core competitiveness and long-term value creation capability of the Group, earnestly implement the directive spirit of "being thrifty and hardworking in all undertakings", put in place the relevant requirement of the "Five Priorities", and emphasise the orientation toward high-quality development, the management has, with the goal of improving operating efficiency and taking into comprehensive account the internal and external business situations, formulated the proposal on 2025 fixed assets investment budget in line with the principles of strictness and prudence.

LETTER FROM THE BOARD

The total fixed assets investment budget for 2025 will be RMB17 billion, a decrease of RMB1 billion from the previous year. The budget arrangement focuses on “ensuring safety, stabilising operations and promoting development”, with the starting point of supporting strategic advancement and ensuring safe operations, and the ultimate goal of improving asset utilisation efficiency. The budget arrangement ensures safe production and operations, provides basic support for the construction of outlets and long-term security and fire safety arrangements in a systematic manner, takes solid steps to address safety hazards, and highlights the concept of green and environmental protection. The budget will be used to support the FinTech infrastructure, implement the strategy of independently controlled and self-reliant information technology innovation, and strengthen the infrastructure construction such as data centres, and support new quality productive forces. Meanwhile, the Bank will strictly carry out the policy requirements of the central government, strictly control non-operational expenditures, and improve asset utilisation efficiency.

ENGAGEMENT OF EXTERNAL AUDITORS FOR 2025

Pursuant to the Articles of Association and other relevant provisions, the Bank proposes to appoint Ernst & Young Hua Ming LLP as the domestic accounting firm of the Bank and its domestic subsidiaries for 2025, and Ernst & Young as the international accounting firm of the Bank and its major overseas subsidiaries for 2025. The audit fee is RMB140.96 million in total (inclusive of the audit fee for the Group and the parent company of RMB94.80 million), of which the audit fee for internal control is RMB8.60 million.

AUTHORISATION QUOTA FOR EXTERNAL CHARITABLE DONATIONS IN 2025

In accordance with the Bank’s need to fulfil its social responsibility, and to scientifically coordinate the external donation work through out the year 2025, it is proposed that the shareholders’ general meeting adjust the approval quota of the Board of Directors for external donations in 2025. The specific contents are as follows:

In 2025, it is proposed that an authorisation quota for charitable donations of RMB137 million be allocated to consolidate poverty alleviation and rural revitalisation, etc., across the Bank, and that the shareholders’ general meeting authorise the Board to review and approve donations within the quota. Subject to obtaining the authorisation from the shareholders’ general meeting, the Board shall authorise the senior management to review and approve each single donation not exceeding RMB8 million within the quota. The aforesaid authorisation shall be effective from the date of approval by the shareholders’ general meeting until 31 December 2025.

RE-ELECTION OF MR. ZHANG JINLIANG AS EXECUTIVE DIRECTOR OF THE BANK

Pursuant to the relevant laws, regulations and the Articles of Association, the Board hereby proposes to nominate Mr. Zhang Jinliang for re-election as executive director of the Bank, whose term of office will be three years, terminating on the date of the 2027 annual general meeting of the Bank. Mr. Zhang Jinliang satisfies the appointment qualifications and requirements of director as required by relevant laws, regulations and the Articles of Association. After the approval by the shareholders’ general meeting of this proposal, Mr. Zhang Jinliang will continue to serve as executive director, chairman of the Board and chairman of the Strategy Development Committee of the Board of the Bank.

LETTER FROM THE BOARD

Mr. Zhang Jinliang, born in November 1969, is of Chinese nationality. Mr. Zhang has served as chairman of the Board since March 2024 and executive director of the Bank since June 2022. He began to serve as vice chairman of the eighth session of the council of China Society for Finance & Banking from April 2023, and concurrently serves as a member of the International Advisory Panel of the Monetary Authority of Singapore from October 2024, and vice chairman of the ninth session of the council of China Banking Association from November 2024. He served as vice chairman of the Board from June 2022 to March 2024 and as president of the Bank from May 2022 to March 2024. From August 2018 to April 2022, Mr. Zhang served as director and general manager of China Post Group Corporation Limited (previously China Post Group Corporation). From May 2019 to April 2022, Mr. Zhang served as chairman and non-executive director of Postal Savings Bank of China Co., Ltd. From January 2016 to August 2018, Mr. Zhang was executive director of China Everbright Group and executive director and president of China Everbright Bank. From October 2003 to January 2016, Mr. Zhang served successively as deputy general manager of finance & accounting department, head of IT blueprint implementation office, general manager of financial management department, general manager of Beijing Branch, executive director and executive vice president of Bank of China. Mr. Zhang is a certified public accountant and senior accountant. He obtained a Ph.D. degree in economics from Xiamen University in 1997.

Save as disclosed in the biographical details, Mr. Zhang Jinliang confirms that: (i) he has no other relationship with the Bank's directors, supervisors, senior management, substantial Shareholders or controlling Shareholder; (ii) he has no interest in shares of the Bank as defined in Part XV of the *Securities and Futures Ordinance* (Chapter 571 of the Laws of Hong Kong); (iii) he did not hold any directorship in any other listed company in the last three years, nor does he hold any positions in any members of the Group; and (iv) he is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and there is no other issue that shall be brought to the attention of the Shareholders of the Bank.

The emoluments of Mr. Zhang Jinliang shall be implemented pursuant to the relevant regulations, which consist of emoluments payable, social insurance and other income. The Nomination and Remuneration Committee of the Board shall, after the end of each year, propose the emoluments distribution and settlement plan, which shall be reviewed by the Board and submitted to the shareholders' general meeting for approval. The Bank will make disclosure after the relevant emoluments are determined. For details of the emoluments, please refer to the annual report, relevant announcement and circular to be published by the Bank in due course.

RE-ELECTION OF MS. LI LU AS NON-EXECUTIVE DIRECTOR OF THE BANK

Pursuant to the relevant laws, regulations and the Articles of Association, the Board hereby proposes to nominate Ms. Li Lu for re-election as non-executive director of the Bank, whose term of office will be three years, terminating on the date of the 2027 annual general meeting of the Bank. Ms. Li Lu satisfies the appointment qualifications and requirements of director as required by relevant laws, regulations and the Articles of Association. After the approval by the shareholders' general meeting of this proposal, Ms. Li Lu will continue to serve as non-executive director, member of each of the Strategy Development Committee and the Nomination and Remuneration Committee of the Board of the Bank.

LETTER FROM THE BOARD

Ms. Li Lu, born in July 1980, is of Chinese nationality. Ms. Li has served as non-executive director of the Bank since March 2023. Ms. Li joined Central Huijin Investment Ltd. in 2005. From January 2005 to March 2023, Ms. Li took up posts in Central Huijin Investment Ltd. including business manager and deputy senior manager of Bank of China equity management division of bank department, senior manager of research and support division of banking institution management department I, director of CCB division of equity management department I, and managing director of equity management department I. During her terms of office, Ms. Li worked as deputy general manager of Dongcheng Sub-branch, Beijing Branch, Bank of China from May 2012 to April 2013. Ms. Li obtained a bachelor's degree in economics from Capital University of Economics and Business in July 2002 and received her master's degree in science from University of Surrey in the United Kingdom in November 2003.

Save as disclosed in the biographical details, Ms. Li Lu confirms that: (i) she has no other relationship with the Bank's directors, supervisors, senior management, substantial Shareholders or controlling Shareholder; (ii) she has no interest in shares of the Bank as defined in Part XV of the *Securities and Futures Ordinance* (Chapter 571 of the Laws of Hong Kong); (iii) she did not hold any directorship in any other listed company in the last three years, nor does she hold any positions in any members of the Group; and (iv) she is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and there is no other issue that shall be brought to the attention of the Shareholders of the Bank.

Ms. Li Lu, as a non-executive director of the Bank, will not receive any emoluments from the Bank.

ELECTION OF MS. XIN XIAODAI AS NON-EXECUTIVE DIRECTOR OF THE BANK

Pursuant to the relevant laws, regulations and the Articles of Association, the Board hereby proposes to nominate Ms. Xin Xiaodai as non-executive director of the Bank, whose term of office will be three years, taking effect upon the approval by the NFRA of her appointment qualifications and terminating on the date of the Shareholders' annual general meeting for the year when such term of office expires. Ms. Xin Xiaodai satisfies the appointment qualifications and requirements of director as required by relevant laws, regulations and the Articles of Association. After the approval by the shareholders' general meeting of this proposal and the approval by the NFRA of her appointment qualifications, Ms. Xin Xiaodai will serve as non-executive director, member of each of the Strategy Development Committee, the Risk Management Committee and the Related Party Transaction, Social Responsibility and Consumer Protection Committee of the Board of the Bank.

Ms. Xin Xiaodai, born in February 1967, is of Chinese nationality. Since May 2020, Ms. Xin has served as director of China Export & Credit Insurance Corporation. From November 2015 to May 2020, she consecutively served as deputy general manager of China-LAC Capacity Cooperation Investment Fund Co., Ltd., and supervisor of Beijing Jiyuan Investment Co., Ltd. From November 2004 to November 2015, she worked in the Monetary Policy Department of the People's Bank of China, consecutively serving as cadre, deputy consultant and director. Ms. Xin is a senior economist. She obtained a master's degree in economics from the department of international economics of Nankai University in 1993 and a Ph.D. degree in economics from the department of economics at The Ohio State University in the United States in 2004.

LETTER FROM THE BOARD

Save as disclosed in the biographical details, Ms. Xin Xiaodai confirms that: (i) she has no other relationship with the Bank's directors, supervisors, senior management, substantial Shareholders or controlling Shareholder; (ii) she has no interest in shares of the Bank as defined in Part XV of the *Securities and Futures Ordinance* (Chapter 571 of the Laws of Hong Kong); (iii) she did not hold any directorship in any other listed company in the last three years, nor does she hold any positions in any members of the Group; and (iv) she is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and there is no other issue that shall be brought to the attention of the Shareholders of the Bank.

Ms. Xin Xiaodai, as a non-executive director of the Bank, will not receive any emoluments from the Bank.

ELECTION OF MR. DOU HONGQUAN AS NON-EXECUTIVE DIRECTOR OF THE BANK

Pursuant to the relevant laws, regulations and the Articles of Association, the Board hereby proposes to nominate Mr. Dou Hongquan as non-executive director of the Bank, whose term of office will be three years, taking effect upon the approval by the NFRA of his appointment qualifications and terminating on the date of the Shareholders' annual general meeting for the year when such term of office expires. Mr. Dou Hongquan satisfies the appointment qualifications and requirements of director as required by relevant laws, regulations and the Articles of Association. After the approval by the shareholders' general meeting of this proposal and the approval by the NFRA of his appointment qualifications, Mr. Dou Hongquan will serve as non-executive director, member of each of the Strategy Development Committee, the Audit Committee and the Risk Management Committee of the Board of the Bank.

Mr. Dou Hongquan, born in August 1968, is of Chinese nationality. Mr. Dou has served as director of China Everbright Group since July 2019, during which he concurrently served as director of China Everbright Bank from October 2019 to July 2020. From November 2011 to July 2019, he consecutively served as full-time supervisor and non-employee representative supervisor of the board of supervisors in CITIC Group, managing director of the office of China Securities Co., Ltd., and vice chairman of China Capital Management Co., Ltd. From September 2001 to November 2011, he served at the board of supervisors of state-owned key financial institutions, during which he served as director-level full-time supervisor of each of China Everbright Group and CITIC Group. From July 1995 to September 2001, he worked in the non-banking department of the People's Bank of China. Mr. Dou is a senior economist and non-practicing member of the Chinese Institute of Certified Public Accountants. He obtained a master's degree in science from the Guanghua School of Management, Peking University in 1995, and a Ph.D. degree in economics from Research Institute of the People's Bank of China in 2005.

Save as disclosed in the biographical details, Mr. Dou Hongquan confirms that: (i) he has no other relationship with the Bank's directors, supervisors, senior management, substantial Shareholders or controlling Shareholder; (ii) he has no interest in shares of the Bank as defined in Part XV of the *Securities and Futures Ordinance* (Chapter 571 of the Laws of Hong Kong); (iii) he did not hold any directorship in any other listed company in the last three years, nor does he hold any positions in any members of the Group; and (iv) he is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and there is no other issue that shall be brought to the attention of the Shareholders of the Bank.

LETTER FROM THE BOARD

Mr. Dou Hongquan, as a non-executive director of the Bank, will not receive any emoluments from the Bank.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

With a view to strengthening the Party's leadership in corporate governance, improving the modern financial enterprise system, and enhancing the quality and efficiency of corporate governance, the Bank has made a comprehensive review of the current Articles of Association, amended and improved relevant articles based on the state laws and regulations, the latest regulatory requirements of banking and securities regulatory authorities, and in light of the needs of the Bank's strategic development, operation and management. Please refer to Appendix I to this circular for the Comparative Table of the Amendments to the Articles of Association.

The amended articles of the Articles of Association were considered and approved at the meeting of the Board of the Bank held on 29 April 2025 and are submitted to the 2024 Annual General Meeting for consideration. At the same time, it is proposed to the shareholders' general meeting to authorise the Board, and to agree for the Board to delegate the authority to the chairman of the Board, to make corresponding amendments to the Articles of Association based on the opinions or requirements of the regulators, the stock exchanges in the places where the Bank's shares are listed, and the relevant authorities, and handle all relevant matters regarding the approval of amendments to the Articles of Association and the filing with the market supervision and administration department.

AMENDMENTS TO THE PROCEDURAL RULES FOR THE SHAREHOLDERS' GENERAL MEETING

With a view to improving the modern financial enterprise system and enhancing the quality and efficiency of corporate governance, the Bank has made a comprehensive review of the current Articles of Association and Procedural Rules for the Shareholders' General Meeting, amended and improved relevant articles based on the state laws and regulations, and the latest regulatory requirements of banking and securities regulatory authorities.

This amendment renames the Procedural Rules for the Shareholders' General Meeting to the *Procedural Rules for the Shareholders' Meeting of China Construction Bank Corporation* ("**Procedural Rules for the Shareholders' Meeting**"). Please refer to Appendix II to this circular for the Comparative Table of the Amendments to the Procedural Rules for the Shareholders' General Meeting.

The amended articles of the Procedural Rules for the Shareholders' Meeting were considered and approved at the meeting of the Board of the Bank held on 29 April 2025 and are submitted to the 2024 Annual General Meeting for consideration. At the same time, it is proposed to the shareholders' general meeting to authorise the Board, and to agree for the Board to delegate the authority to the chairman of the Board, to make corresponding amendments to the Procedural Rules for the Shareholders' Meeting based on the opinions or requirements of the regulators, the stock exchanges in the places where the Bank's shares are listed, and the relevant authorities.

LETTER FROM THE BOARD

AMENDMENTS TO THE PROCEDURAL RULES FOR THE BOARD OF DIRECTORS

With a view to improving the modern financial enterprise system and enhancing the quality and efficiency of corporate governance, the Bank has made a comprehensive review of the current Articles of Association and Procedural Rules for the Board of Directors, amended and improved relevant articles based on the state laws and regulations, and the latest regulatory requirements of banking and securities regulatory authorities. Please refer to Appendix III to this circular for the Comparative Table of the Amendments to the Procedural Rules for the Board of Directors.

The amended articles of the Procedural Rules for the Board of Directors were considered and approved at the meeting of the Board of the Bank held on 29 April 2025 and are submitted to the 2024 Annual General Meeting for consideration. At the same time, it is proposed to the shareholders' general meeting to authorise the Board, and to agree for the Board to delegate the authority to the chairman of the Board, to make corresponding amendments to the Procedural Rules for the Board of Directors based on the opinions or requirements of the regulators, the stock exchanges in the places where the Bank's shares are listed, and the relevant authorities.

CANCELLATION OF THE BOARD OF SUPERVISORS

With a view to optimising the corporate governance structure and enhancing the efficiency of corporate governance operations, and in accordance with the *Company Law of the People's Republic of China* and the relevant requirements of the Ministry of Finance of the People's Republic of China, the China Securities Regulatory Commission and the NFRA regarding the establishment of the board of supervisors, the specific matters regarding the cancellation of the Board of Supervisors are hereby proposed to the shareholders' general meeting for consideration:

From the effective date of approval by the NFRA of the amendments to the Articles of Association which is considered and approved by the shareholders' general meeting, the Bank will cancel the Board of Supervisors, and the Audit Committee of the Board of Directors will assume the functions and powers of the Board of Supervisors; all special committees under the Board of Supervisors will be simultaneously cancelled; the *Procedural Rules for the Board of Supervisors of China Construction Bank Corporation*, the *Implementation Measures for the External Supervisors System of China Construction Bank Corporation*, and other corporate governance documents related to the Board of Supervisors will be repealed accordingly. The current supervisors will no longer serve as supervisors of the Bank.

REPORTING DOCUMENTS TO THE 2024 ANNUAL GENERAL MEETING

1. Special Report on Related Party Transactions in 2024
2. Report on the Implementation of the *Plan on Authorization of the Shareholders' General Meeting to the Board of Directors of China Construction Bank Corporation* in 2024
3. Report on Large Shareholder and Major Shareholder Assessment in 2024
4. Work Reports of Independent Directors for 2024

LETTER FROM THE BOARD

2024 ANNUAL GENERAL MEETING

The notice of the 2024 Annual General Meeting of the Bank to be held at 14:30 on 27 June 2025 at No. 25, Financial Street, Xicheng District, Beijing and Hong Kong Ocean Park Marriott Hotel, 180 Wong Chuk Hang Road, Aberdeen, Hong Kong, is set out in this circular. Registration for the meeting will start from 13:50 to 14:30 on 27 June 2025.

In order to determine the H Shareholders who are entitled to attend the 2024 Annual General Meeting, the Bank's register of members for H Shares will be closed from 24 June 2025 to 27 June 2025, both days inclusive, during which period no transfer of H Shares will be effected. Unregistered H Shareholders who wish to attend the 2024 Annual General Meeting must lodge the share certificates together with the transfer documents at the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at or before 16:30 on 23 June 2025. The address of the share registrar, Computershare Hong Kong Investor Services Limited, is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

A proxy form and a reply slip for use at the 2024 Annual General Meeting are published together with this circular on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk). To be valid, H Shareholders who intend to attend the 2024 Annual General Meeting by proxy should complete and return the enclosed proxy form to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, before 14:30 on 26 June 2025. The address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the proxy form will not preclude you from attending the 2024 Annual General Meeting and voting in person if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked. H Shareholders who intend to attend the 2024 Annual General Meeting in person or by proxy are advised to complete and return the reply slip in person, by post or by fax to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, on or before 17 June 2025. The address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

VOTING METHOD AT THE 2024 ANNUAL GENERAL MEETING

The voting at the 2024 Annual General Meeting will be taken by way of registered poll.

RECOMMENDATION

The Board considers that the proposals mentioned above are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends that Shareholders vote in favour of the relevant resolutions to be proposed at the 2024 Annual General Meeting.

**The Board of Directors of
China Construction Bank Corporation**

Comparative Table of Amendments to the
Articles of Association

No.	Provisions before Amendments	Proposed Amendments ¹
1	<p>Article 1</p> <p>China Construction Bank Corporation (the “Bank”) is a joint stock company incorporated with limited liability in accordance with the <i>Company Law of the People’s Republic of China</i> (the “Company Law”), the <i>Commercial Banking Law of the People’s Republic of China</i> (the “Commercial Banking Law”) as well as other relevant laws, regulations and rules.</p> <p>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 unified social credit code of the Bank is 911100001000044477.</p> <p>Promoters of the Bank are: Central Huijin Investment Ltd., China Jiayin Investment Limited, State Grid Corporation of China, Baosteel Group Corporation and China Yangtze Power Co., Ltd.</p>	<p>(Paragraph 1 of original Article 8 has been moved to Paragraph 1 of this Article.)</p> <p>Article 1</p> <p><u>The Articles of Association of China Construction Bank Corporation (the “Articles”) are formulated by China Construction Bank Corporation (the “Bank”) 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”), and other applicable laws, regulations, rules and regulatory provisions (including the relevant provisions of the securities regulatory authorities in the places where the Bank’s shares are listed) (collectively, “laws, regulations and regulatory provisions”).</u>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”) as well as other relevant laws, regulations and rules.</p> <p>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</p>

¹ In this comparative table, ‘underlining’ indicates a shift in the position of the clause, ‘**bold font**’ represents newly added or modified content, and ‘~~strike through~~’ denotes the deletion of the original clause content.

APPENDIX I

**COMPARATIVE TABLE OF THE AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

No.	Provisions before Amendments	Proposed Amendments
		<p>obtained its business license on 17 September 2004. The unified social credit code of the Bank is 911100001000044477.</p> <p>(This Paragraph has been relocated to revised “Section 1 Shares and Registered Capital” of “Chapter 3 Shares and Share Certificates”.)</p> <p>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.</p>
2	<p>Article 3</p> <p>Domicile of the Bank: 25 Finance Street, Beijing, Post code: 100033 Tel: (86-10) 67597114 Facsimile: (86-10)66212862</p>	<p>Article 3</p> <p>Domicile of the Bank: No. 25 Finance Street, Beijing, Post code: 100033 Tel: (86-10) 67597114 Facsimile: (86-10)66212862</p>
3	<p>Article 4</p> <p>The chairman of the Board of Directors of the Bank is the legal representative of the Bank.</p>	<p>Article 4</p> <p>The chairman of the Board of Directors of the Bank is the legal representative of the Bank. Where the chairman resigns, he/she shall be deemed to have resigned as legal representative at the same time.</p>
4	<p>Article 6</p> <p>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.</p>	<p>Article 6</p> <p>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 assetsproperty.</p>
5	<p>Article 8</p> <p>The Articles of Association (the “Articles”) is formulated by the Bank in accordance with the Company Law, the Commercial Banking Law, the <i>Securities Law of the People’s Republic of China</i> (the “Securities Law”), other applicable</p>	<p>(Paragraph 1 of this Article has been moved to Paragraph 1 of Article 1.)</p> <p>Article 8</p> <p>The Articles of Association (the “Articles”) is formulated by the Bank in accordance with the</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>laws, regulations, rules and regulatory provisions.</p> <p>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.</p>	<p>Company Law, the Commercial Banking Law, the Securities Law of the People's Republic of China (the "Securities Law"), other applicable laws, regulations, rules and regulatory provisions.</p> <p>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.</p>
6	<p>Article 9</p> <p>The Articles shall be of binding force upon the Bank, its shareholders, directors, supervisors, president and other senior management members of the Bank. The aforesaid personnel may claim their rights in relation to the Bank in accordance with the Articles.</p> <p>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 senior management members of the Bank pursuant to the provisions of the Articles.</p> <p>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.</p>	<p>Article 9</p> <p>The Articles shall be of binding force upon the Bank, its shareholders, directors, supervisors², president and other senior management members. The aforesaid personnel may claim their rights in relation to the Bank in accordance with the Articles.</p> <p>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 senior management members of the Bank pursuant to the provisions of the Articles.</p> <p>The term "legal proceedings" mentioned in the preceding paragraph shall include the commencement of legal proceedings before a court and application for arbitration to an arbitration organization.</p>

² In accordance with relevant laws, regulations, and corporate governance requirements, the Board of Supervisors will be cancelled, and the Audit Committee of the Board of Directors will assume the relevant functions. All references to supervisors and the Board of Supervisors will be correspondingly deleted throughout the Articles of Association without separate elaboration.

No.	Provisions before Amendments	Proposed Amendments
7	<p>Article 10</p> <p>The “senior management members 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, business controllers and other members of the management of the Bank appointed by the Board of Directors.</p>	<p>Article 10</p> <p>The “senior management members of the Bank” referred to in the Articles shall include the president, vice presidents, chief financial officer, chief risk officer, chief compliance officer, chief information officer, chief audit officer, secretary to the Board of Directors, business controllers and other members of the management of the Bank appointed by the Board of Directors.</p>
8	<p>Article 12</p> <p>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.</p>	<p>Article 12</p> <p>The Bank may invest in other limited liability companies and joint stock limited companies enterprises according to laws. If it is prescribed by laws that the Bank shall not become the investor that assumes joint and several liability for the debts of the enterprises in which it invests, such provisions shall apply and shall be responsible for the invested companies to the extent of the capital contribution it has made.</p> <p>In case that laws, regulations and regulatory provisions impose restrictions on the Bank’s external investments, such provisions shall be observed.</p>
9	<p>Article 13</p> <p>In accordance with the <i>Constitution of the Communist Party of China</i> and the Company Law, the Bank sets up the organization of the Communist Party of China. The Party Committee acts as a leader controlling the direction, managing the overall situation and promoting the implementation of policies and rules. The Bank also establishes a Party working mechanism, assigns sufficient personnel in charge of Party affairs, and guarantees work-related expenses of Party organizations.</p>	<p>Article 13</p> <p>In accordance with the <i>Constitution of the Communist Party of China</i> and the Company Law, the Bank sets up organizations of the Communist Party of China to carry out Party activities. The Party Committee acts as a leader controlling the direction, managing the overall situation, and promoting ensuring the implementation of policies and rules. The Bank also establishes a Party working mechanism, assigns sufficient personnel in charge of Party affairs, and guarantees work-</p>

No.	Provisions before Amendments	Proposed Amendments
		related expenses of Party organizations, providing necessary conditions for the activities of Party organizations.
10	<p data-bbox="277 463 821 495">Article 14</p> <p data-bbox="277 540 821 793">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, protect rights and interests of the stakeholders and boost economic development and social advancement.</p> <p data-bbox="277 842 821 1095">The Bank practices the development concepts of innovation, coordination, green, openness and sharing, pays great attention to environmental protection, actively fulfills social responsibilities, maintains a good social reputation and creates harmonious social relations.</p>	<p data-bbox="847 463 963 495">Article 14</p> <p data-bbox="847 540 1391 1168">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, protect rights and interests of the stakeholders and boost economic development and social advancement. uphold the people-centered value orientation, adhere to the fundamental principle of serving the real economy with financial services, establish a modern financial enterprise system with Chinese characteristics, actively foster and practice a financial culture with Chinese characteristics, and unswervingly follow the path of financial development with Chinese characteristics.</p> <p data-bbox="847 1217 1391 1844">The Bank practices applies the new development concept of innovation, coordination, green, openness and sharing in full, in the right way, and in all fields of endeavor, establishes and practices a correct view of operation, performance and risk, and further enhances its ability to serve national development, prevent financial risks and participate in international competition, makes every effort to develop the “Five Priorities” of technology finance, green finance, inclusive finance, pension finance and digital finance, serves as the main force in serving the real economy and the ballast in safeguarding financial stability, and makes contributions to the building of a nation with a strong financial sector.</p> <p data-bbox="847 1893 1391 1959">The Bank shall operate steadily, prevent risks, be trustworthy, forge ahead in an</p>

No.	Provisions before Amendments	Proposed Amendments
		<p>innovative way, provide good-quality and efficient financial services, create good returns for all shareholders, protect rights and interests of the stakeholders and boost economic development and social advancement.</p> <p>The Bank makes progress toward sustainable development, pays great attention to environmental protection, actively fulfills social responsibilities, maintains a good social reputation and creates harmonious social relations.</p>
11	<p>Article 15</p> <p>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; issuing 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.</p>	<p>Article 15</p> <p>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: taking public deposits; extending short, medium and long term loans; conducting domestic and international settlement; conducting acceptance and discounting of negotiable instruments; issuing 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.</p>
/	<p>Chapter 3</p> <p>Shares and Registered Capital</p>	<p>Chapter 3</p> <p>Shares and Registered Capital Share Certificates</p> <p>Section 1 Shares and Registered Capital</p>

No.	Provisions before Amendments	Proposed Amendments
12	<p>Article 16</p> <p>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 relevant regulatory authorities or departments authorized by the State Council or through the implementation of relevant procedures, the Bank may have other classes of shares such as preference shares in accordance with the actual needs.</p> <p>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.</p> <p>Unless otherwise specified, share and stock referred in Chapter 3 to Chapter 27 and Chapter 29 herein indicate ordinary share and stock, and shareholder referred in Chapter 3 to Chapter 27 and Chapter 29 herein indicates ordinary shareholder.</p>	<p>Article 16</p> <p>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 relevant regulatory authorities or departments authorized by the State Council or through the implementation of relevant procedures, the Bank and may have other classes of shares such as preference shares in accordance with laws and the actual needs.</p> <p>Preference shares herein refer to other types classes 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.</p> <p>Unless otherwise specified, share and stock referred in Chapter 3 to Chapter 27 and Chapter 29 herein indicate ordinary share and stock, and shareholder referred in Chapter 3 to Chapter 27 and Chapter 29 herein indicates ordinary shareholder.</p>
13	<p>Article 17</p> <p>All shares issued by the Bank shall have a par value of RMB1 per share.</p>	<p>Article 17</p> <p>The Bank’s shares are in the form of stock. All shares issued by the Bank shall have a par value of RMB1 per share.</p> <p>(The definitions of “RMB” and “PRC” or “China” have been uniformly moved to Chapter Definition.)</p> <p>The “RMB” mentioned above refers to legal currency of the People’s Republic of China (the “PRC”).</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>The “RMB” mentioned above refers to legal currency of the People’s Republic of China (the “PRC”).</p>	<p>Shares shall be issued by the Bank under the principles of openness, fairness and impartiality, and each of the shares of the same class shall carry equal rights. Shares of the same class issued at the same tranche shall be issued on the same conditions and at the same price, and subscribers shall pay the same price for each of the shares they subscribe for.</p>
14	<p>Article 18</p> <p>With the approval of relevant regulatory authorities or departments authorized by the State Council or through the implementation of relevant procedures, the Bank may issue shares to domestic and overseas investors.</p> <p>The “overseas investors” mentioned above refer to the investors of foreign countries, the Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC or the Taiwan region who have subscribed for the shares issued by the Bank. The term “domestic investors” refer to those investors in the PRC other than those regions mentioned above who have subscribed for shares issued by the Bank.</p>	<p>Article 18</p> <p>With the approval of relevant regulatory authorities or departments authorized by the State Council or through the implementation of relevant procedures, the Bank may issue shares to domestic and overseas investors.</p> <p>The “overseas investors” mentioned above refer to the investors of foreign countries, the Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC or the Taiwan region who have subscribed for the shares issued by the Bank. The term “domestic investors” refer to those investors in the PRC other than those regions mentioned above who have subscribed for shares issued by the Bank.</p>
15	<p>Article 19</p> <p>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”.</p> <p>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”.</p> <p>The “foreign currency” mentioned above refers to any legal currency of other countries or</p>	<p>(The definitions of domestic listed shares and overseas listed shares have been moved in full to Chapter Definition.)</p> <p>Article 19</p> <p>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”.</p> <p>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</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>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.</p> <p>Domestic shares that can be listed and traded on overseas stock exchanges with the approval of relevant regulatory authorities or departments authorized by the State Council or through the implementation of relevant procedures and overseas listed foreign shares shall be collectively referred to as "overseas listed shares".</p>	<p>referred to as "overseas listed foreign shares".</p> <p>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.</p> <p>Domestic shares that can be listed and traded on overseas stock exchanges with the approval of relevant regulatory authorities or departments authorized by the State Council or through the implementation of relevant procedures and overseas listed foreign shares shall be collectively referred to as "overseas listed shares".</p>
16	<p>Article 20</p> <p>With the approval of relevant regulatory authorities or departments authorized by the State Council or through implementation of relevant procedures and with the approval of 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.</p>	<p>(Information regarding the issuance of shares to promoters at the time of the Bank's incorporation has been consolidated in full into the revised Article 18.)</p> <p>Article 20</p> <p>With the approval of relevant regulatory authorities or departments authorized by the State Council or through implementation of relevant procedures and with the approval of 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.</p>

No.	Provisions before Amendments	Proposed Amendments
17	<p>Article 21</p> <p>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.</p> <p>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.</p>	<p>(Paragraph 3 of original Article 1 has been moved to the Paragraph 1 of this Article.)</p> <p>(The information set forth in original Article 20 regarding the issuance of shares to promoters at the time of the Bank's incorporation has been moved to the Paragraph 1 of this Article)</p> <p>Article 18³</p> <p><u>Promoters of the Bank at the time of its incorporation</u> are: <u>Central Huijin Investment Ltd., China Jianyin Investment Limited, State Grid Corporation of China, Baosteel Group Corporation and China Yangtze Power Co., Ltd.</u> <u>The number of shares issued to the promoters when the Bank was incorporated is 194,230,250,000.</u></p> <p>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; and 9,593,657,606 domestic listed shares, representing 3.84% of the total ordinary shares that the Bank may issue.</p> <p>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 Bank's total number of ordinary shares that the Bank may issue; 9,593,657,606 domestic listed shares, representing 3.84% of the Bank's total ordinary shares that the Bank may issue; and 600,000,000 preference shares.</p>

³ Adjustments will be made to the numbering of relevant chapters and articles as well as to cross-references affected by this amendments to the Articles of Association; the same applies hereinafter without separate elaboration.

No.	Provisions before Amendments	Proposed Amendments
18	<p>Article 22</p> <p>After the plan for issuing overseas listed shares and domestic listed shares by the Bank is approved by the relevant regulatory authorities or departments authorized by the State Council or through implementation of relevant procedures, the Board of Directors of the Bank may arrange for implementing such plan by means of separate issuance.</p> <p>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 of relevant regulatory authorities or departments authorized by the State Council or through the implementation of relevant procedures.</p>	<p>Article 22</p> <p>After the plan for issuing overseas listed shares and domestic listed shares by the Bank is approved by the relevant regulatory authorities or departments authorized by the State Council or through implementation of relevant procedures, the Board of Directors of the Bank may arrange for implementing such plan by means of separate issuance.</p> <p>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 of relevant regulatory authorities or departments authorized by the State Council or through the implementation of relevant procedures.</p>
19	<p>Article 23</p> <p>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 relevant regulatory authorities or departments authorized by the State Council or through the implementation of relevant procedures.</p>	<p>(The provisions regarding capital increase have been consolidated under the revised “Section 2 Increase, Decrease and Repurchase of Shares” of “Chapter 3 Shares and Share Certificates”.)</p> <p>Article 23</p> <p>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 relevant regulatory authorities or departments authorized by the State Council or through the implementation of relevant procedures.</p>

No.	Provisions before Amendments	Proposed Amendments
20		<p>(Newly added article)</p> <p>Article 20</p> <p>The Bank shall not provide donations, loans, guarantees or other financial aids for others to obtain its shares, unless it carries out an employee stock ownership plan.</p> <p>For the benefits of the Bank, the Bank may, upon a resolution by the Shareholders' Meeting or by the Board of Directors in accordance with the Articles and the authorization of the Shareholders' Meeting, provide financial aids for others to obtain its shares, provided that the total accumulative amount of the financial aids shall not exceed ten percent (10%) of the total issued share capital of the Bank. A resolution by the Board of Directors shall be approved by more than two thirds (2/3) of all the directors.</p> <p>Any director or senior management member who is liable for any loss to the Bank due to the violation of the provisions of the preceding two paragraphs shall be reliable for compensations.</p>
/		<p>(Newly added section heading)</p> <p>(The original provisions on capital increase have been moved to this Section.)</p> <p>Section 2 Increase, Decrease and Repurchase of Shares</p>
21	<p>Article 25</p> <p>According to the demands of operation and business development, the Bank may, in accordance with relevant provisions in the Articles, increase its capital.</p>	<p>Article 21</p> <p>According to the demands of operation and business development, the Bank may, in accordance with relevant provisions in the Articles, increase its capital.</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>The Bank may increase its capital by means of the following ways:</p> <p>(1) issuing new shares to non-specific investors;</p> <p>(2) issuing new shares to specific investors;</p> <p>(3) placing new shares to existing shareholders;</p> <p>(4) allotting new shares to existing shareholders;</p> <p>(5) converting capital reserve to share capital;</p> <p>(6) any other methods permitted by laws, regulations and rules.</p> <p>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.</p> <p>If the Bank’s issuance of convertible bonds results in capital increase, it shall be handled in accordance with applicable laws, regulations, rules, the prospectus of convertible bonds and other relevant documents.</p>	<p>The Bank may increase its capital by means of the following ways:</p> <p>(1) issuing new shares to non-specific investor targets;</p> <p>(2) issuing new shares to specific investor targets;</p> <p>(3) placing new shares to existing shareholders;</p> <p>(3) allotting—issuing new bonus shares to existing shareholders;</p> <p>(4) converting capital reserve to share capital;</p> <p>(5) any other methods permitted by laws, regulations and rules regulatory provisions.</p> <p>After being approved according to the Articles, the Bank’s issuance of new shares shall be handled in accordance with the procedures stipulated in required by relevant State laws, regulations and rules regulatory provisions.</p> <p>If the Bank’s issuance of convertible bonds results in capital increase, it shall be handled in accordance with applicable relevant State laws, regulations; rules and regulatory provisions, the prospectus of convertible bonds and other relevant documents.</p>
22		<p>(Newly added article)</p> <p>Article 22</p> <p>The Shareholders’ Meeting may authorize the Board of Directors to decide to issue not more than fifty percent (50%) of the issued shares within three (3) years. However, if the capital contributions are to be made using non-monetary property, they shall be subject to a resolution made by the Shareholders’ Meeting.</p>

No.	Provisions before Amendments	Proposed Amendments
		<p>Where the Shareholders' Meeting authorizes the Board of Directors to decide on issuing new shares, a resolution of the Board of Directors shall be approved by more than two thirds (2/3) of all the directors.</p> <p>If the securities regulatory authorities in the places where shares of the Bank are listed or this Chapter provide otherwise, such provisions shall apply.</p>
/	<p>Chapter 4</p> <p>Reduction of Capital and Repurchase of Shares</p>	<p>(The provisions on reduction of capital and repurchase of shares have been moved in full to "Section 2 Increase, Decrease and Repurchase of Shares".)</p> <p>Chapter 4</p> <p>Reduction of Capital and Repurchase of Shares</p>
23	<p>Article 26</p> <p>The Bank may reduce its registered capital in accordance with the provisions of the Articles.</p>	<p>(Original Articles 26 and 27 have been consolidated into revised Article 23.)</p> <p>(Original Article 26 is adjusted to the Paragraph 1 of revised Article 23.)</p> <p>Paragraph 1 of Article 23</p> <p>The Bank may reduce its registered capital in accordance with the provisions of the Articles.</p>
24	<p>Article 27</p> <p>The Bank shall prepare its balance sheet and lists of assets when it proposes to reduce the registered capital.</p> <p>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</p>	<p>(Original Article 27 has been adjusted to Paragraphs 2, 3 and 4 of revised Article 23.)</p> <p>Paragraphs 2 to 4 of Article 23</p> <p>The Bank shall prepare its balance sheet and lists an inventory of assets property when it proposes to reduce the registered capital.</p> <p>Unless otherwise provided by law, the Bank shall notify its creditors within ten (10) days of adopting after the Shareholders' Meeting adopts the resolution to reduce the registered capital and shall publish an announcement of</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>the date of publication of announcement (for those who have not received the written notice), be entitled to request the Bank to discharge its debts or provide corresponding security.</p> <p>The registered capital of the Bank after capital reduction shall not be less than the statutory minimum.</p>	<p>the resolution in newspaper or the National Enterprise Credit Information Publicity System 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 publication of announcement (for those who have not received the written notice), be entitled to request the Bank to discharge its debts or provide corresponding security.</p> <p>The registered capital of the Bank after capital reduction shall not be less than the statutory minimum.</p> <p>Where the Bank reduces its registered capital, it shall reduce the amount of capital contribution or shares in proportion to shares held by the shareholders, unless otherwise provided for by laws, regulations and regulatory provisions or the Articles.</p>
25	<p>Article 28, paragraphs 1 and 2</p> <p>After being approved under the procedures stipulated by the Articles and in accordance with the State laws, regulations, rules and regulations issued by the securities regulatory authorities in the places where shares of the Bank are listed or obtaining approvals from relevant competent authorities of the State, the Bank may repurchase its issued and outstanding shares under the following circumstances:</p> <p>(1) reducing the registered capital of the Bank;</p> <p>(2) merging with any other companies holding shares of the Bank;</p> <p>(3) using shares in employee stock ownership plan or share incentives;</p>	<p>(Original Article 28 has been split into the revised Articles 24 and 25.)</p> <p>(Paragraphs 1 and 2 of original Article 28 corresponds to revised Article 24.)</p> <p>Article 24</p> <p>The Bank shall not repurchase its own shares except under any of the following circumstances: After being approved under the procedures stipulated by the Articles and in accordance with the State laws, regulations, rules and regulations issued by the securities regulatory authorities in the places where shares of the Bank are listed or obtaining approvals from relevant competent authorities of the State, the Bank may repurchase its issued and</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>(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;</p> <p>(5) using shares in converting convertible corporate bonds issued by the Bank;</p> <p>(6) where the Bank deems necessary in order to maintain the Bank’s value and shareholders’ rights and interests;</p> <p>(7) any other circumstances permitted by laws, regulations and rules.</p> <p>Where the Bank repurchases its shares under circumstances (1) or (2) of paragraph 1 above, a resolution of the Shareholder’s General Meeting shall be made. Where the Bank repurchases its shares under circumstances (3), (5) or (6) of paragraph 1 may, pursuant to the Articles or the authorization of the Shareholders’ General Meeting, be subject to a resolution of a meeting of the Board of Directors at which more than two thirds (2/3) of directors are present.</p>	<p>outstanding shares under the following circumstances:</p> <p>(1) reducing the registered capital of the Bank;</p> <p>(2) merging with any other companies holding shares of the Bank;</p> <p>(3) using shares in employee stock ownership plan or share incentives;</p> <p>(4) being requested to repurchase the shares held by the shareholders who vote against the merger or division resolutions adopted by the Shareholders’ General Meeting⁴;</p> <p>(5) using shares in converting convertible corporate bonds issued by the Bank;</p> <p>(6) where the Bank deems necessary in order to maintain the Bank’s value and shareholders’ rights and interests;</p> <p>(7) any other circumstances permitted by laws, regulations and rulesregulatory provisions.</p> <p>Where the Bank repurchases its shares under circumstances items (1) or (2) of paragraph 1 above, a resolution of the Shareholder’s General Meeting shall be made. Where the Bank repurchases its shares under circumstances items (3), (5) or (6) of paragraph 1 above may, pursuant to the Articles or the authorization of the Shareholders’ General Meeting, be subject to a resolution of a meeting of the Board of Directors at which more than two thirds (2/3) of directors are present.</p>

⁴ In the *Company Law of the People’s Republic of China (Revised in 2023)*, no distinction is made between the Shareholders’ General Meeting and the Shareholders’ Meeting, and the term “Shareholders’ Meeting” is uniformly adopted. Accordingly, all references to “Shareholders’ General Meeting” in the Articles of Association will be adjusted to “Shareholders’ Meeting”, “the shareholders’ meetings” or “a shareholders’ meeting”, as appropriate, without separate elaboration.

No.	Provisions before Amendments	Proposed Amendments
26	<p>Article 28, paragraphs 3 and 4</p> <p>Where the Bank repurchases its shares under circumstance (1) of paragraph 1, it shall cancel the shares within ten (10) days from the date of repurchase. Where the Bank repurchases its shares under circumstances (2) or (4), it shall transfer or cancel the shares within six (6) months. Where the Bank repurchases its shares under circumstances (3), (5) or (6), the Bank shall not aggregately hold more than ten percent (10%) of the total shares that have been issued by the Bank, and shall transfer or cancel them within three (3) years. 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.</p> <p>The Bank's repurchase of its overseas listed shares shall further comply with relevant regulations and restrictions of the <i>Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</i> (the "Hong Kong Listing Rules").</p>	<p>(Newly added paragraph)</p> <p>Paragraph 1 of Article 25</p> <p>The Bank may repurchase its shares in the manner of centralized public trading, or other methods permitted by laws, regulations and regulatory provisions. Where the Bank repurchases its shares under items (3), (5) or (6) of Article 24 paragraph 1, the share repurchase shall be carried out in the manner of centralized public trading.</p> <p>(Paragraphs 3 and 4 of original Article 28 have been moved to Paragraphs 2 and 3 of revised Article 25.)</p> <p>Paragraphs 2 and 3 of Article 25</p> <p>Where the Bank repurchases its shares under circumstancesitem (1) of Article 24 paragraph 1 in the Articles, it shall cancel the shares within ten (10) days from the date of repurchase. Where the Bank repurchases its shares under circumstancesitems (2) or (4), it shall transfer or cancel the shares within six (6) months. Where the Bank repurchases its shares under circumstancesitems (3), (5) or (6), the Bank shall not aggregately hold more than ten percent (10%) of the total number of shares that have been issued by the Bank, and shall transfer or cancel them within three (3) years. 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.</p> <p>The Bank's repurchase of its overseas listed shares shall further comply with relevant regulations and restrictions of the <i>Rules</i></p>

No.	Provisions before Amendments	Proposed Amendments
		<i>Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules").</i>
27	<p>Article 29</p> <p>The Bank may repurchase its shares in any of the following ways:</p> <p>(1) making a repurchase offer pro rata to all shareholders;</p> <p>(2) repurchasing by means of open transaction on a securities exchange;</p> <p>(3) repurchasing by means of contractual agreement outside a securities exchange;</p> <p>(4) any other ways as permitted by laws and administrative regulations or by relevant authorities.</p> <p>Where the Bank repurchases its shares under circumstance (3), (5) or (6) of Article 28 paragraph 1, the share repurchase shall be carried out in the way prescribed in circumstance (2) of the preceding paragraph.</p>	<p>Article 29</p> <p>The Bank may repurchase its shares in any of the following ways:</p> <p>(1) making a repurchase offer pro rata to all shareholders;</p> <p>(2) repurchasing by means of open transaction on a securities exchange;</p> <p>(3) repurchasing by means of contractual agreement outside a securities exchange;</p> <p>(4) any other ways as permitted by laws and administrative regulations or by relevant authorities.</p> <p>Where the Bank repurchases its shares under circumstance (3), (5) or (6) of Article 28 paragraph 1, the share repurchase shall be carried out in the way prescribed in circumstance (2) of the preceding paragraph.</p>
28	<p>Article 30</p> <p>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 share repurchase through agreement concluded in the manner set forth above or waive any of its rights under such contract.</p>	<p>Article 30</p> <p>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 share repurchase through agreement concluded in the manner set forth above or waive any of its rights under such contract.</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>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.</p> <p>The Bank shall not assign the contracts for share repurchase or any of its rights under such contracts.</p>	<p>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.</p> <p>The Bank shall not assign the contracts for share repurchase or any of its rights under such contracts.</p>
29	<p>Article 31</p> <p>Unless the Bank has already entered into the liquidation stage, it shall comply with the following stipulations when repurchasing its issued and outstanding shares:</p> <p>(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 share issuance for the purpose of repurchasing old shares;</p> <p>(2) where the Bank repurchases its shares at a price higher than the par value, the portion equivalent to the par value thereof shall be deducted from the book balance of the distributable profits of the Bank and the proceeds from the new share 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:</p> <p>(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;</p> <p>(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</p>	<p>Article 31</p> <p>Unless the Bank has already entered into the liquidation stage, it shall comply with the following stipulations when repurchasing its issued and outstanding shares:</p> <p>(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 share issuance for the purpose of repurchasing old shares;</p> <p>(2) where the Bank repurchases its shares at a price higher than the par value, the portion equivalent to the par value thereof shall be deducted from the book balance of the distributable profits of the Bank and the proceeds from the new share 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:</p> <p>(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;</p> <p>(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</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>distributable profits of the Bank and the proceeds from the new share issuance for purpose of repurchasing the old shares. However, the amount deducted from the proceeds from the new share 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 share issuance) at the time of repurchase;</p> <p>(3) the amounts paid by the Bank for the following purposes shall be paid from the Bank’s distributable profits:</p> <p>(a) obtaining the right to repurchase its shares;</p> <p>(b) modifying any contract concerning share repurchase;</p> <p>(c) relieving itself from its obligations under any repurchase contract;</p> <p>(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.</p> <p>If the financial treatment related to the aforesaid share repurchase is otherwise prescribed in laws, regulations, rules and regulations of the securities regulatory authorities in the places where shares of the Bank are listed, relevant provisions shall be observed.</p>	<p>distributable profits of the Bank and the proceeds from the new share issuance for purpose of repurchasing the old shares. However, the amount deducted from the proceeds from the new share 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 share issuance) at the time of repurchase;</p> <p>(3) the amounts paid by the Bank for the following purposes shall be paid from the Bank’s distributable profits:</p> <p>(a) obtaining the right to repurchase its shares;</p> <p>(b) modifying any contract concerning share repurchase;</p> <p>(c) relieving itself from its obligations under any repurchase contract;</p> <p>(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.</p> <p>If the financial treatment related to the aforesaid share repurchase is otherwise prescribed in laws, regulations, rules and regulations of the securities regulatory authorities in the places where shares of the Bank are listed, relevant provisions shall be observed.</p>

No.	Provisions before Amendments	Proposed Amendments
30	Chapter 5 Financial Aid for the Purchase of Shares in the Bank	(This chapter has been deleted as a whole.) (The provisions regarding financial aid have been stipulated in revised Article 20 in accordance with the current valid regulations.)
/		Section 3 Transfer of Shares (Original “Chapter 7 Transfer of Shares” has been consolidated into Section 3 of this Chapter.)
31		(Original Article 48 has been moved to this Article.) Article 26 Unless otherwise specified by laws, regulations and rules or relevant regulations of the securities regulatory authorities in the places where shares of the Bank are listed, the The shares of the Bank may be transferred freely without any lien attached. according to the law.
32		(Original Article 49 has been moved to this Article.) Article 27 The transfer of shares of the Bank shall be registered with the share registration organization appointed by the Bank.
33		(Newly added article) Article 28 Controlling shareholders and de facto controllers who transfer the shares held by them in the Bank shall comply with the restrictive provisions of laws, regulations and regulatory provisions on the transfer of

No.	Provisions before Amendments	Proposed Amendments
		<p>shares as well as their commitments regarding the restriction on the transfer of shares.</p>
34		<p>(Original Article 50 has been moved to this Article.)</p> <p>Article 29</p> <p>All paid-up overseas listed shares listed in Hong Kong may be freely transferred in accordance with the Articles. However, the Bank the Board of Directors may refuse to recognize any transfer documents instruments without stating any reason unless the following conditions are met:</p> <p>(1) HKD2.5 (for each transfer instrument) or such higher fee as determined by the Bank the Board of Directors (such fee shall not exceed the amount specified in the Hong Kong 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;</p> <p>(2) the transfer instruments only involve the overseas listed shares listed in Hong Kong;</p> <p>(3) the required stamp duty has been paid for transfer instruments;</p> <p>(4) the relevant share certificate(s), as well as the evidence reasonably required by the Bank the Board of Directors certifying that the transferor has the right to transfer the shares, shall be provided;</p> <p>(5) if shares are to be transferred to joint holders, the number of shareholders jointly registered shall not exceed four (4);</p> <p>(6) relevant shares of the Bank are not attached with any lien of any company.</p>

No.	Provisions before Amendments	Proposed Amendments
		<p><u>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.</u></p>
35		<p>(Original Article 51 has been moved to this Article.)</p> <p>Article 30</p> <p><u>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 instrument may be signed manually. If the shareholders are the authorized recognized clearing house (as defined in the <i>Securities and Futures Ordinance</i> (Chapter 571 of the laws of Hong Kong) or its agent, the written transfer instrument may be signed in printed form.</u></p>
36		<p>(Newly added article)</p> <p>Article 31</p> <p>Directors and senior management members of the Bank shall declare to the Bank the shares held by them and the changes thereof. During the term of office as determined when they take offices, the shares transferred each year shall not exceed twenty-five percent (25%) of the total shares held by them in the Bank in the same class. The shares held by them in the Bank shall not be transferred within one (1) year as of the day when the shares of the Bank are listed and traded on the stock exchange. Any of the aforesaid persons shall not transfer the shares held by them in the Bank within six (6) months after he/she leaves office.</p>

No.	Provisions before Amendments	Proposed Amendments
37		<p>(Paragraphs 1 to 3 of original Article 55 have been moved to this Article.)</p> <p>Article 32</p> <p><u>An investor and its related persons and parties acting in concert, either individually or jointly, intending to initially hold or hold accumulatively 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.</u></p> <p><u>An investor and its related persons and parties acting in concert that hold, either individually or jointly, not less than one percent (1%) but not more than five percent (5%) of the Bank’s total issued and outstanding shares shall, within ten (10) working days after the date of obtaining corresponding equities shares, report to the banking regulatory authority institution of the State Council.</u></p> <p><u>Shareholders shall not exercise the right of request for holding a Shareholders’ General Meetingsshareholders’ meeting, voting right, nominating right, proposing right, disposing right and other rights, if they are subject to but have not been approved by or have not reported to the regulatory authorities.</u></p>
38		<p>(Paragraphs 4 to 7 of original Article 55 have been moved to this Article.)</p> <p>Article 33</p> <p><u>Through securities trading on the stock exchange, when the investors hold, or jointly hold with others by agreement or other arrangement, five percent (5%) of the issued voting shares of the Bank, they shall, within three (3) days from the date of occurrence of such fact, make a written report pursuant to the</u></p>

No.	Provisions before Amendments	Proposed Amendments
		<p><u>requirements of the securities regulatory authorities in the places where shares of the Bank are listed and notify the Bank to make an announcement. The investors shall not trade any shares of the Bank within the aforesaid period, unless otherwise specified by the securities regulatory authorities in the places where shares of the Bank are listed.</u></p> <p><u>When the investors hold, or jointly hold with others by agreement or other arrangement, five percent (5%) of the issued voting shares of the Bank, for every five percent (5%) increase or decrease in the proportion of the issued voting shares of the Bank held by the investors, they shall report pursuant to the requirements of the securities regulatory authorities in the places where shares of the Bank are listed and make an announcement. The investors shall not trade any shares of the Bank from the date of occurrence of such fact to three (3) days after the announcement, unless otherwise specified by the securities regulatory authorities in the places where shares of the Bank are listed.</u></p> <p><u>If a shareholder purchases the voting shares of the Bank in violation of the provisions of the securities regulatory authorities in the places where shares of the Bank are listed set out in the first two paragraphs of this Article, the voting rights shall not be exercised for the shares exceeding the prescribed proportion within thirty-six (36) months after the purchase, and such shares shall not be included in the total number of voting shares held by the shareholders who attend the Shareholders' General Meetingshareholders' meeting.</u></p> <p><u>When the investors hold, or jointly hold with others by agreement or other arrangement, five percent (5%) of the issued voting shares of the Bank, for every one percent (1%)</u></p>

No.	Provisions before Amendments	Proposed Amendments
		<p><u>increase or decrease in the proportion of the issued voting shares of the Bank held by the investor, the investor shall notify the Bank on the next day after the occurrence of such fact and make an announcement.</u></p> <p><u>Notwithstanding the above provisions, the shareholder holding excess shares shall not be restricted in the way when exercising the shareholders' rights specified in items (4) and (6) of Article 53 (1) and (5) of Article 45 herein.</u></p>
/	<p>Chapter 6</p> <p>Share Certificates and Register of Shareholders</p>	<p>(Original Chapter 6 Share Certificates and Register of Shareholders has been consolidated into Section 4 of this Chapter.)</p> <p>Section 4</p> <p>Share Certificates and Register of Shareholders</p>
39	<p>Article 35</p> <p>The shares of the Bank shall be in registered form.</p> <p>Share certificates of the Bank shall state the following major items:</p> <p>(1) the name of the Bank;</p> <p>(2) the incorporation date of the Bank;</p> <p>(3) the class, par value and number of shares represented by the share certificate;</p> <p>(4) the serial number of the share certificate;</p> <p>(5) other items that should be stated pursuant to the Company Law and relevant regulations of the securities regulatory authorities in the places where shares of the Bank are listed.</p>	<p>Article 34</p> <p>The shares of the Bank shall be in registered form.</p> <p>Share certificates of the Bank in paper form shall state the following major items:</p> <p>(1) the name of the Bank;</p> <p>(2) the incorporation date of the Bank or the time for the issuance of the share certificates;</p> <p>(3) the class, par value and number of shares represented by the share certificate;</p> <p>(4) the serial number of the share certificate;</p> <p>(5) other items that should be stated pursuant to the Company Law and relevant regulations of the securities regulatory authorities in the places where shares of the Bank are listed.</p>
40	Article 36	Article 35

No.	Provisions before Amendments	Proposed Amendments
	<p>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:</p> <p>(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 and the Articles;</p> <p>(2) the share transferee shall reach an agreement with each of the shareholders, directors, supervisors, president and other senior management members of the Bank, and the Bank (representing the Bank itself and each director, each supervisor, the president and each of other senior management members 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;</p> <p>(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 securities regulatory</p>	<p>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:</p> <p>(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 and the Articles;</p> <p>(2) the share transferee shall reach an agreement with each of the shareholders, directors, supervisors, president and other and senior management members of the Bank, and the Bank (representing the Bank itself and each director, each supervisor, the president and each of other senior management members 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 and regulatory provisions 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;</p> <p>(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 securities regulatory authorities in the places where shares of the Bank are listed and regulatory provisions;</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>authorities in the places where shares of the Bank are listed;</p> <p>(4) the share transferee shall authorize the Bank to enter into an agreement with each of the directors and senior management members of the Bank on behalf of the transferee, under which such directors and senior management members of the Bank shall undertake to comply with and perform their obligations to shareholders as specified in the Articles.</p> <p>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.</p>	<p>(4) the share transferee shall authorize the Bank to enter into an agreement with each of the directors and senior management members of the Bank on behalf of the transferee, under which such directors and senior management members of the Bank shall undertake to comply with and perform their obligations to shareholders as specified in the Articles.</p> <p>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.</p>
41	<p>Article 37</p> <p>The share certificate shall be signed by the chairman of the Board of Directors. Where the signatures of other senior management members of the Bank are required by the securities regulatory authorities in the places 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 senior management members of the Bank on the share certificates may also be in printed form. Provisions of the securities regulatory authorities in the places where shares of the Bank are listed shall be applicable where shares of the Bank are issued and transacted in a paperless manner.</p>	<p>Article 36</p> <p>The share certificate shall be signed by the chairman of the Board of Directors. Where the signatures of other senior management members of the Bank are required by the securities regulatory authorities in the places 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 senior management members of the Bank on the share certificates may also be in printed form. Provisions of the securities regulatory authorities in the places where shares of the Bank are listed shall be applicable where shares of the Bank are issued and transacted in a paperless manner.</p>

No.	Provisions before Amendments	Proposed Amendments
42	<p>Article 38</p> <p>The Bank shall maintain a register of shareholders to record the following items:</p> <p>(1) the name, address or domicile, occupation or nature of business of each shareholder;</p> <p>(2) the class and number of shares held by each shareholder;</p> <p>(3) amount already paid or payable for the shares held by each shareholder;</p> <p>(4) the serial number of share certificate held by each shareholder;</p> <p>(5) the date on which each shareholder is registered as a shareholder;</p> <p>(6) the date on which each shareholder ceases to be a shareholder;</p> <p>(7) related information about share pledge.</p> <p>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.</p>	<p>Article 37</p> <p>The Bank shall maintain a register of shareholders according to the certificates provided by the securities registration institution to record the following items:</p> <p>(1) the name, address or and domicile, occupation or nature of business of each the shareholder;</p> <p>(2) the class type and number of shares held subscribed by each shareholder;</p> <p>(3) amount already paid or payable for the shares held by each shareholder;</p> <p>(3) in the case of the issuance of shares in paper form, the serial number of share certificate held by each shareholder;</p> <p>(4) the date on which each shareholder is registered as a shareholder acquired the shares;</p> <p>(6) the date on which each shareholder ceases to be a shareholder;</p> <p>(5) related information about share pledge.</p> <p>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.</p>
43	<p>Article 39</p> <p>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.</p>	<p>Paragraph 1 of Article 38</p> <p>The Bank shall make register of shareholders available at the Bank. 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</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>The original of register of shareholders of overseas listed shares listed in Hong Kong shall be maintained in Hong Kong.</p> <p>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.</p> <p>If the original and duplicate of the register of shareholders of overseas listed shares are inconsistent, the original shall prevail.</p>	<p>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.</p> <p>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.</p> <p>If the original and duplicate of the register of shareholders of overseas listed shares are inconsistent, the original shall prevail.</p>
44	<p>Article 40</p> <p>The Bank shall keep a complete register of shareholders:</p> <p>The register of shareholders shall include the following parts:</p> <p>(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;</p> <p>(2) the register of shareholders of overseas listed shares of the Bank maintained at the locality of the overseas stock exchange;</p> <p>(3) the register of shareholders maintained in such other places as the Board of Directors may deem necessary for listing purposes.</p>	<p>Article 40</p> <p>The Bank shall keep a complete register of shareholders:</p> <p>The register of shareholders shall include the following parts:</p> <p>(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;</p> <p>(2) the register of shareholders of overseas listed shares of the Bank maintained at the locality of the overseas stock exchange;</p> <p>(3) the register of shareholders maintained in such other places as the Board of Directors may deem necessary for listing purposes.</p>
45	<p>Article 41</p> <p>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</p>	<p>Article 41</p> <p>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</p>

APPENDIX I

**COMPARATIVE TABLE OF THE AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

No.	Provisions before Amendments	Proposed Amendments
	<p>shares shall not be registered as other parts of the register of shareholders during the period of existence of such shares.</p> <p>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.</p>	<p>shares shall not be registered as other parts of the register of shareholders during the period of existence of such shares.</p> <p>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.</p>
46	<p>Article 42</p> <p>Registration of change in the register of shareholders due to share transfer shall not be allowed within twenty (20) days before the Shareholders’ General Meeting is held or within five (5) days prior to the record day on which the Bank decides to distribute dividends.</p> <p>If registration of changes in the register of shareholders is otherwise prescribed in laws, regulations, rules and regulations of the securities regulatory authorities in the places where shares of the Bank are listed, relevant provisions shall be observed.</p> <p>The aforementioned period of suspension of registration of change in the register of shareholders shall not be more than thirty (30) days within one year, but can be extended for thirty (30) days at most upon approval of the Shareholders’ General Meeting. During the suspension of change registration, in case of any application for access to the register of shareholders, the Bank shall send a certification document signed by its company secretary to the applicant, stating the approval authority and period of the suspension of change registration.</p>	<p>Paragraphs 2 and 3 of Article 38</p> <p>Registration of eChange in the register of shareholders due to share transfer shall not be allowed within twenty (20) days before the Shareholders’ General Meetinga shareholders’ meeting is held or within five (5) days prior to the record day on which the Bank decides to distribute dividends.</p> <p>If registration of changes in the register of shareholders is otherwise prescribed in laws, regulations, rules and regulations of the securities regulatory authorities in the places where shares of the Bank are listed and regulatory provisions, relevant such provisions shall be observed apply.</p> <p>The aforementioned period of suspension of registration of change in the register of shareholders shall not be more than thirty (30) days within one year, but can be extended for thirty (30) days at most upon approval of the Shareholders’ General Meeting. During the suspension of change registration, in case of any application for access to the register of shareholders, the Bank shall send a certification document signed by its company secretary to the applicant, stating the approval authority and period of the suspension of change registration.</p>

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47	<p>Article 43</p> <p>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.</p>	<p>Article 39</p> <p>If the Bank intends to hold a Shareholders’ General Meetingshareholders’ meeting, distribute dividends, conduct liquidation or other activities where the equity interestsshareholder identity needs to be confirmed, the Board of Directors or the other other conveners of the Shareholders’ General Meeting shareholders’ meeting shall decide the date for determination of equity interests. Shareholders whose names appear on the register of record. Registered shareholders after the market closes at on the enddate of that dayrecord shall be shareholders of the Bank entitled to the relevant rights and interests.</p>
48	<p>Article 45</p> <p>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/its name in the register of shareholders is lost, the shareholder may apply to the Bank for reissuing new share certificate concerning the shares that the original share certificate represents.</p> <p>Application for reissuing the share certificate for domestic listed shares holders whose share certificate is lost shall be dealt with in accordance with relevant provisions of the Company Law.</p> <p>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 securities</p>	<p>Article 41</p> <p>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/its name in the register of shareholders is lost, the shareholder may apply to the Bank for reissuing new share certificate concerning the shares that the original share certificate represents.</p> <p>Application for reissuing the share certificate for domestic listed shares holders whose share certificate is lost shall be dealt with in accordance with relevant provisions of the Company Law.</p> <p>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, regulations and regulatory provisions or other relevant regulations in the place where the original register of shareholders for overseas listed shares is deposited, rules of the securities</p>

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	<p>regulatory authorities in the places where the Bank's shares are listed or other relevant regulations.</p> <p>Where the share certificate held by shareholders of overseas listed shares listed in Hong Kong is lost, the application for reissuing shall comply with the following requirements:</p> <p>(1) the applicant shall file the application in the standard form specified by the Bank and enclose the notarized certificate or the statutory declaration documents. The notarized certificate or the statutory declaration documents shall include the reason for the application, the circumstance and proof of how the share certificate is lost, and the declaration that no one else may request to register as shareholder of the shares represented by the original share certificate;</p> <p>(2) before the Bank decides to reissue the new share certificate, the Bank has to ensure that it has not received any declaration requesting for registration as the shareholder of such shares except from the applicant;</p> <p>(3) if the Bank decides to reissue the new share certificate to the applicant, it shall publish an announcement on reissuing such share certificate on the newspapers specified by the Board of Directors. The period of announcement shall be ninety (90) days and the announcement shall be republished at least once every thirty (30) days;</p> <p>(4) before the Bank publishes the announcement on its intention to reissue the new share certificate, it shall submit a copy of the announcement to be published to the stock exchange where its shares are listed. After the stock exchange gives its reply confirming that such announcement has been displayed in the</p>	<p>regulatory authorities in the places where the Bank's shares are listed or other relevant regulations.</p> <p>Where the share certificate held by shareholders of overseas listed shares listed in Hong Kong is lost, the application for reissuing shall comply with the following requirements:</p> <p>(1) the applicant shall file the application in the standard form specified by the Bank and enclose the notarized certificate or the statutory declaration documents. The notarized certificate or the statutory declaration documents shall include the reason for the application, the circumstance and proof of how the share certificate is lost, and the declaration that no one else may request to register as shareholder of the shares represented by the original share certificate;</p> <p>(2) before the Bank decides to reissue the new share certificate, the Bank has to ensure that it has not received any declaration requesting for registration as the shareholder of such shares except from the applicant;</p> <p>(3) if the Bank decides to reissue the new share certificate to the applicant, it shall publish an announcement on reissuing such share certificate on the designated 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;</p> <p>(4) before the Bank publishes the announcement on its intention to reissue the new share certificate, it shall submit a copy of the announcement to be published to the stock exchange where its shares are listed. After the stock exchange gives its reply confirming that such announcement has been displayed in the</p>

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	<p>stock exchange, the announcement may be published. The display period of the announcement in the stock exchange is ninety (90) days;</p> <p>If the application for reissuing of new share certificate has not been consented by the registered shareholders of relevant shares represented by the original share certificate, the Bank shall mail the copy of the announcement to be published to such shareholders;</p> <p>(5) if the ninety (90)-day period for the announcement and display as defined in item (3) and item (4) of this article lapses and the Bank has not received any objection against such reissuing of new share certificate from any person, then the Bank may reissue such new share certificate in accordance with the application of the applicant;</p> <p>(6) when the Bank reissues the new share certificate according to this article, it shall immediately cancel the original share certificate and shall record such cancellation and reissuance in the register of shareholders;</p> <p>(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.</p>	<p>stock exchange, the announcement may be published. The display period of the announcement in the stock exchange is ninety (90) days;</p> <p>If the application for reissuing of new share certificate has not been consented by the registered shareholders of relevant shares represented by the original share certificate, the Bank shall mail the copy of the announcement to be published to such shareholders;</p> <p>(5) if the ninety (90)-day period for the announcement and display as defined in item (3) and item (4) of this article lapses and the Bank has not received any objection against such reissuing of new share certificate from any person, then the Bank may reissue such new share certificate in accordance with the application of the applicant;</p> <p>(6) when the Bank reissues the new share certificate according to this Article, it shall immediately cancel the original share certificate and shall record such cancellation and reissuance in the register of shareholders;</p> <p>(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.</p>
49	<p>Article 48</p> <p>Unless otherwise specified by laws, regulations and rules or relevant regulations of the securities regulatory authorities in the places where shares of the Bank are listed, the shares of the Bank may be transferred freely without any lien attached.</p>	<p>(This Article has been moved to revised Article 26.)</p> <p>Article 48</p> <p>Unless otherwise specified by laws, regulations and rules or relevant regulations of the securities regulatory authorities in the places</p>

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		where shares of the Bank are listed, the shares of the Bank may be transferred freely without any lien attached.
50	<p>Article 49</p> <p>The transfer of shares of the Bank shall be registered with the share registration organization appointed by the Bank.</p>	<p>(This Article has been moved to revised Article 27.)</p> <p>Article 49</p> <p>The transfer of shares of the Bank shall be registered with the share registration organization appointed by the Bank.</p>
51	<p>Article 50</p> <p>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:</p> <p>(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 Hong Kong 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;</p> <p>(2) the transfer instruments only involve the overseas listed shares listed in Hong Kong;</p> <p>(3) the required stamp duty has been paid for transfer instruments;</p> <p>(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;</p>	<p>(This Article has been moved to revised Article 29.)</p> <p>Article 50</p> <p>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:</p> <p>(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 Hong Kong 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;</p> <p>(2) the transfer instruments only involve the overseas listed shares listed in Hong Kong;</p> <p>(3) the required stamp duty has been paid for transfer instruments;</p>

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	<p>(5) if shares are to be transferred to joint holders, the number of shareholders jointly registered shall not exceed four (4);</p> <p>(6) relevant shares of the Bank are not attached with any lien of any company.</p> <p>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.</p>	<p>(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;</p> <p>(5) if shares are to be transferred to joint holders, the number of shareholders jointly registered shall not exceed four (4);</p> <p>(6) relevant shares of the Bank are not attached with any lien of any company.</p> <p>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.</p>
52	<p>Article 51</p> <p>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 <i>Securities and Futures Ordinance</i> (Chapter 571 of the laws of Hong Kong) or its agent, the written transfer instrument may be signed in printed form.</p>	<p>(This Article has been moved to revised Article 30.)</p> <p>Article 51</p> <p>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 <i>Securities and Futures Ordinance</i> (Chapter 571 of the laws of Hong Kong) or its agent, the written transfer instrument may be signed in printed form.</p>

No.	Provisions before Amendments	Proposed Amendments
53	<p>Article 52</p> <p>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.</p> <p>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.</p> <p>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:</p> <p>(1) the Bank shall not register more than four (4) persons as joint shareholders of any shares;</p> <p>(2) all joint shareholders of any shares shall assume joint and several liabilities for all amount payable for relevant shares;</p> <p>(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;</p> <p>(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</p>	<p>Article 44</p> <p>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.</p> <p>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.</p> <p>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:</p> <p>(1) the Bank shall not register more than four (4) persons as joint shareholders of any shares;</p> <p>(2) all joint shareholders of any shares shall assume joint and several liabilities for all amount payable for relevant shares;</p> <p>(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 the Bank 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;</p> <p>(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 a shareholders’ meeting of the Bank or to exercise all voting rights concerning the relevant shares. The</p>

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	relevant shares. The notice delivered to the aforesaid person shall be deemed to have been delivered to all the joint shareholders of relevant shares.	notice delivered to the aforesaid person shall be deemed to have been delivered to all the joint shareholders of relevant shares.
54	<p>Article 53</p> <p>Holders of ordinary shares of the Bank shall have the following rights:</p> <p>(1) to collect dividends and other forms of benefits distributed on the basis of the number of shares held by them;</p> <p>(2) to attend or entrust proxy to attend Shareholders’ General Meetings and exercise the rights to speak and vote;</p> <p>(3) to supervise business operation of the Bank and put forward suggestions or inquiries accordingly;</p> <p>(4) to transfer, donate and pledge shares or dispose of shares in other ways in accordance with laws, regulations, rules, relevant regulations of the securities regulatory authorities in the places where shares of the Bank are listed as well as the Articles;</p> <p>(5) to obtain relevant information in accordance with the Articles, including:</p> <p>(a) to obtain the Articles after paying relevant costs and expenses;</p> <p>(b) to review without being charged and make copies of the following documents after paying reasonable costs therefor:</p>	<p>Article 45</p> <p>Holders of ordinary shares of the Bank shall have the following rights:</p> <p>(1) to collect dividends and other forms of benefits distributed on the basis of the number of shares held by them;</p> <p>(2) to request to hold, convene, preside over, attend or entrust proxy to attend Shareholders’ General Meetings shareholders’ meetings and exercise the relevant rights to speak and vote in accordance with laws;</p> <p>(3) to supervise the business operation of the Bank and put forward suggestions or inquiries accordingly;</p> <p>(4) to transfer, donate and pledge shares or dispose of shares in other ways in accordance with laws, regulations, rules, relevant regulations of the securities regulatory authorities in the places where shares of the Bank are listed and regulatory provisions as well as the Articles;</p> <p>(5) to obtain relevant information in accordance with the Articles, including:</p> <p>(a) to obtain the Articles after paying relevant costs and expenses;</p> <p>(b) to review without being charged and make copies of the following documents after paying reasonable costs therefor:</p>

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	<p>1 all parts of the register of shareholders;</p> <p>2 the status of share capital of the Bank;</p> <p>3 the counterfoil book of bonds issued by the Bank;</p> <p>4 reports on the aggregate par value, quantity, highest and lowest price of each class of shares repurchased by the Bank since the preceding fiscal year, as well as all the expenses paid by the Bank therefor;</p> <p>5 minutes of Shareholders' General Meeting, resolutions of meetings of Board of Directors and resolutions of meetings of Board of Supervisors;</p> <p>6 audited financial accounting reports of the Bank as well as reports of the Board of Directors and the Board of Supervisors;</p> <p>7 copies of the latest annual declaration form that have been presented to State Administration for Industry & Commerce or other competent institution for filing;</p> <p>The Bank shall make the aforesaid documents available in the domicile of the Bank or some place in Hong Kong for free reference of the public and shareholders, and for shareholders to copy such documents upon charging reasonable fees;</p> <p>(6) 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;</p> <p>(7) other rights given by laws, regulations, rules, relevant provisions of the securities regulatory authorities in the places where the Bank's shares are listed as well as the Articles.</p>	<p>1 all parts of the register of shareholders;</p> <p>2 the status of share capital of the Bank;</p> <p>3 the counterfoil book of bonds issued by the Bank;</p> <p>4 reports on the aggregate par value, quantity, highest and lowest price of each class of shares repurchased by the Bank since the preceding fiscal year, as well as all the expenses paid by the Bank therefor;</p> <p>5 minutes of Shareholders' General Meeting, resolutions of meetings of Board of Directors and resolutions of meetings of Board of Supervisors;</p> <p>6 audited financial accounting reports of the Bank as well as reports of the Board of Directors and the Board of Supervisors;</p> <p>7 copies of the latest annual declaration form that have been presented to State Administration for Industry & Commerce or other competent institution for filing;</p> <p>The Bank shall make the aforesaid documents available in the domicile of the Bank or some place in Hong Kong for free reference of the public and shareholders, and for shareholders to copy such documents upon charging reasonable fees;</p> <p>(5) 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;</p>

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		<p>(6) to request the Bank to repurchase the shares held by the shareholders who vote against the resolutions on merger or division of the Bank adopted by the Shareholders' Meeting;</p> <p>(7) other rights given by laws, regulations, rules, relevant provisions of the securities regulatory authorities in the places where the Bank's shares are listed and regulatory provisions as well as the Articles.</p>
55		<p>(Newly added article)</p> <p>Article 46</p> <p>Shareholders are entitled to review and make copies of the Articles, register of shareholders, minutes of shareholders' meetings, resolutions of meetings of the Board of Directors, and financial and accounting reports of the Bank.</p> <p>The shareholders who individually or jointly hold three percent (3%) or more of the Bank's shares for 180 consecutive days or more may request to review the accounting books or accounting vouchers of the Bank. Where a shareholder requests to review the accounting books or accounting vouchers of the Bank, it shall make a written request to the Bank and state the purposes therefor. The Bank reserves the right to reject a shareholder's request to review the accounting books or accounting vouchers if it reasonably believes that the purpose of the request is improper and may potentially harm the Bank's legitimate rights and interests. In that case, the Bank shall, within fifteen (15) days from the day when the shareholder makes the written request, give the shareholder a written reply and state the reasons therefor. If the Bank</p>

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		<p>refuses the to provide access, the shareholder may bring a lawsuit to the people's court.</p> <p>Shareholders may choose to entrust intermediary agency, such as accounting firms or law firms, to review the materials as mentioned in the preceding paragraph. The shareholders and the accounting firms, law firms or other intermediary agency entrusted by them shall comply with the laws, regulations and regulatory provisions on protecting state secrets, trade secrets, personal privacy, personal information, etc. when reviewing or making copies of the relevant materials.</p> <p>The shareholders shall comply with the Company Law, Securities Law and other laws, regulations and regulatory provisions when reviewing or making copies of the relevant materials.</p> <p>Where a shareholder requests to review the relevant information as mentioned in the preceding article or request the relevant materials, it shall provide the Bank with written documents proving the class and number of shares held by it in the Bank, and the Bank shall provide the information or materials as requested after verifying the shareholder's identity.</p> <p>Where a shareholder requests to review or make copies of the relevant materials of the wholly-owned subsidiaries of the Bank, the provisions of the preceding paragraphs in this Article shall apply.</p>
56	<p>Article 54</p> <p>Holders of ordinary shares of the Bank shall undertake the following obligations:</p>	<p>Article 47</p> <p>Holders of ordinary shares Shareholders of the Bank shall undertake the following obligations:</p>

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	<p>(1) to abide by laws, regulations, regulatory provisions, the Articles and resolutions of the Shareholders' General Meeting;</p> <p>(2) to pay share capital according to the number of shares subscribed by them and the method of capital contribution;</p> <p>(3) to acquire shares of the Bank with proprietary funds from lawful sources, instead of entrusted funds, debt funds and other non-proprietary funds, unless otherwise provided by laws, regulations or regulatory policies;</p> <p>(4) to make their shareholding ratios and the number of institutional shareholders comply with regulatory provisions, and not to authorize others or be authorized by others to hold shares of the Bank;</p> <p>(5) not to redeem their shares except under the circumstances provided by laws, regulations and rules;</p> <p>(6) (for substantial shareholders) to replenish the capital or give a written undertaking to the Bank to replenish the capital of the Bank when necessary, except for shareholders approved to be exempted by Ministry of Finance, Central Huijin Investment Ltd., National Council for Social Security Fund and the banking regulatory institution of the State Council, and 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;</p> <p>(7) in case where the shareholder transfers or pledges the shares of the Bank held by it, or conducts a related party transaction with the Bank, shall comply with laws, regulations and</p>	<p>(1) to abide by laws, regulations, regulatory provisions, the Articles and resolutions of the Shareholders' General Meeting;</p> <p>(2) to pay share capital according to the number of shares subscribed by them and the method of capital contribution;</p> <p>(3) to acquire shares of the Bank with proprietary funds from lawful sources, instead of entrusted funds, debt funds and other non-proprietary funds, unless otherwise provided by the state laws, regulations or regulatory policies;</p> <p>(4) to make their shareholding ratios percentage and the number of institutional shareholders comply with regulatory provisions, and not to authorize others or be authorized by others to hold shares of the Bank;</p> <p>(5) not to redeem their shares except under the circumstances provided by laws, regulations and rules regulatory provisions;</p> <p>(6) (for substantial shareholders) to replenish the capital or give a written undertaking to the Bank to replenish the capital of the Bank when necessary, except for shareholders approved to be exempted by Ministry of Finance, Central Huijin Investment Ltd., National Council for Social Security Fund and the banking regulatory institution of the State Council, and 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;</p> <p>(7) in case where the shareholder transfers or pledges the shares of the Bank held by it, or conducts a related party transaction with the</p>

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	<p>regulatory provisions, and not to harm the interests of other shareholders and the Bank;</p> <p>(8) shareholders and their controlling shareholders and de facto controllers shall not abuse the shareholder’s rights or make use of related party relationship to impair the lawful rights and interests of the Bank, other shareholders and stakeholders. The shareholder that causes detriments to the Bank or other shareholders by abusing shareholder’s rights shall undertake the compensation liability according to laws;</p> <p>(9) not to interfere with the decision-making right and management right of the Board of Directors and senior management under the Articles, and not to bypass the Board of Directors and senior management and directly interfere with the operation and management of the Bank;</p> <p>(10) 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;</p> <p>(11) in accordance with laws, regulations and regulatory provisions, to truthfully notify the Bank of its financial information, equity structure, source of funds to acquire shares, controlling shareholders, de facto controllers, related persons, parties acting in concert, ultimate beneficial owners, investment in other financial institutions and other information;</p>	<p>Bank, shall comply with laws, regulations and regulatory provisions, and not to harm the interests of other shareholdersand or the Bank;</p> <p>(8) shareholders and their controlling shareholders and de facto controllers shall not abuse the shareholder’s rights or make use of related party relationship to impair the lawful rights and interests of the Bank, other shareholders and stakeholders. The shareholder that causes detriments to the Bank or other shareholders by abusing shareholder’s rights shall undertake the compensation liability according to laws;</p> <p>(9) not to interfere with the decision-making right and management right of the Board of Directors and senior management under the Articles, and not to bypass the Board of Directors and senior management and directly interfere with the operation and management of the Bank;</p> <p>(10) 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;</p> <p>(11) in accordance with laws, regulations and regulatory provisions, to truthfully notify the Bank of its financial information, equity structure, source of funds to acquire shares, controlling shareholders, de facto controllers, related persons, parties acting in concert, ultimate beneficial owners, investment in other financial institutions and other information;</p>

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	<p>(12) in the event of any changes in the controlling shareholders, de facto controllers, related persons, parties acting in concert or ultimate beneficial owners of the shareholder, to notify the Bank of the changes in writing in a timely manner in accordance with laws, regulations and regulatory provisions;</p> <p>(13) in case where a shareholder is involved in a merger or split, is subject to an order for suspension of business for rectification, designated custody, receivership, abolishment or any measures, is subject to a dissolution, liquidation or bankruptcy proceedings, or has a change in its legal representative, company name, business premises, business scope, or any other important matters, to notify the Bank of the relevant situation in writing in a timely manner in accordance with laws, regulations and regulatory provisions;</p> <p>(14) in case where the shares of the Bank held by a shareholder are involved in litigation or arbitration, are subject to legal compulsory measures taken by the judicial authorities, among others, are pledged or released from a pledge, to notify the Bank of the relevant situation in writing in a timely manner in accordance with laws, regulations and regulatory provisions;</p> <p>(15) in case where the Bank has a risk event or commits a material violation of provisions, to cooperate with the regulatory authorities in investigation and risk disposal;</p> <p>(16) other obligations imposed by laws, regulations, rules, regulatory provisions and the Articles.</p> <p>The Bank shall specify the corresponding loss absorption and risk defence mechanism when a material risk incurs.</p>	<p>(12) in the event of any changes in the controlling shareholders, de facto controllers, related persons, parties acting in concert or ultimate beneficial owners of the shareholder, to notify the Bank of the changes in writing in a timely manner in accordance with laws, regulations and regulatory provisions;</p> <p>(13) in case where a shareholder is involved in a merger or split, is subject to an order for suspension of business for rectification, designated custody, receivership, abolishment or any measures, is subject to a dissolution, liquidation or bankruptcy proceedings, or has a change in its legal representative, company name, business premises, business scope, or any other important matters, to notify the Bank of the relevant situation in writing in a timely manner in accordance with laws, regulations and regulatory provisions;</p> <p>(14) in case where the shares of the Bank held by a shareholder are involved in litigation or arbitration, are subject to legal compulsory measures taken by the judicial authorities, among others, are pledged or released from a pledge, to notify the Bank of the relevant situation in writing in a timely manner in accordance with laws, regulations and regulatory provisions;</p> <p>(15) in case where the Bank has a risk event or commits a material violation of provisions, to cooperate with the regulatory authorities in investigation and risk disposal;</p> <p>(16) other obligations imposed by laws, regulations, rules, and regulatory provisions and as well as the Articles.</p> <p>The Bank shall specify the corresponding loss absorption and risk defense mechanism when a material risk incurs.</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>Unless otherwise provided by laws, regulations, rules, regulatory provisions 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.</p>	<p>Unless otherwise provided by laws, regulations, rules, regulatory provisions 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.</p>
57	<p>Article 55</p> <p>An investor and its related persons and parties acting in concert, either individually or jointly, intending to initially hold or hold accumulatively 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.</p> <p>An investor and its related persons and parties acting in concert that hold, either individually or jointly, not less than one percent (1%) but not more than five percent (5%) of the Bank’s total issued and outstanding shares shall, within ten (10) working days after the date of obtaining corresponding equities, report to the banking regulatory authority of the State Council.</p> <p>Shareholders shall not exercise the right of request for holding a Shareholders’ General Meeting, voting right, nominating right, proposing right, disposing right and other rights, if they are subject to but have not been approved by or have not reported to the regulatory authorities.</p> <p>Through securities trading on the stock exchange, when the investors hold, or jointly hold with others by agreement or other arrangement, five percent (5%) of the issued voting shares of the Bank, they shall, within three (3) days from the date of occurrence of such fact, make a written report pursuant to the requirements of the securities regulatory</p>	<p>(The original Article 55 has been split into the revised Articles 32 and 33.)</p> <p>Article 55</p> <p>An investor and its related persons and parties acting in concert, either individually or jointly, intending to initially hold or hold accumulatively 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.</p> <p>An investor and its related persons and parties acting in concert that hold, either individually or jointly, not less than one percent (1%) but not more than five percent (5%) of the Bank’s total issued and outstanding shares shall, within ten (10) working days after the date of obtaining corresponding equities, report to the banking regulatory authority of the State Council.</p> <p>Shareholders shall not exercise the right of request for holding a Shareholders’ General Meeting, voting right, nominating right, proposing right, disposing right and other rights, if they are subject to but have not been approved by or have not reported to the regulatory authorities.</p> <p>Through securities trading on the stock exchange, when the investors hold, or jointly hold with others by agreement or other arrangement, five percent (5%) of the issued voting shares of the Bank, they shall, within</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>authorities in the places where shares of the Bank are listed and notify the Bank to make an announcement. The investors shall not trade any shares of the Bank within the aforesaid period, unless otherwise specified by the securities regulatory authorities in the places where shares of the Bank are listed.</p> <p>When the investors hold, or jointly hold with others by agreement or other arrangement, five percent (5%) of the issued voting shares of the Bank, for every five percent (5%) increase or decrease in the proportion of the issued voting shares of the Bank held by the investors, they shall report pursuant to the requirements of the securities regulatory authorities in the places where shares of the Bank are listed and make an announcement. The investors shall not trade any shares of the Bank from the date of occurrence of such fact to three (3) days after the announcement, unless otherwise specified by the securities regulatory authorities in the places where shares of the Bank are listed.</p> <p>If a shareholder purchases the voting shares of the Bank in violation of the provisions of the securities regulatory authorities in the places where shares of the Bank are listed, the voting rights shall not be exercised for the shares exceeding the prescribed proportion within thirty-six (36) months after the purchase, and such shares shall not be included in the total number of voting shares held by the shareholders who attend the Shareholders' General Meeting.</p> <p>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 53 herein.</p>	<p>three (3) days from the date of occurrence of such fact, make a written report pursuant to the requirements of the securities regulatory authorities in the places where shares of the Bank are listed and notify the Bank to make an announcement. The investors shall not trade any shares of the Bank within the aforesaid period, unless otherwise specified by the securities regulatory authorities in the places where shares of the Bank are listed.</p> <p>When the investors hold, or jointly hold with others by agreement or other arrangement, five percent (5%) of the issued voting shares of the Bank, for every five percent (5%) increase or decrease in the proportion of the issued voting shares of the Bank held by the investors, they shall report pursuant to the requirements of the securities regulatory authorities in the places where shares of the Bank are listed and make an announcement. The investors shall not trade any shares of the Bank from the date of occurrence of such fact to three (3) days after the announcement, unless otherwise specified by the securities regulatory authorities in the places where shares of the Bank are listed.</p> <p>If a shareholder purchases the voting shares of the Bank in violation of the provisions of the securities regulatory authorities in the places where shares of the Bank are listed, the voting rights shall not be exercised for the shares exceeding the prescribed proportion within thirty six (36) months after the purchase, and such shares shall not be included in the total number of voting shares held by the shareholders who attend the Shareholders' General Meeting.</p> <p>Notwithstanding the above provisions, the shareholder holding excess shares shall not be restricted in the way when exercising the</p>

No.	Provisions before Amendments	Proposed Amendments
		shareholders’ rights specified in items (1) and (6) of Article 53 herein.
58		<p>(Newly added article)</p> <p>Article 48</p> <p>The controlling shareholders and de facto controllers of the Bank shall comply with the requirements of laws, regulations and regulatory provisions to exercise their rights and perform their obligations while safeguarding the interests of the Bank.</p>
59	<p>Article 56</p> <p>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.</p> <p>Besides the obligations as required by laws, regulations, rules or relevant regulations of the securities regulatory authorities in the places 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:</p> <p>(1) to exempt the responsibility of any director or supervisor to act in good faith for maximum benefit of the Bank;</p> <p>(2) to approve any director or supervisor to deprive the property of the Bank (for their own</p>	<p>Article 49</p> <p>The controlling shareholders and de facto controllers of the Bank shall comply with the following provisions:</p> <p>(1) to have a fiduciary duty to other shareholders, exercise shareholders’ rights in accordance with the law, and not abuse the controlling shareholding position or the right of control to gain improper benefits or cause detriments to the legitimate rights and interests of the Bank or other shareholders;</p> <p>(2) to strictly fulfill the public statements and commitments made and not change or waive them without permission;</p> <p>(3) to fulfill the information disclosure obligations in strict accordance with the relevant regulations, proactively cooperate with the Bank in information disclosure, and promptly inform the Bank of any material events that have occurred or may occur;</p> <p>(4) not to occupy the Bank’s funds by any means;</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>or others' benefits) in any form, including but not limited to the opportunities favorable to the Bank;</p> <p>(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.</p>	<p>(5) not to force, instruct or require the Bank and relevant persons to provide guarantees in violation of the laws and regulations;</p> <p>(6) not to make use of the Bank's undisclosed material information to seek benefits, disclose undisclosed material information relating to the Bank by any means, or engage in insider trading, short-term trading, market manipulation and other acts in violation of laws and regulations;</p> <p>(7) not to harm the legitimate rights and interests of the Bank or other shareholders by any means, such as non-fair related party transactions, profit distribution, asset restructuring, and external investment;</p> <p>(8) to ensure the integrity of the Bank's assets, personnel independence, financial independence, institutional independence and business independence, and not affect the Bank's independence by any means;</p> <p>(9) other provisions prescribed by laws, regulations and regulatory provisions as well as the Articles.</p> <p>Any controlling shareholder or de facto controller of the Bank who instructs any director or senior management member to carry out any act that damages the interests of the Bank or the shareholders shall bear joint and several liability with such director or senior management member.</p> <p>Article 56</p> <p>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</p>

No.	Provisions before Amendments	Proposed Amendments
		<p>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.</p> <p>Besides the obligations as required by laws, regulations, rules or relevant regulations of the securities regulatory authorities in the places 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:</p> <p>(1) to exempt the responsibility of any director or supervisor to act in good faith for maximum benefit of the Bank;</p> <p>(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;</p> <p>(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.</p>
60	<p>Article 57</p> <p>The controlling shareholders shall strictly comply with laws, regulations, rules, relevant regulations of the securities regulatory authorities in the places 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</p>	<p>Article 50</p> <p>The controlling shareholders shall strictly comply with the requirements of laws, regulations and regulatory provisions—rules, relevant regulations of the securities regulatory authorities in the places 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</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>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 the senior management members of the Bank by shareholders superseding the Shareholders’ General Meeting and Board of Directors shall be deemed as invalid.</p>	<p>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 the senior management members of the Bank by shareholders superseding the Shareholders’ General Meeting and Board of Directors shall be deemed as invalid.</p>
61	<p>Article 58</p> <p>The “controlling shareholder(s)” herein shall refer to the person(s) satisfying any of the following conditions:</p> <p>(1) the person may elect more than half (1/2) of the directors when acting alone or in concert with others;</p> <p>(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;</p> <p>(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;</p> <p>(4) the person may de facto control the Bank in any other manners when acting alone or in concert with others.</p>	<p>(This Article has been moved to Chapter Definition.)</p> <p>Article 58</p> <p>The “controlling shareholder(s)” herein shall refer to the person(s) satisfying any of the following conditions:</p> <p>(1) the person may elect more than half (1/2) of the directors when acting alone or in concert with others;</p> <p>(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;</p> <p>(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;</p> <p>(4) the person may de facto control the Bank in any other manners when acting alone or in concert with others.</p>

No.	Provisions before Amendments	Proposed Amendments
62	<p>Article 59</p> <p>The Bank shall not grant loans to its shareholders under more favourable terms than those set for other customers.</p>	<p>(The original provision has been moved to Paragraph 1 of revised Article 54.)</p> <p>Article 59</p> <p>The Bank shall not grant loans to its shareholders under more favourable terms than those set for other customers.</p>
63	<p>Article 63</p> <p>The Bank shall not accept the shares of the Bank as collateral for any pledge.</p> <p>Where a shareholder pledges his or her shares of the Bank for himself or herself or any other person, the shareholder shall strictly comply with laws, regulations and requirements of regulatory authorities, and inform the Board of Directors in advance. The Board of Directors office or any other department designated by the Board of Directors shall be responsible for undertaking the collection, review, submission and other routine work of the Bank’s share pledge information.</p> <p>A shareholder holding the position of director or supervisor of the Bank, or directly, indirectly or jointly holding or controlling two percent (2%) or more shares or voting rights of the Bank that plans to pledge its shares shall apply to the Board of Directors for filing in advance, and state such basic information as the reason for pledge, share amount, pledge term and pledgee. If the Board of Directors determines that the pledge has any material adverse impact on its share stability, corporate governance, risks and control of related party transactions, among others, it shall not grant filing. When the Board of Directors reviews on the relevant matters for filing, the directors delegated by the shareholders that plan to pledge shares shall abstain from review.</p>	<p>(Original Article 59 has been moved to this Article.)</p> <p>Article 54</p> <p><u>The Bank shall not grant loans to its shareholders under more favorable terms than those set for other customers.</u></p> <p>The Bank shall not accept the shares of the Bank as collateral for any pledge.</p> <p>Where a shareholder pledges his or her shares of the Bank for himself or herself or any other person, the shareholder shall strictly comply with laws, regulations and requirements of regulatory authorities provisions, and inform the Board of Directors in advance. The Board of Directors office or any other department designated by the Board of Directors shall be responsible for undertaking the collection, review, submission and other routine work of the Bank’s share pledge information.</p> <p>A shareholder holding the position of director or supervisor of the Bank, or directly, indirectly or jointly holding or controlling two percent (2%) or more shares or voting rights of the Bank that plans to pledge its shares shall apply to the Board of Directors for filing in advance, and state such basic information as the reason for pledge, share amount, pledge term and pledgee. If the Board of Directors determines that the pledge has any material adverse impact</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>Shareholders shall, after completing share pledge registration, cooperate in the Bank's risk management and information disclosure, and provide the information involving share pledge to the Bank in a timely manner.</p> <p>Shareholders shall not pledge their shares of the Bank if the balance of their loans exceeds the audited net value of the equities of the Bank they hold for the previous year.</p> <p>When the quantity of the Bank's shares pledged by a shareholder reaches or exceeds fifty percent (50%) of equities of the Bank the shareholder holds, the shareholder's voting rights at the Shareholders' General Meeting and the voting rights of directors assigned by the shareholder at the meeting of the Board of Directors shall be restricted.</p>	<p>on its share stability, corporate governance, risks and control of related party transactions, among others, it shall not grant filing. When the Board of Directors reviews on the relevant matters for filing, the directors delegated by the shareholders that plan to pledge shares shall abstain from review.</p> <p>Shareholders shall, after completing share pledge registration, cooperate in the Bank's risk management and information disclosure, and provide the information involving share pledge to the Bank in a timely manner.</p> <p>Shareholders shall not pledge their shares of the Bank if the balance of their loans exceeds the audited net value of the equities of the Bank they hold for the previous year.</p> <p>When the quantity of the Bank's shares pledged by a shareholder reaches or exceeds fifty percent (50%) of equities of the Bank the shareholder holds, the shareholder's voting rights at the Shareholders' General Meeting shareholders' meeting and the voting rights of directors assigned by the shareholder at the meeting of the Board of Directors shall be restricted.</p> <p>Any controlling shareholder or de facto controller who pledges shares of the Bank held by them or under their actual control shall maintain the stability of the Bank's control, production and operation.</p>
64	<p>Article 65</p> <p>The Bank sets up the China Construction Bank Committee of the Communist Party of China (hereinafter referred to as the "Party Committee"). The Party Committee has one (1) Party Secretary, one or two (1-2) Deputy Secretaries, and a number of members. The Chairman concurrently acts as the Party</p>	<p>Article 56</p> <p>The Bank sets up the China Construction Bank Committee of the Communist Party of China (hereinafter referred to as the "Party Committee"). The Party Committee has one (1) Party Secretary, one or two (1-2) Deputy Secretaries, and a number of members. The chairman of the Board of Directors concurrently</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>Secretary, and one (1) Deputy Party Secretary is designated to assist the Party Secretary in conducting Party building activities. Qualified Party Committee members may join the Board of Directors, the Board of Supervisors and the senior management through legal procedures, and qualified Party members at the Board of Directors, the Board of Supervisors and the senior management may join the Party Committee pursuant to relevant provisions and procedures. In the meantime, the Bank also sets up a discipline inspection agency as provided.</p> <p>The Bank makes continuous efforts to strengthen the Party's leadership and improve corporate governance, so as to realize the organic integration, integrated promotion and coordinated interaction.</p>	<p>acts as the Party Secretary, and one (1) Deputy Party Secretary is designated to assist the Party Secretary in overseeing Party building activities. Qualified Party Committee members may join the Board of Directors,the Board of Supervisors and the senior management through legal procedures, and qualified Party members at the Board of Directors,the Board of Supervisors and the senior management may join the Party Committee pursuant to relevant provisions and procedures. In the meantime, the Bank also sets up a discipline inspection and supervision agency as provided.</p> <p>The Bank makes continuous efforts to strengthen unify the Party's leadership and improve corporate governance, so as to realize the organic integration, integrated promotion and coordinated interaction deepen the organic integration of Party building and corporate governance, and implements Party leadership in all aspects of decision-making, execution and supervision, so as to promote the high-quality development of the Bank through high-quality Party building.</p>
65	<p>Article 66</p> <p>The Party studies and implements in depth Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, enhances the political building of the Party in the Bank, adheres to and implements the fundamental system, basic system and important system of socialism with Chinese characteristics. The Party Committee ensures the implementation of the Party and national policies in the Bank and implements major strategic decisions of the Central Committee of the Communist Party of China and the State Council on promoting the healthy development of banks as well as important work arrangements of superior Party organizations.</p>	<p>Article 57</p> <p>The Bank adheres to the centralized and unified leadership of the Central Committee of the Communist Party of China in financial work. The Party It studies and implements in depth Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, enhances the political building of the Party in the Bank, adheres to and implements the fundamental system, basic system and important system of socialism with Chinese characteristics. The Party Committee ensures the implementation of the Party and national policies in the Bank and implements major strategic decisions of the Central Committee of the Communist Party of China and the State Council on promoting the healthy development</p>

No.	Provisions before Amendments	Proposed Amendments
		<p>of banks as well as important work arrangements of superior Party organizations, and unswervingly follows the path of financial development with Chinese characteristics.</p>
66	<p>Article 67</p> <p>The Party Committee meets the requirements of modern enterprise system and market competition, strengthens leadership and control of talent selection and employment, focuses on the building of the leading team, official team and talent team of the Bank, takes charge of standards, procedures, investigations, recommendations and supervision, and adheres to the combination of the principle of the Party managing the cadres and the Party managing the talents with the Board of Directors selecting management members and the management members exercising the powers to employ personnel according to law to build quality cadre and talent teams.</p>	<p>Article 58</p> <p>The Party Committee meets shall adapt to the requirements of modern enterprise system and market competition, strengthens leadership and control of talent selection and employment, focuses on the building of the leading team, official leadership team and cadre talent team of the Bank, with a strong record of political integrity, professional competence and excellent conduct, takes charge of standards, procedures, investigations, recommendations and supervision, and adheres to the combination of the principle of the Party managing the cadres and the Party managing the talents with the Board of Directors selecting management members and the management members exercising the powers to employ personnel according to law to build quality cadre and talent team train a team of high-caliber financial professionals who are loyal, clean and responsible.</p>
67	<p>Article 68</p> <p>The Party Committee studies and discusses the Bank's reform, transformation and development, major operation and management issues and major issues relating to employees' immediate interests, and gives opinions and suggestions. The Party Committee respects and supports that the Shareholders' General Meeting, the Board of Directors, the Board of Supervisors and the senior management perform their duties in accordance with the law, and directs and promotes the senior management to implement the decisions of the Shareholders'</p>	<p>Article 59</p> <p>The Party Committee studies and discusses the Bank's reform, transformation and and stability, major operation and management issues and major issues relating to employees' immediate interests, and gives opinions and suggestions. The Party Committee respects and supports that the Shareholders' General General Meeting, the Board of Directors, the Board of Supervisors and the senior management perform their duties in accordance with the law, and directs and promotes the senior management to implement the decisions of the Shareholders'</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>General Meeting and the Board of Directors; the Party Committee supports the employee representatives' meeting.</p> <p>For material operation and management matters, the Party Committee shall conduct research and discussions before the Board of Directors or senior management makes a decision according to their authority and prescribed procedures.</p>	<p>General Meeting and the Board of Directors; the Party Committee supports the work of employee representatives' meeting.</p> <p>For material operation and management matters, the Party Committee shall conduct research and discussions before the Board of Directors or senior management makes a decision according to their authority and prescribed procedures; and performs decision-making procedures related to corporate governance. If required, the senior management shall perform the procedures in accordance with relevant regulations.</p>
68	<p>Article 69</p> <p>The Party Committee shall assume the principal responsibility of pushing forward strict Party discipline, lead the Bank's ideological and political work, the promotion of cultural and ideological progress, the cultivation of corporate culture, the united front work and the work of the Labor Union, the Communist Youth League, etc., and stimulate the creativity of the staff and create strong cohesive and centripetal force. The Party Committee shall play a leading role in promoting the building of a clean and honest Party, and assist the discipline inspection agency in practically performing supervision responsibility.</p>	<p>Article 60</p> <p>The Party Committee shall assume the principal responsibility of pushing forward strict exercise full and rigorous governance over the Party discipline, lead the Bank's ideological and political work, the promotion of cultural and ideological progress, the cultivation of corporate culture, the united front work and the work of the Labor Union, the Communist Youth League, etc., and stimulate the creativity of the staff and create strong cohesive and centripetal force. The Party Committee shall play a leading role in promoting the building of a clean and honest Party, intensify efforts to build a clean CCB, and assist the discipline inspection agency in practically performing supervision responsibility.</p>
69	<p>Article 70</p> <p>The Party Committee shall strengthen the building of the Bank's grass-roots Party organizations and Party member teams, fully give play to the role of Party branches as a fortress and Party members as models, and unify and lead cadres to actively commit themselves in the Bank's reform and development.</p>	<p>Article 61</p> <p>The Party Committee shall strengthen the building of the Bank's grass-roots Party organizations and Party member teams, fully give play to the role of Party branches as a fortress and Party members as models, and unify and lead cadres to actively commit themselves in the Bank's reform and development.</p>

No.	Provisions before Amendments	Proposed Amendments
/	Chapter 10 Shareholders' General Meeting	Chapter 6 Shareholders' General Meeting Section 1 General Provisions Concerning the Shareholders' Meeting
70	Article 74 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, change of corporate form or other matters;	Article 65 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; (1) 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; (2) to review and approve the report of the Board of Directors; (5) to review and approve the report of the Board of Supervisors; (3) to review and approve the Bank's annual financial budget and final accounts; (4) to review and approve the Bank's profit distribution plan and plan for making up for losses; (5) to make resolutions on the Bank's increase or reduction of registered capital; (6) to make resolutions on the Bank's merger, division, dissolution, liquidation, change of corporate form or other matters;

APPENDIX I

**COMPARATIVE TABLE OF THE AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

No.	Provisions before Amendments	Proposed Amendments
	<p>(10) to make resolutions on the issuance and listing of corporate bonds or other negotiable securities;</p> <p>(11) to make resolutions on the Bank’s material acquisitions and repurchase of the Bank’s shares;</p> <p>(12) to make resolutions on the engagement or removal of the accounting firm that conducts regular statutory audit on the financial reports of the Bank;</p> <p>(13) to amend the Articles and other basic documents of corporate governance;</p> <p>(14) to review the proposals presented by the shareholders independently or collectively holding more than three percent (3%) of the issued and outstanding shares of the Bank;</p> <p>(15) to review and approve the Bank’s significant equity investment, bond investment, asset purchase, asset disposal, asset write-off, asset mortgage, and other non-commercial banking business guarantee;</p> <p>(16) to review and approve changes in the use of raised proceeds;</p> <p>(17) to review the share incentive plan and employee stock ownership plan;</p> <p>(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, without limitation, repurchase, conversion and dividend distribution etc.;</p> <p>(19) to review other matters that shall be decided by the Shareholders’ General Meeting according to the laws, regulations, rules,</p>	<p>(7) to make resolutions on the issuance and listing of corporate bonds or other negotiable securities;</p> <p>(8) to make resolutions on the Bank’s material acquisitions and repurchase of the Bank’s shares;</p> <p>(9) to make resolutions on the engagement or removal of the accounting firm that conducts regular statutory audit on the financial reports of the Bank;</p> <p>(10) to amend the Articles—and other basic documents of corporate governance, the Procedural Rules for the Shareholders’ Meeting and the Procedural Rules for the Board of Directors;</p> <p>(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;</p> <p>(11) 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;</p> <p>(12) to review and approve changes in the use of raised proceeds;</p> <p>(13) to review the share incentive plan and employee stock ownership plan;</p> <p>(14) to decide the issuance of preference shares, and to decide or authorize the Board of Directors to decide the matters relating to the issuance of Bank’s issued preference shares by the Bank, including, without limitation, repurchase, conversion and dividend distribution etc.;</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>regulations issued by the securities regulatory authorities in the places where shares of the Bank are listed and the Articles.</p> <p>Resolutions made by the Shareholders’ General Meeting shall not violate the provisions in relevant laws, administrative regulations, rules, regulations issued by the securities regulatory authorities in the places where shares of the Bank are listed and the Articles.</p>	<p>(15) to review other matters that shall be decided by the Shareholders’ General Meeting according to the laws, regulations, rules, regulations issued by the securities regulatory authorities in the places where shares of the Bank are listed and regulatory provisions as well as the Articles.</p> <p>Resolutions made by the Shareholders’ General Meeting shall not violate the provisions in relevant laws, administrative regulations, rules, regulations issued by the securities regulatory authorities in the places where shares of the Bank are listed and the Articles.</p>
71	<p>Article 75</p> <p>Matters that shall be resolved at the Shareholders’ General Meeting in accordance with laws, regulations, rules, relevant regulations of the securities regulatory authorities in the places 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.</p> <p>For the authorization to the Board of Directors by shareholders at a Shareholders’ General Meeting, if matters authorized shall be adopted by means of an ordinary resolution,</p>	<p>(The provisions regarding shareholder inquiries have been moved to Article 87 of Section 4 Holding of Shareholders’ Meetings.)</p> <p>Article 66</p> <p>Matters that shall be resolved at decided by the Shareholders’ General Meeting in accordance with laws, regulations, rules, relevant regulations of the securities and regulatory authorities in the places where the Bank’s shares are listed and provisions in as well as the Articles shall be discussed and resolved by the shareholders at considered by 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 decisions on specific matters that are related to those to be resolved but cannot or need not be resolved decided promptly at the</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>they shall be approved by more than half (1/2) of the voting rights held by the shareholders (including shareholder proxies) present at the meeting. If matters authorized shall be approved by means of special resolution, they shall be approved by more than two thirds (2/3) of the voting rights held by the shareholders (including shareholder proxies) present at the meeting. The content of authorization shall be clear and specific.</p>	<p>Shareholders' General Meeting shareholders' meetings. The content of authorization shall be clear and specific.</p> <p>(The relevant provisions regarding the approval of matters authorized by the Shareholders' Meeting to the Board of Directors have been moved to Article 95 of Section 4 Holding of Shareholders' Meetings.)</p> <p>(The specific requirements regarding the content of the authorization have been consolidated into the previous paragraph.)</p> <p>For the authorization to the Board of Directors by shareholders at a Shareholders' General Meeting, if matters authorized shall be adopted by means of an ordinary resolution, they shall be approved by more than half (1/2) of the voting rights held by the shareholders (including shareholder proxies) present at the meeting. If matters authorized shall be approved by means of special resolution, they shall be approved by more than two thirds (2/3) of the voting rights held by the shareholders (including shareholder proxies) present at the meeting. The content of authorization shall be clear and specific.</p>
72	<p>Article 76</p> <p>The Bank shall not enter into a contract with any person other than directors, supervisors, president and other senior management members 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.</p>	<p>Article 76</p> <p>The Bank shall not enter into a contract with any person other than directors, supervisors, president and other senior management members 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.</p>

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73	<p>Article 77, paragraph 1 and 2</p> <p>The Shareholders’ General Meetings 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.</p> <p>(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 securities regulatory authorities in the places where shares of the Bank are listed, explaining the reasons for such postponement, and an announcement shall be issued to the public.</p> <p>(2) In any of the following circumstances, the Bank shall hold an extraordinary shareholders’ general meeting within two (2) months from the date of the occurrence of such circumstance:</p> <p>(a) the number of directors is less than two thirds (2/3) of the number specified in the Articles or less than the minimum quorum provided in the Company Law;</p> <p>(b) the Bank’s uncovered losses account for one third (1/3) of the total share capital;</p> <p>(c) shareholders who individually or jointly hold more than ten percent (10%) of the voting shares in the Bank submit a written request. The number of shares held shall be as of the date when the written request is submitted;</p> <p>(d) the Board of Directors considers it necessary to hold such a meeting;</p>	<p>(Original Article 77 has been split into revised Articles 67, 68, and 69.)</p> <p>(Paragraphs 1 and 2 of original Article 77 correspond to revised Article 67.)</p> <p>(The provisions regarding the convening of the shareholders’ meetings have been moved to revised Article 69 of Section 2 Convening of Shareholders’ Meetings of this Chapter.)</p> <p>Article 67</p> <p>The Shareholders’ General Meetings shareholders’ meetings 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.</p> <p>(The provision related to the reporting of postponement of convening to regulatory authorities has been moved to the end of this Article and listed as a separate paragraph.)</p> <p>(1) The annual shareholders’ general meeting is held on a yearly basis and shall be convened within the six (6) months from the end of the previous 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 securities regulatory authorities in the places where shares of the Bank are listed, explaining the reasons for such postponement, and an announcement shall be issued to the public.</p> <p>(2) An extraordinary shareholders’ meeting may be convened when the Board of Directors considers it necessary. In any of the following circumstances, the Bank shall</p>

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	<p>(e) the Board of Supervisors proposes to hold such a meeting;</p> <p>(f) more than half (1/2) of the independent non-executive directors (“Independent Directors”) propose to hold such a meeting;</p> <p>(g) other circumstances provided by banking regulatory institution of the State Council;</p> <p>(h) other circumstances provided in the applicable laws, regulations, rules, regulations issued by the securities regulatory authorities in the places where shares of the Bank are listed and the Articles.</p>	<p>hold an extraordinary shareholders’ general meeting within two (2) months from the date of the occurrence of such circumstance:</p> <p>(a) the number of directors is less than two thirds (2/3) of the minimum number specified in the Articles or less than the minimum quorum provided in the Company Law;</p> <p>(b) the Bank’s uncovered losses account for one third (1/3) of the total share capital;</p> <p>(c) shareholders who individually or jointly hold more than ten percent (10%) of the Bank’s issued and outstanding shares with voting shares in the Bankrights submit a written request to convene an extraordinary shareholders’ meeting. The number of shares held shall be as of the date when the written request is submitted;</p> <p>(d) the Board of Directors considers it necessary to hold such a meeting;</p> <p>(e) the Board of Supervisors proposes to hold such a meeting;</p> <p>(d) the Audit Committee proposes to convene an extraordinary shareholders’ meeting;</p> <p>(e) more than half (1/2) of the all independent non executive directors (“Independent Directors”) propose to hold such a an extraordinary shareholders’ meeting;</p> <p>(g) other circumstances provided by banking regulatory institution of the State Council;</p> <p>(f) other circumstances provided in the applicable by laws, regulations, rules, regulations issued by the securities regulatory</p>

No.	Provisions before Amendments	Proposed Amendments
		<p>authorities in the places where shares of the Bank are listed and regulatory provisions as well as the Articles.</p> <p>In the event that shareholders’ meetings fail to be convened within the periods prescribed in the preceding paragraphs due to special reasons, a report shall be promptly presented to the banking regulatory institution of the State Council and the securities regulatory authorities in the places where shares of the Bank are listed, indicating the reasons, and a public announcement shall be made.</p>
74	<p>Article 77, paragraphs 3 and 4</p> <p>The Shareholders’ General Meetings shall be held by means of on-site meeting. The Bank shall also provide an online voting system for the convenience of the shareholders participating in the Shareholders’ General Meeting.</p> <p>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.</p>	<p>(Original Article 92 has been moved to Paragraph 1 of revised Article 68.)</p> <p>Article 68</p> <p>The Bank shall hold a shareholders’ meeting at the Bank’s domicile or other definite placedesignated location.</p> <p>Shareholders’ General Meetings meetings shall be held by means of on-site meeting. The Bank shall also provide an online voting system or other means for the convenience of the shareholders participating in the Shareholders’ General Meeting. Shareholders who participate shareholders’ meetings through the aforesaid means are deemed to be present.</p> <p>The convener shall ensure that the Shareholders’ General Meetingsshareholders’ meeting is convened on a continuous basis and comes up with the final resolutions. In case that the Shareholders’ General Meetingsshareholders’ 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 Meetingsshareholders’ meeting as soon as possible or the meeting should be directly terminated with a timely</p>

No.	Provisions before Amendments	Proposed Amendments
		announcement. Meanwhile, The convener shall make report to the local office of the China Securities Regulatory Commission (CSRC) in the place where the Bank is located and the stock exchanges of the places where the Bank's shares of the Bank are listed.
/		(Newly added section heading) Section 2 Convening of Shareholders' Meetings
75		(The last sentence of Paragraph 1 of original Article 77 of has been moved to the first sentence of this Article.) Article 69 <u>Shareholders' meetings is generally shall be convened by the Board of Directors according to the law, unless otherwise specified in the Articles. The Board of Directors shall convene the shareholders' meetings within the period specified in the Articles.</u>
76		(The item (5) of original Article 103 has been moved to this Article.) Article 70 <u>When more than one half (1/2) of the Independent Directors of the Bank Independent directors shall have the right to propose the convention of to the Board of Directors to convene an extraordinary shareholders' meeting, subject to consent by more than half (1/2) of all the independent directors such proposal shall be made in writing to the Board of Directors. Upon receiving the proposal to convene an extraordinary shareholders' meeting from independent directors, the Board of Directors shall revert in writing whether to approve the holding of agree to hold an extraordinary shareholders' meeting within ten (10) days</u>

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		<p><u>after receiving such proposal according to laws, regulations and regulatory provisions as well as the Articles.</u></p> <p><u>The Board of Directors shall issue the notice on convening thean extraordinary shareholders’ meeting within five (5) days after making the resolution if it agrees with such convening; otherwise, the Board of Directors shall explain the reasons and make an announcement.</u></p>
77		<p>(Certain contents of items (1) and (3) of original Article 103 have been moved to this Article.)</p> <p>Article 71</p> <p><u>The Board of SupervisorsAudit Committee shall have the right to propose the holding of an extraordinary shareholders’ meeting to the Board of Directors. The Audit Committee shall propose the holding of an extraordinary shareholders’ meeting to the Board of Directors in writing. The Board of Directors shall revert in writing whether to approve the holding ofagree to hold an extraordinary shareholders’ meeting or not according to the applicablelaws, regulations, regulatory provisions and the Articles within ten (10) days after the proposal is received.</u></p> <p><u>In case the Board of Directors approves the holding ofagrees to hold an extraordinary shareholders’ meeting, 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 Audit CommitteeBoard of Supervisors.</u></p> <p><u>In case the Board of Directors refuses to hold an extraordinary shareholders’ meeting, or makes no feedback within ten (10) days after receiving the proposal, the Board of Directors</u></p>

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		<p><u>shall be deemed as incapable of fulfilling or failing to fulfill the obligation of holding such meeting, in which case the Board of Supervisors Audit Committee may convene and preside over such meeting on its own initiative within four (4) months after the Board of Directors receives the written proposalrequest.</u></p>
78		<p>(Certain contents of items (2) and (3) of original Article 103 have been moved to this Article.)</p> <p>Article 72</p> <p><u>Ordinary The shareholders who independently or jointly hold more than ten percent (10%) voting shares in the Bank (including the preference shareholders with restored voting rights) (the “proposing shareholders”) shall have the right to may request the Board of Directors to hold an extraordinary shareholders’ meeting with a written request. The Board of Directors shall revert in writing whether to approve the holding of agree to hold an extraordinary shareholders’ meeting according to the applicable laws, regulations, regulatory provisions and the Articles within ten (10) days after the request is received.</u></p> <p><u>In case the Board of Directors approves the holding of agrees to hold an extraordinary shareholders’ meeting, it shall issue corresponding meeting notice within five (5) days after the resolution of the Board of Directors is made, and changes to the original proposal shall be agreed by the relevant proposing shareholders.</u></p> <p><u>In case the Board of Directors refuses the holding of an extraordinary shareholders’ meeting, or makes no feedback within ten (10) days after receiving the proposal, the</u></p>

No.	Provisions before Amendments	Proposed Amendments
		<p>proposing shareholders may shall have the right to request the Audit CommitteeBoard of Supervisors to hold an extraordinary shareholders' meeting in a written form.</p> <p>In case the Audit CommitteeBoard of Supervisors approves the holding of agrees to hold an extraordinary shareholders' meeting, 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 relevantproposing shareholders.</p> <p>In case the Audit CommitteeBoard of Supervisors fails to issue the notice of extraordinary shareholders' meeting in the prescribed period, the Audit CommitteeBoard of Supervisors shall be deemed as refusing to convene and/or preside over such meeting. Shareholders who independently or jointly hold more than ten percent (10%) voting shares in the Bank (including the preference shareholders with restored voting rights) for more than ninety (90) successive days may convene and preside over such meeting on its own initiative within four (4) months after the Audit Committee Board of Supervisors receives the written proposalrequest.</p>
79		<p>(Paragraph 1 of item (4) of original Article 103 has been moved to this Article.)</p> <p>Article 73</p> <p>In case the Board of SupervisorsAudit Committee or the proposing shareholders decide to convene an extraordinary shareholders' meeting on its own initiative, they shall inform the Board of Directors in writing and file relevant information with the stock exchanges in accordance with the</p>

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		<u>relevant provisions of the securities regulatory authorities in the places where the shares of the Bank are listed.</u>
80		<p>(Paragraph 3 of item (4) of original Article 103 has been moved to this Article.)</p> <p>Article 74</p> <p><u>The expenses necessary for convening shareholders' meetings by the Audit Committee or the shareholders on their own initiatives shall be borne by the Bank. The Board of Directors and the secretary to the Board of Directors shall cooperate and provide assistance, for the Shareholders' General Meetings convened by the Board of Supervisors or the shareholders proposing on an independent basis and shall provide the register of shareholders as of the record date. 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.</u></p>
/		<p>(Newly added section heading)</p> <p>Section 3 Proposals and Notices for Shareholders' Meetings</p>

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81	<p>Article 78</p> <p>The Bank shall issue a notice in writing twenty (20) days prior to the holding of an annual shareholders’ general meeting and inform all registered shareholders of the date, the venue and the matters to be considered at the meeting, and issue a notice in writing fifteen (15) days prior to the holding of an extraordinary shareholders’ general meeting.</p>	<p>(This article has been moved to revised Article 79.)</p> <p>Article 78 The Bank shall issue a notice in writing twenty (20) days prior to the holding of an annual shareholders’ general meeting and inform all registered shareholders of the date, the venue and the matters to be considered at the meeting, and issue a notice in writing fifteen (15) days prior to the holding of an extraordinary shareholders’ general meeting.</p>
82	<p>Article 79</p> <p>The following provisions shall be complied with when submitting proposals to the Shareholders’ General Meeting:</p> <p>(1) The following institutions or persons may submit proposals to the Shareholders’ General Meeting:</p> <p>(a) proposals of Shareholders’ General Meeting shall be presented by the Board of Directors in general;</p> <p>(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;</p> <p>(c) the Board of Supervisors shall be responsible for submitting proposals when it considers necessary to convene an extraordinary shareholders’ general meeting;</p> <p>(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</p>	<p>Article 75</p> <p>The following provisions shall be complied with when submitting proposals to the Shareholders’ General Meeting:</p> <p>(1) The following institutions or persons may submit proposals to the Shareholders’ General Meeting:</p> <p>(a) proposals of Shareholders’ General Meeting shall be presented submitted by the Board of Directors in general;</p> <p>(b) the Audit Committee shall have the right to submit proposals directly to the Shareholders’ Meeting on matters within its authority as set forth in Paragraph 1 of Article 163 of the Articles;</p> <p>(c) the Board of Supervisors and shareholders who, either individually or jointly, hold more than three one percent (31%) shares of the Bank shall have the right to submit proposals to the Bank;</p> <p>(d) the Board of Supervisors Audit Committee shall be responsible for submitting proposals when it considers necessary to convene an extraordinary shareholders’ general meeting;</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>shareholders shall be responsible for submitting proposals no matter whether the meeting is convened by the Board of Directors or not;</p> <p>(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.</p> <p>(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 fifteen (15) 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.</p>	<p>(e) 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;</p> <p>(f) if more than half (1/2) of the independent directors propose to the Board of Directors to convene an extraordinary shareholders’ general meeting, these independent directors shall be responsible for submitting proposals.</p> <p>(2) Shareholders who, either individually or jointly, hold more than threeone percent (31%) shares of the Bank may present interim proposals to the convener in writing fifteen (15) days prior to the holding of a shareholders’ meetingShareholders’ General Meeting. Upon receipt of such proposals, the convener shall issue supplementary notices in accordance with laws, regulations, and regulatory provisions for the shareholders’ meeting to announce the contents of the interim proposals and submit such proposals to the shareholders’ meeting for consideration, unless the interim proposals violate the provisions of laws, regulations, regulatory provisions or the Articles, or do not fall within the authority of the Shareholders’ 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</p>

No.	Provisions before Amendments	Proposed Amendments
		<p>listed in, nor add new proposals to, the notice of a Shareholders' General Meetingshareholders' meeting after the notice of the Shareholders' General Meetingshareholders' meeting has been issued.</p>
83	<p>Article 80</p> <p>Nomination and election of candidates for directors and supervisors shall comply with the following provisions:</p> <p>(1) the following institutions or persons may raise proposals on candidates for directors and supervisors to the Shareholders' General Meeting:</p> <p>(a) shareholders who individually or jointly hold more than 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);</p> <p>(b) the Board of Directors shall have the right to put forward proposals on candidates for directors (including Independent Directors);</p> <p>(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;</p> <p>(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.</p>	<p>Article 76</p> <p>Nomination and election of candidates for directors and supervisors shall comply with the following provisions:</p> <p>(1) shareholders who individually or jointly hold more than one percent (1%) of the total issued and outstanding voting shares of the Bank and the Board of Directors the following institutions or persons may raise put forward proposals on candidates for directors and supervisors to the Shareholders' General Meeting.</p> <p>(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);</p> <p>(b) the Board of Directors shall have the right to put forward proposals on candidates for directors (including Independent Directors);</p> <p>(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;</p> <p>(d) shareholders who individually or collectively hold more than one percent (1%) of the total issued and outstanding voting shares</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>The number of candidates nominated in the proposal shall comply with the Articles, which shall not exceed the number of positions to be elected.</p> <p>(2) procedures for nominating candidates for directors and supervisors are:</p> <p>(a) proposals on nomination put forward by the shareholders, the Board of Directors and the Board of Supervisors which have the right of nomination shall be presented to the convener of the Shareholders’ General Meeting before the meeting notice is sent; after the meeting notice is sent, the interim nomination proposals put forward by shareholders who individually or jointly hold more than three percent (3%) of the total issued and outstanding voting shares of the Bank shall be presented to the convener of the Shareholders’ General Meeting fifteen (15) days before the meeting is held;</p> <p>(b) candidates for directors (including that of Independent Directors) nominated by the Board of Directors to the Shareholders’ General Meeting shall be examined by the Nomination and Remuneration Committee of the Board of Directors and approved with a resolution of the Board of Directors; the candidates for non-employee supervisors (including that of external supervisors) nominated by the Board of Supervisors to the Shareholders’ General Meeting shall be examined by the Performance and Due Diligence Supervision Committee of the Board of Supervisors and approved with a resolution of the Board of Supervisors;</p> <p>(c) for candidates for directors (including those for Independent Directors) nominated by shareholders who have such right and candidates for Independent Directors</p>	<p>of the Bank shall have the right to put forward proposals on candidates for Independent Directors and external supervisors.</p> <p>The number of candidates nominated in the proposal shall comply with the Articles, which shall not exceed the number of positions to be elected.</p> <p>(2) procedures for nominating candidates for directors and supervisors are:</p> <p>(a) proposals on nomination put forward by the shareholders with the right of nomination, and the Board of Directors and the Board of Supervisors which have the right of nomination shall be presented submitted to the convener of the Shareholders’ General Meeting shareholders’ meeting before the meeting notice of the shareholders’ meeting is sent; after the meeting notice of the shareholders’ meeting is sent, the interim nomination proposals put forward by the shareholders who individually or jointly hold more than three percent (3%) of the total issued and outstanding voting shares of with the Bank right of nomination shall be presented submitted to the convener of the Shareholders’ General Meeting shareholders’ meeting fifteen (15) days before the meeting is convened;</p> <p>(b) candidates for directors (including that of Independent Directors) nominated by the Board of Directors to the Shareholders’ General Meeting shall be examined by the Nomination and Remuneration Committee of the Board of Directors and approved with a resolution of the Board of Directors; the candidates for non-employee supervisors (including that of external supervisors) nominated by the Board of Supervisors to the Shareholders’ General Meeting shall be examined by the Performance and Due Diligence Supervision</p>

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	<p>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 for non-employee supervisors (including those for external supervisors) nominated by shareholders who have such right, their incumbency qualifications and conditions shall be examined by the Performance and Due Diligence Supervision Committee of the Board of Supervisors in accordance with relevant laws and regulations as well as the Articles, and the examination results shall be reported to the convener of the Shareholders’ General Meeting; those who satisfy the incumbency qualifications and conditions shall be presented to the Shareholders’ General Meeting for review;</p> <p>(d) candidates for directors and non-employee representative supervisors shall make a written commitment before the Shareholders’ General Meeting and agree to accept the nomination, guarantee the authenticity and completeness of publicly disclosed information and promise to earnestly fulfill their duties after being elected;</p> <p>(e) the Board of Directors and the Board of Supervisors shall disclose the detailed information of candidates for directors and non-employee representative supervisors to shareholders in accordance with laws, regulations and the Articles to guarantee that shareholders have a sufficient understanding of these candidates;</p>	<p>Committee of the Board of Supervisors and approved with a resolution of the Board of Supervisors;</p> <p>(c) for candidates for directors (including those for Independent Directors) nominated by the shareholders who have such the right of nomination and candidates for Independent Directors nominated by the Board of Supervisors, their incumbency appointment qualifications and conditions requirements shall be examined by the Nomination and Remuneration Committee of the Board of Directors in accordance with relevant laws and, regulations and regulatory provisions as well as the Articles, and the examination results of review shall be reported to the convener of the Shareholders’ General Meeting shareholder’s meeting; those who satisfy the incumbency appointment qualifications and conditions requirements shall be presented submitted to the Shareholders’ General Meeting shareholder’s meeting for review consideration. For candidates for non-employee supervisors (including those for 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’ meeting for review;</p> <p>(d) candidates for directors and non-employee representative supervisors shall make a written commitment before the Shareholders’ General Meeting shareholders’ meeting and agree to</p>

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	<p>(f) the Shareholders’ General Meeting shall vote for candidates of directors and non-employee representative supervisors one by one;</p> <p>(g) where there is an occasional need to supplement directors, the Nomination and Remuneration Committee of the Board of Directors or eligible shareholders shall nominate candidates and submit them to the Board of Directors for deliberation, and relevant persons will be elected or replaced at the Shareholders’ General Meeting.</p> <p>The shareholders and their related parties that have nominated non-independent directors shall not nominate Independent Directors.</p>	<p>accept the nomination, guarantee the authenticity, accuracy and completeness of publicly disclosed information and promise to earnestly fulfill their duties after being elected;</p> <p>(e) the Board of Directors and the Board of SupervisorsBank shall disclose the detailed information of candidates for directors and non-employee representative supervisors to shareholders in accordance with laws, regulations and regulatory provisions as well as the Articles before the holding of the shareholders’ meeting to guarantee that shareholders have a sufficient understanding of these candidates when voting.</p> <p>(f) the Shareholders’ General Meeting shall vote for candidates of directors and non-employee representative supervisors one by one;</p> <p>(g) where there is an occasional need to supplement directors, the Nomination and Remuneration Committee of the Board of Directors or eligible shareholders shall nominate candidates and submit them to the Board of Directors for deliberation, and relevant persons will be elected or replaced at the Shareholders’ General Meeting.</p> <p>The shareholders and their related parties that have nominated non-independent directors shall not nominate independent directors.</p>

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84	<p>Article 83</p> <p>Extraordinary shareholders' general meeting shall not resolve on any matters not listed in the public notice.</p> <p>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.</p>	<p>(Paragraph 1 of this Article has been moved to Paragraph 3 of revised Article 88.)</p> <p>(Paragraph 2 of this Article has been moved to revised Article 82.)</p> <p>Article 83</p> <p>Extraordinary shareholders' general meeting shall not resolve on any matters not listed in the public notice.</p> <p>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.</p>
85		<p>(Original Article 78 has been moved to Paragraph 1 of this Article.)</p> <p>Article 79</p> <p><u>The convener-Bank shall notify the shareholders by way of announcement of the holding of an annual shareholders' meeting issue a notice in writing twenty (20) days in advance prior to the holding of an annual shareholders' general meeting and inform all registered shareholders of the date, the venue and the matters to be considered at the meeting, and of the holding of an extraordinary shareholders' meeting issue a notice in writing fifteen (15) days in advance prior to the holding of an extraordinary shareholders' general meeting. The Bank shall be deemed to have notified all holders of domestic listed shares on the date of issuance of the announcement.</u></p>

No.	Provisions before Amendments	Proposed Amendments
		<p>In the event that the securities regulatory authorities in the places where the shares of the Bank are listed provide otherwise with respect to the methods of notification of shareholders’ meetings, such provisions shall prevail.</p>
86	<p>Article 84</p> <p>Notice of the Shareholders’ General Meeting shall satisfy the following requirements:</p> <p>(1) it shall be made in writing;</p> <p>(2) it shall indicate the venue, the date and the time of the meeting;</p> <p>(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);</p> <p>(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 be not limited 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;</p> <p>(5) if any director, supervisor, president or other senior management members 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</p>	<p>Article 80</p> <p>Notice on the Shareholders’ General Meeting shareholders’ meeting shall satisfy the following requirements contain the following contents:</p> <p>(1) it shall be made in writing (1) it shall indicate the time, the venue and the time frame of the meeting;</p> <p>(2) 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)matters and proposals to be submitted for consideration at the meeting;</p> <p>(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 be not limited 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;</p> <p>(5) if any director, supervisor, president or other senior management members of the Bank has conflicts of interests in the matters to be discussed, the notice shall disclose the nature</p>

APPENDIX I

**COMPARATIVE TABLE OF THE AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

No.	Provisions before Amendments	Proposed Amendments
	<p>other senior management members of the Bank as a shareholder from that on other shareholders of the same class, the notice shall explain the difference;</p> <p>(6) it shall include the full text of any special resolutions to be adopted at the meeting;</p> <p>(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;</p> <p>(8) it shall indicate the time and place, for the delivery of the power of attorney for proxy;</p> <p>(9) it shall indicate the date for the determination of rights of shareholders that are entitled to attend the Shareholders' General Meeting;</p> <p>(10) it shall indicate the names and telephone numbers of the standing contacts for the meeting;</p> <p>(11) it shall indicate the voting time and procedures for Internet or other methods.</p>	<p>and degree of such conflicts of interests; if the matters to be discussed exert different influence on any director, supervisor, president or any other senior management members of the Bank as a shareholder from that on other shareholders of the same class, the notice shall explain the difference;</p> <p>(6) it shall include the full text of any special resolutions to be adopted at the meeting;</p> <p>(3) it shall clearly state that a clear statement indicating any shareholder all ordinary shareholders (including preference shareholders with restored voting rights) are entitled to attend and vote at the Shareholders' General Meeting shareholders' meeting and may entrust one or more proxies proxies in writing to attend and vote participate in voting at the meeting on its/his/her behalf, and that the proxy/proxies may need not be a shareholder of the Bank;</p> <p>(8) it shall indicate the time and place, for the delivery of the power of attorney for proxy;</p> <p>(4) it shall indicate the record date for the determination of rights of for shareholders that are entitled to attend the Shareholders' General Meeting shareholders' meeting;</p> <p>(5) it shall indicate the names and telephone numbers of the standing contacts permanent contact person for the meeting;</p> <p>(6) it shall indicate the voting time and procedures for Internet or other methods.</p>
87	<p>Article 85</p> <p>The notice of the Shareholders' General Meeting shall be delivered to the shareholders (regardless of whether the shareholder has</p>	<p>Article 85</p> <p>The notice of the Shareholders' General Meeting shall be delivered to the shareholders (regardless of whether the shareholder has</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>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.</p> <p>The announcement mentioned in the preceding paragraph shall be published on the website of the stock exchange and on the media that meet the requirements set by the securities regulatory institution of the State Council. 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 a major Chinese newspaper and an English newspaper of Hong Kong respectively on the same day.</p>	<p>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.</p> <p>The announcement mentioned in the preceding paragraph shall be published on the website of the stock exchange and on the media that meet the requirements set by the securities regulatory institution of the State Council. 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 a major Chinese newspaper and an English newspaper of Hong Kong respectively on the same day.</p>
88	<p>Article 86</p> <p>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.</p>	<p>Article 86</p> <p>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.</p>
89		<p>(Newly added article)</p> <p>Article 81</p> <p>If a shareholders' meeting intends to discuss the election of directors, the notice of shareholders' meeting shall fully disclose the detailed information of the candidates for directors, and contain at least the following contents:</p> <p>(1) educational background, working experience, concurrent positions and other personal information;</p>

No.	Provisions before Amendments	Proposed Amendments
		<p>(2) whether there is related-party relationship with the Bank or its controlling shareholders or de facto controllers;</p> <p>(3) the number of shares held by them in the Bank;</p> <p>(4) whether they have received any penalty from the CSRC and other relevant authorities or any disciplinary action from the stock exchanges.</p>
90		<p>(Paragraph 2 of original Article 83 has been moved to this Article.)</p> <p>Article 82</p> <p><u>After issuing the notice of the Shareholders' General Meeting shareholders' meeting, the shareholders' meeting shall not be postponed or cancelled and the proposals listed in the meeting notice shall not be cancelled without a proper reason. In case of any postponement or cancellation, the convener shall make an announcement at least two (2) working days before the originally scheduled date with reasons explained.</u></p>
/		<p>(Newly added section heading)</p> <p>Section 4 Holding of Shareholders' Meetings</p>
91	<p>Article 87</p> <p>All the shareholders registered as at the share registration date or their proxies shall have the right to attend the Shareholders' General Meeting and exercise the voting right according to relevant laws, regulations and the Articles.</p> <p>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</p>	<p>Article 83</p> <p>All the ordinary shareholders (including preference shareholders with restored voting rights) registered as at the share registration record date or their proxies shall have the right to attend or authorize their proxies to attend the Shareholders' General Meeting shareholders' meetings and exercise the voting right according to relevant laws, regulations and regulatory provisions as well as the Articles.</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>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.</p> <p>Any shareholder who has the right to attend and vote at the Shareholders’ General Meeting shall have the right to appoint one or more persons (not necessarily shareholder(s)) as his/her proxy to attend and vote at the meeting. Such proxy may exercise the following rights in accordance with the shareholder’s entrustment:</p> <p>(1) the right to speak;</p> <p>(2) the right to vote.</p> <p>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.</p> <p>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.</p>	<p>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 meeting announces the number of shareholders and proxies attending the meeting onsite and the total number of voting shares held by them.</p> <p>Any shareholder who has the right to attend and vote at the Shareholders’ General Meeting shall have the right to appoint one or more persons (not necessarily shareholder(s)) as his/her proxy to attend and vote at the meeting. Such proxy may exercise the following rights in accordance with the shareholder’s entrustment:</p> <p>(1) the right to speak;</p> <p>(2) the right to vote.</p> <p>Individual shareholders who attend the Shareholders’ General Meeting 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.</p> <p>Corporate shareholders shall send their legal representatives or proxies entrusted by the legal representatives to attend the Shareholders’ General Meeting 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</p>

No.	Provisions before Amendments	Proposed Amendments
		and the written power of attorney issued by the legal representatives of corporate shareholders according to laws.
92	<p>Article 88</p> <p>Shareholders shall appoint proxies 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:</p> <p>(1) name of the principal and the proxy;</p> <p>(2) the number of shares held by the principal for whom the proxy represents;</p> <p>(3) whether the proxy has the voting rights;</p> <p>(4) instruction of the principal on whether to cast an affirmative or negative vote or abstain from each item listed on the meeting agenda;</p> <p>(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;</p> <p>(6) the issuance date and effective period of the power of attorney;</p> <p>(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.</p>	<p>Article 84</p> <p>Shareholders shall appoint proxies 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:</p> <p>(1) name of the principal and the proxy, and class and number of shares held in the Bank;</p> <p>(2) name of the number of shares held by the principal for whom the proxy represents;</p> <p>(3) whether the proxy has the voting rights;</p> <p>(3) specific instructions from shareholders, including instruction of the principal on whether to cast an affirmative or negative vote or abstain from each item listed on the meeting agenda of the shareholders’ meeting;</p> <p>(5) whether the principal has voting rights over interim proposals that may possibly be included into the agenda of the Annual Shareholders’ General Meetings and specific instruction on the vote to be casted;</p> <p>(4) the issuance date and effective period of the power of attorney;</p> <p>(5) the signature (or seal) of the principal. The corporate seal the signature of the principal or the person entrusted by the principal in writing. The corporate seal or</p>

No.	Provisions before Amendments	Proposed Amendments
		<p>signature of directors or the person formally entrusted shall be given if the principal is a legal person shareholder.</p> <p>The power of attorney shall indicate that the proxy is allowed to vote at his/her own discretion if the shareholder does not give specific instructions.</p> <p>If the securities regulatory authorities in the places where shares of the Bank are listed provide otherwise, such provisions shall apply.</p>
93	<p>Article 89</p> <p>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 (24) hours prior to the holding of relevant meeting or twenty-four (24) 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.</p> <p>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.</p> <p>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</p>	<p>Article 85</p> <p>The power of attorney for proxy shall be placed at the domicile of the Bank or other place designated in the notice of the shareholders’ meeting—notice twenty-four (24) hours prior to the holding of relevant shareholders’ meeting or twenty-four (24) 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 notice of the shareholders’ meeting—notice together with the power of attorney for proxy.</p> <p>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.</p> <p>If the shareholder is a recognized clearing house or its agent, the shareholder may authorize one or more persons it deems appropriate to act as its proxy at any attend shareholders’ meetings the Shareholders’ General Meeting or the meeting for a certain class of shareholders on its behalf; and</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>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.</p>	<p>however, 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.</p>
<p>94</p>	<p>Article 90</p> <p>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.</p>	<p>Article 90</p> <p>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.</p>
<p>95</p>	<p>Article 91</p> <p>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.</p>	<p>Article 86</p> <p>If the principal dies, loses his/her civil capacity, cancels the authorization, withdraws the authorization to sign the power of attorney, or relevant shares held by him/her 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 shareholders' meeting.</p>
<p>96</p>	<p>Article 92</p> <p>The Bank shall hold the Shareholders' General Meeting at the Bank's domicile or other definite place.</p>	<p>(This Article has been moved to revised Paragraph 1 of Article 68.)</p> <p>Article 92</p> <p>The Bank shall hold the Shareholders' General Meeting at the Bank's domicile or other definite place.</p>

No.	Provisions before Amendments	Proposed Amendments
97		<p>(Certain content of Paragraph 1 of original Article 75 has been moved to this Article.)</p> <p>Article 87</p> <p><u>As to inquiries and suggestions made by shareholders concerning the matters being reviewed under consideration at the Shareholders' General Meetings shareholders' meetings, directors, supervisors and senior management members of the Bank shall make explanations.</u></p>
98	<p>Article 93</p> <p>The Shareholders' General Meeting shall vote upon all the proposals one by one. Votes shall be casted upon the different proposals for the same matter in the chronological order based on the submission of the proposal. Except that the Shareholders' General Meeting is suspended or cannot make resolutions due to special reasons such as force majeure, it shall not lay aside or withhold voting upon any proposal.</p> <p>The Shareholders' General Meeting shall not revise any proposal during the process of review; otherwise, the revision shall be deemed as a new proposal and shall not be voted on this Shareholders' General Meeting.</p>	<p>Article 88</p> <p>The Shareholders' General Meeting meetings shall vote upon all the proposals one by one. Votes shall be cast 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 shareholders' meeting is suspended or cannot make resolutions due to special reasons such as force majeure, it shall not lay aside or withhold voting upon any proposal.</p> <p>The Shareholders' General Meeting shareholders' 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 the current this Shareholders' General Meeting shareholders' meeting.</p> <p>(Paragraph 1 of original Article 83 has been moved to Paragraph 3 of this Article.)</p> <p><u>Extraordinary shareholders' general meeting shall not resolve on any matters Proposals not listed in the public notice of the shareholders' meeting or its supplementary notice shall not be voted on and resolved at the shareholders' meeting.</u></p>

No.	Provisions before Amendments	Proposed Amendments
99	<p>Article 95</p> <p>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.</p>	<p>Article 90</p> <p>When voting at the Shareholders' General Meetingshareholders' meeting, a shareholder (inclusive ofincluding the proxy), except for holders of class shares, shall exercise the voting rights according to the number of voting shares the Shareholdershareholder represents, with each share representing one (1) 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 Meetingshareholders' meeting.</p>
100	<p>Article 97</p> <p>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.</p>	<p>Article 97</p> <p>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.</p>
101	<p>Article 99</p> <p>The following matters shall be approved by ordinary resolutions passed at a Shareholders' General Meeting:</p> <p>(1) the Bank's business policies and investment plans;</p> <p>(2) work reports of the Board of Directors and the Board of Supervisors;</p> <p>(3) profit distribution plan and plan for making up for losses drafted by the Board of Directors;</p> <p>(4) election and removal of the members of the Board of Directors and the Board of Supervisors (except the employee representative supervisors), as well as the remuneration, payment method and professional liability insurance for them;</p>	<p>Article 93</p> <p>The following matters shall be approved by ordinary resolutions passed at a Shareholders' General Meetingshareholders' meeting:</p> <p>(1) the Bank's business policies and investment plans;</p> <p>(1) work reports of the Board of Directors and the Board of Supervisors;</p> <p>(2) profit distribution plan and plan for making up for losses drafted by the Board of Directors;</p> <p>(3) election and removal of the members of the Board of Directors and the Board of Supervisors (except the replacement of employee representative supervisors), as well as the directors and decision on remuneration; payment method and professional liability insurance for them of relevant directors;</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>(5) the Bank's annual budget, final accounts and annual report;</p> <p>(6) the Bank's significant acquisitions, except for those that shall be approved by the Shareholders' General Meeting with special resolutions;</p> <p>(7) the Bank's significant equity investment, bond investment, asset purchase, asset 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;</p> <p>(8) engagement, removal or non-renewal of accounting firm that conducts regular statutory audit on the financial reports of the Bank;</p> <p>(9) matters other than those required to be approved with special resolutions as provided by laws, regulations, rules, provisions of the securities regulatory authorities in the places where shares of the Bank are listed and the Articles.</p>	<p>(4) the Bank's annual financial budget, and final accounts and annual report;</p> <p>(5) the Bank's significant acquisitions, except for those that shall be approved by the Shareholders' General Meeting with special resolutions;</p> <p>(6) 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;</p> <p>(7) engagement, or removal or non-renewal of the accounting firm that conducts regular statutory audit on the financial reports of the Bank;</p> <p>(8) matters other than those required to be approved with special resolutions as provided by laws, regulations, rules, and regulatory provisions of the securities regulatory authorities in the places where shares of the Bank are listed and or the Articles.</p>
102	<p>Article 100</p> <p>The following matters shall be approved by special resolutions passed at a Shareholders' General Meeting:</p> <p>(1) increase or reduction of the Bank's share capital, issuance of any class of shares, warrants or other similar securities;</p> <p>(2) repurchase of the Bank's shares;</p> <p>(3) issuance of convertible bonds by the Bank;</p> <p>(4) issuance of subordinated bonds by the Bank;</p>	<p>Article 94</p> <p>The following matters shall be approved by special resolutions passed at a Shareholders' General Meetingshareholders' meeting:</p> <p>(1) increase or reduction of the Bank's share capital, issuance of any class of shares, warrants or other similar securities;</p> <p>(2) repurchase of the Bank's shares;</p> <p>(3) issuance of convertible bonds by the Bank;</p> <p>(4) issuance of subordinated bonds by the Bank;</p>

APPENDIX I

**COMPARATIVE TABLE OF THE AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

No.	Provisions before Amendments	Proposed Amendments
	<p>(5) issuance of corporate bonds;</p> <p>(6) division, split, merger, dissolution, liquidation or change of corporate form of the Bank;</p> <p>(7) purchase or sale of material assets or provision of guarantee by the Bank of which the total amount in a year exceeds thirty percent (30%) of the Bank’s audited total assets in the latest period;</p> <p>(8) share incentive plan;</p> <p>(9) adjustments to the profit distribution policy;</p> <p>(10) amendments to the Articles, the <i>Procedural Rules for Shareholders’ General Meeting of China Construction Bank Corporation</i>, the <i>Procedural Rules for the Board of Directors of China Construction Bank Corporation</i> and the <i>Procedural Rules for the Board of Supervisors of China Construction Bank Corporation</i>;</p> <p>(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;</p> <p>(12) removing Independent Directors;</p> <p>(13) 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.</p>	<p>(3) issuance of corporate bonds;</p> <p>(4) division, split, merger, dissolution, liquidation or change of corporate form of the Bank;</p> <p>(5) purchase or sale of material assets or provision of guarantee to others 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;</p> <p>(6) share incentive plan;</p> <p>(7) adjustments to the profit distribution policy;</p> <p>(8) amendments to the Articles, the <i>Procedural Rules for the Shareholders’ General Meeting of China Construction Bank Corporation</i>, and 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;</p> <p>(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;</p> <p>(9) removing independent directors;</p> <p>(10) other matters prescribed by laws, regulations and regulatory provisions or the Articles as well as approved by ordinary resolutions in at Shareholders’ General Meeting shareholders’ meetings that are considered to have material impact on the Bank and shall be approved by special resolutions.</p>
103		(Paragraph 2 of original Article 75 has been moved to this Article.)

No.	Provisions before Amendments	Proposed Amendments
		<p>Article 95</p> <p><u>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 shareholders' 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 shareholders' meeting.</u></p>
104	<p>Article 101</p> <p>In case a related party transaction is reviewed at the Shareholders' General Meeting, the related 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-related shareholders.</p> <p>The "related party transaction" as mentioned in the preceding paragraph shall mean those defined by the securities regulatory authorities in the places where shares of the Bank are listed and the banking regulatory institution of the State Council in the place where the Bank is located.</p>	<p>(Original Articles 101 and 102 have been consolidated into revised Article 96.)</p> <p>Article 96</p> <p>In case a related party transaction is reviewed at the Shareholders' General Meeting shareholders' meeting, the related 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 shareholders' meeting. The announcement on resolutions of the Shareholders' General Meeting shareholders' meeting shall fully disclose information on voting of non-related shareholders.</p> <p>The "related party transaction" as mentioned in the preceding paragraph shall mean those defined by the securities regulatory authorities in the places where shares of the Bank are listed and the banking regulatory institution of the State Council in the place where the Bank is located.</p>

No.	Provisions before Amendments	Proposed Amendments
105	<p>Article 102</p> <p>If any shareholder cannot exercise the voting right regarding a certain proposal in accordance with the Hong Kong 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.</p>	<p>If any shareholder cannot exercise the voting right regarding a certain proposal in accordance with the Hong Kong Listing Rules, or is restricted to cast either affirmative or negative vote in accordance with the Hong Kong Listing Rules, the vote cast by such shareholder or the proxy, which violates the aforesaid provisions or restrictions, shall not be counted into the voting result.</p>
106	<p>Article 103</p> <p>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 as follows:</p> <p>(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.</p> <p>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.</p> <p>In case the Board of Directors refuses to hold an extraordinary shareholders' general meeting</p>	<p>(Original Article 103 has been split into revised Articles 70 to 74.)</p> <p>Article 103</p> <p>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 as follows:</p> <p>(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.</p> <p>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.</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>or a meeting for a certain class of shareholders, or makes no feedback within ten (10) days after receiving the proposal, the Board of Directors shall be deemed as incapable of fulfilling or failing to fulfill the obligation of holding such meeting, in which case the Board of Supervisors may convene and preside over such meeting on its own initiative.</p> <p>(2) The shareholders who independently or jointly hold more than ten percent (10%) voting shares in the Bank may request the Board of Directors to hold an extraordinary 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.</p> <p>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.</p> <p>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.</p>	<p>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.</p> <p>(2) The shareholders who independently or jointly hold more than ten percent (10%) voting shares in the Bank may request the Board of Directors to hold an extraordinary 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.</p> <p>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.</p> <p>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</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>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.</p> <p>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.</p> <p>(3) In case the Board of Directors, within fifteen (15) days after receiving the aforesaid written request, does not issue an announcement for convening the meeting or decides not to convene an extraordinary general meeting or the Shareholders' General Meeting for a certain class of shareholders, the Board of Supervisors or proposing shareholders may convene the meeting by themselves 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.</p> <p>(4) In case the Board of Supervisors or the proposing shareholders decide to convene an</p>	<p>shareholders' general meeting or a meeting for a certain class of shareholders in a written form.</p> <p>In case the Board of Supervisors approves the holding of an extraordinary 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.</p> <p>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.</p> <p>(3) In case the Board of Directors, within fifteen (15) days after receiving the aforesaid written request, does not issue an announcement for convening the meeting or decides not to convene an extraordinary general meeting or the Shareholders' General Meeting for a certain class of shareholders, the Board of Supervisors or proposing shareholders may convene the meeting by themselves 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.</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>extraordinary general meeting or a meeting for a certain class of shareholders on its own initiative, they shall inform the Board of Directors in writing and file relevant information with the stock exchanges in the places where shares of the Bank are listed. 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:</p> <p>(a) no new contents shall be added to the proposal; otherwise the Board of Supervisors or the proposing shareholders shall submit requests again to the Board of Directors for holding of the extraordinary shareholders' general meeting or the Shareholders' General Meeting for a certain class of shareholders in accordance with the above procedures;</p> <p>(b) the venue of the meeting shall be at the place where the Bank locates.</p> <p>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 Board of Supervisors or the convening shareholder shall submit relevant evidencing materials to 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.</p> <p>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</p>	<p>(4) In case the Board of Supervisors or the proposing shareholders decide to convene an extraordinary general meeting or a meeting for a certain class of shareholders on its own initiative, they shall inform the Board of Directors in writing and file relevant information with the stock exchanges in the places where shares of the Bank are listed. 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:</p> <p>(a) no new contents shall be added to the proposal; otherwise the Board of Supervisors or the proposing shareholders shall submit requests again to the Board of Directors for holding of the extraordinary shareholders' general meeting or the Shareholders' General Meeting for a certain class of shareholders in accordance with the above procedures;</p> <p>(b) the venue of the meeting shall be at the place where the Bank locates.</p> <p>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 Board of Supervisors or the convening shareholder shall submit relevant evidencing materials to 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.</p> <p>The Board of Directors and the secretary to the Board of Directors shall provide assistance for the Shareholders' General Meetings convened</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>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.</p> <p>(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.</p> <p>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.</p>	<p>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.</p> <p>(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.</p> <p>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.</p>

APPENDIX I

**COMPARATIVE TABLE OF THE AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

No.	Provisions before Amendments	Proposed Amendments
107	<p>Article 104</p> <p>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.</p> <p>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)</p>	<p>Article 97</p> <p>Except otherwise provided in the Articles, the Shareholders’ General Meeting shareholders’ meetings 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 for any reason, the vice chairman of the Board of Directors shall chair and chair and preside over the meeting; if the 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 meetings. 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.</p> <p>The Shareholders’ General Meeting shareholders’ meetings convened by the Board of Supervisors Audit Committee on its own initiative shall be chaired and presided over by the chairman of the Board of Supervisors Audit Committee. The member of the Audit Committee supervisor elected by a majority of the supervisors more than half (1/2) of the members shall chair and preside over the meeting if the chairman of the Board of Supervisors Audit Committee 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</p>

APPENDIX I

**COMPARATIVE TABLE OF THE AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

No.	Provisions before Amendments	Proposed Amendments
	<p>attending the meeting who holds the most voting shares shall chair and preside over the meeting.</p> <p>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.</p>	<p>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.</p> <p>The Shareholders’ General Meeting shareholders’ meeting convened by shareholders on their own initiative shall be chaired and presided over by the convening shareholder or 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.</p>
108	<p>Article 105</p> <p>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.</p> <p>When voting on proposals at the Shareholders’ General Meeting, two (2) shareholder representatives and one (1) supervisor shall be elected to count votes and scrutinize the ballot. If any shareholder or supervisor has any interest in the matter under review, they or their proxies shall not participate in the counting and scrutinizing.</p> <p>After voting on the proposals is completed at the Shareholders’ General Meeting, the lawyer, shareholder representatives and supervisor representatives shall jointly be responsible for counting the votes and inspecting the process.</p>	<p>Article 98</p> <p>Before voting, the chairman of the Shareholders’ General Meeting shareholders’ meetings 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.</p> <p>WhenBefore voting on proposals at the Shareholders’ General Meeting shareholders’ meetings, two (2) shareholder representatives and one (1) 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 such shareholders or their proxies shall not participate in the counting votes and scrutinizing the ballot.</p> <p>After voting on the proposals is completed at the Shareholders’ General Meeting</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>The results shall be announced at the meeting in general case, and be recorded in the minutes of the meeting.</p> <p>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.</p> <p>Relevant parties including listed companies, counters, scrutineers and Internet service providers 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.</p> <p>When the Shareholders’ General Meeting considers major matters affecting the interests of minority investors, the votes of minority investors shall be counted separately. The separate vote counting results shall be disclosed publicly in a timely manner.</p>	<p>shareholders’ meetings, the lawyer, and shareholder representatives and supervisor representatives shall jointly be responsible for counting the votes and inspecting scrutinizing the process ballot. The results shall be announced at the meeting in general case, and be recorded in the minutes of the meeting.</p> <p>The close of onsite Shareholders’ General Meeting shareholders’ meetings 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.</p> <p>Relevant parties including the Bank listed companies, counters, scrutineers, shareholders and Internet service providers involved in onsite, Internet and other voting methods of the Shareholders’ General Meeting shareholders’ meetings shall be subject to the confidentiality obligation toward the voting before the voting result is announced formally.</p> <p>When the Shareholders’ General Meeting shareholders’ meeting considers major matters affecting the interests of minority investors, the votes of minority investors shall be counted separately. The separate vote counting results shall be disclosed publicly in a timely manner.</p>
109	<p>Article 106</p> <p>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.</p>	<p>Article 99</p> <p>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 at the meeting who dispute the announced voting results shall have the right to request for counting the ballots should they question a recount</p>

No.	Provisions before Amendments	Proposed Amendments
		<p>immediately following the voting results announcement, in which case the chairman of the meeting shall tally the ballots immediately.</p>
110	<p>Article 107</p> <p>Any contents of the resolutions passed at a Shareholders’ General Meeting which violate the applicable laws or administrative regulations shall be invalid.</p> <p>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.</p>	<p>Article 100</p> <p>Any contents of the resolutions passed at a Shareholders’ General Meetingshareholders’ meeting which violate the applicable laws or administrative regulations shall be invalid.</p> <p>If the convening procedure or voting method of the Shareholders’ General Meetingshareholders’ meeting violates the applicable laws, administrative regulations or the Articles, or if the content of the resolution contents violates 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, except where the convening procedures or the voting method of the shareholders’ meeting has only minor defects, which produces no substantial effect on the resolution.</p> <p>Shareholder who are not notified of the shareholders’ meeting may, within sixty (60) days from the day when he/she knows or ought to know that the resolution of the shareholders’ meeting is made, request the people’s court to rescind the resolution. If the right to rescind is not exercised within one (1) year from the date when the resolution is made, it shall be extinguished.</p> <p>Before the people’s court makes a judgment or ruling, including rescinding a resolution, the relevant parties shall enforce the resolution of the shareholders’ meeting. If the people’s court makes a judgment or ruling on the relevant matters, the Bank shall fulfill its information disclosure</p>

No.	Provisions before Amendments	Proposed Amendments
		obligations in accordance with laws, regulations and regulatory provisions, and fully explain the impact.
111	<p>Article 108</p> <p>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.</p> <p>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.</p>	<p>Article 101</p> <p>In case a proposal on election of directors is approved at the Shareholders’ General Meetinga shareholders’ meeting, the appointment qualification of the newly-appointed directors shall be reportedapproved by to the banking regulatory institution of the State Council for approvalor reported in accordance with laws, regulations and regulatory provisions. The newly-appointed directors’ term of office shall start from the date when his/her appointment qualification is approved by the banking regulatory institution of the State Council. For directors whose appointment qualifications do not require approval under relevant provisions, or for directors re-elected consecutively after the expiration of their term, the commencement of their term shall be calculated from the date of election.</p> <p>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.</p>
112	<p>Article 109</p> <p>If the ballots are counted at the Shareholders’ General Meeting, the tally results shall be recorded into the minutes of the meeting.</p>	<p>Article 109</p> <p>If the ballots are counted at the Shareholders’ General Meeting, the tally results shall be recorded into the minutes of the meeting.</p>

No.	Provisions before Amendments	Proposed Amendments
113	<p>Article 110</p> <p>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.</p> <p>Resolutions of the Shareholders’ General Meeting shall be made in writing, announced at the meeting and recorded into the minutes of the meeting.</p>	<p>Article 102</p> <p>The chairman of the shareholders’ meeting shall decidebe responsible for announcing whether a resolutionproposal of the shareholders’ meeting is approved by the Shareholders’ General Meeting pursuant to the Articles and the voting results; and the decisions of the chairman are final.</p> <p>Resolutions of the Shareholders’ General Meeting shall be made in writing, announced at the meeting and recorded into the minutes of the meeting.</p>
114	<p>Article 111</p> <p>The Shareholders’ General Meeting shall have the meeting minutes. The minutes of a Shareholders’ General Meeting shall record the following contents:</p> <p>(1) the number of voting shares held by shareholders (or their proxies) present at the Shareholders’ General Meeting, and their percentages in total shares of the Bank;</p> <p>(2) time, venue and agenda of the meeting, and name of the convener;</p> <p>(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);</p> <p>(4) review process of each proposal, main views of each addressor on the matters reviewed, and voting results;</p>	<p>Article 103</p> <p>The Shareholders’ General Meeting shareholders’ meetings shall have the meeting minutes. The minutes of a Shareholders’ General Meetingshareholders’ meeting shall record the following contents:</p> <p>(1) the number of voting shares held by shareholders (or their proxies) present at the Shareholders’ General Meeting, and their percentages in total shares of the Bank;</p> <p>(1) time, venue and agenda of the meeting, and name of the convener;</p> <p>(2) name of the chairman of the Shareholders’ General Meetingmeeting, and names of the directors, supervisors, president and other senior management members who attend the meetings as non-voting attendees Shareholders’ General Meeting (either with or without voting rights);</p> <p>(3) the number of shareholders and their proxies present at the shareholders’ meeting, the total number of voting shares held by them, and the proportion thereof relative to the Bank’s total number of shares;</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>(5) resolutions on proposals raised by shareholders, name of the proposing shareholder(s), the shareholding proportion and contents of the proposal;</p> <p>(6) inquiries or suggestions of shareholders and the corresponding answers or explanations;</p> <p>(7) names of lawyers, vote counters and scrutineers;</p> <p>(8) other matters that shall be included into the minutes in accordance with the Articles or of which the meeting concludes should be recorded.</p>	<p>(4) review process and main views of each proposal, main views of each addressor on the matters reviewed, and voting results;</p> <p>(5) resolutions on proposals raised by shareholders, name of the proposing shareholder(s), the shareholding proportion and contents of the proposal;</p> <p>(5) inquiries or suggestions of shareholders and the corresponding answers or explanations;</p> <p>(6) names of lawyers, vote counters and scrutineers;</p> <p>(7) other matters that shall be included into the minutes in accordance with the Articles or of which the shareholders' meeting concludes should be recorded.</p>
115	<p>Article 112</p> <p>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.</p>	<p>Article 104</p> <p>Minutes of a Shareholders' General Meetingshareholders' meeting shall be signed by directors present at the meeting or attending the meeting as non-voting attendees, the secretary to the Board of Directors, the convener or its representative, the chairman of 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.</p>
116	<p>Article 113</p> <p>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:</p>	<p>Article 105</p> <p>The Shareholders' General Meetingshareholders' meeting shall be witnessed by a lawyer, and the lawyer shall issue and announce the relevant legal opinions on the following matters:</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>(1) whether the convening and holding procedures of the Shareholders' General Meeting are in compliance with applicable laws, regulations and the Articles;</p> <p>(2) whether the qualification of attendees and convener of the Shareholders' General Meeting is legal and valid;</p> <p>(3) whether the voting procedures and results of the Shareholders' General Meeting are legal and valid;</p> <p>(4) legal opinions on other matters issued as required by the Bank.</p>	<p>(1) whether the convening and holding procedures of the Shareholders' General Meeting meeting are in compliance with applicable laws, regulations, regulatory provisions and the Articles;</p> <p>(2) whether the qualification of attendees and convener of the Shareholders' General Meeting meeting is legal and valid;</p> <p>(3) whether the voting procedures and results of the Shareholders' General Meeting meeting are legal and valid;</p> <p>(4) legal opinions on other matters issued as required by the Bank.</p>
117	<p>Article 114</p> <p>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.</p>	<p>Article 114</p> <p>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.</p>
/	<p>Chapter 11</p> <p>Special Procedures for Voting by a Certain Class of Shareholders</p>	<p>(The original Chapter 11 is consolidated into Section 5 of this Chapter.)</p> <p>Section 5 Special Procedures for Voting by a Certain Class of Shareholders</p>
118	<p>Article 115</p> <p>Shareholders are classified into different classes according to the classes of shares they hold.</p> <p>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.</p>	<p>Article 106</p> <p>Shareholders are classified into different classes according to the classes of shares they hold.</p> <p>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.</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>Shareholders of different classes shall enjoy rights and assume obligations in accordance with laws, regulations, rules and relevant regulations of the securities regulatory authorities in the places where shares of the Bank are listed as well as the Articles.</p>	<p>Shareholders of different classes shall enjoy rights and assume obligations in accordance with laws, regulations, rules and relevant regulations regulatory provisions of the securities regulatory authorities in the places where shares of the Bank are listed as well as the Articles.</p>
119	<p>Article 118</p> <p>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 117 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.</p> <p>The shareholders with conflict of interests mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>(1) where the Bank issues repurchase tender offer at the same proportion to all shareholders pursuant to Article 29 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 58 of the Articles;</p> <p>(2) where the Bank repurchases shares with contractual agreements outside the stock exchange pursuant to Article 29 of the Articles, the "shareholders with conflict of interests" shall mean the shareholders who are relevant to the aforementioned agreements;</p> <p>(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</p>	<p>Article 109</p> <p>The shareholders of the class of share that is affected, whether or not having voting right at the former Shareholders' General Meeting shareholders' meeting, shall have the voting right on the matters specified in items (2) to (8) and (11) to (12) of Article 117108 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.</p> <p>The shareholders with conflict of interests mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>(1) where the Bank issues repurchase tender offer at the same proportion to all shareholders pursuant to Article 29 of the Articles or repurchases 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 58251 of the Articles;</p> <p>(2) where the Bank repurchases shares with contractual agreements outside the stock exchange pursuant to Article 29 of the Articles, the "shareholders with conflict of interests" shall mean the shareholders who are relevant to the aforementioned agreements;</p> <p>(3) if the Bank's restructuring plan is concerned, the "shareholders with conflict of interests" shall mean the shareholders who</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>other shareholders of the same class or those who own different interests as compared with other shareholders of the same class.</p>	<p>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.</p>
120	<p>Article 122</p> <p>The special voting procedure at a Shareholders’ General Meeting for a certain class of shareholders shall not be applicable for the following circumstances:</p> <p>(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;</p> <p>(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 the approval of relevant regulatory authorities or departments authorized by the State Council or through implementation of relevant procedures.</p> <p>The domestic shares mentioned herein do not include overseas listed shares.</p>	<p>Article 113</p> <p>The special voting procedure at a Shareholders’ General Meeting for a certain class of shareholders shall not be applicable for the following circumstances:</p> <p>(1) Upon the approval of the Shareholders’ General Meeting with special resolutions, if the Bank independently or simultaneously issuing domestic shares and overseas listed shares at intervals of twelve (12) months, of which and 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, it shall not be applicable to the special voting procedure at a shareholders’ meeting for a certain class of shareholders.</p> <p>(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 the approval of relevant regulatory authorities or departments authorized by the State Council or through implementation of relevant procedures.</p> <p>The domestic shares mentioned herein do not include overseas listed shares.</p>
/	<p>Chapter 12</p> <p>Board of Directors</p>	<p>(The relevant contents of original Chapter 13 “Independent Directors”, Chapter 14 “Special Committees of the Board of Directors”, and Chapter 18 “Qualifications and Obligations of Directors, Supervisors, President, and Other</p>

No.	Provisions before Amendments	Proposed Amendments
		<p>Senior Management” have been consolidated into Chapter 7 “Directors and the Board of Directors”.)</p> <p>Chapter 7 Directors and the Board of Directors</p>
/		<p>(Newly added section heading)</p> <p>Section 1 General Provisions for Directors</p>
121		<p>(Original Article 210 has been moved here.)</p> <p>Article 114</p> <p>The directors of the Bank shall be natural persons and meet the appointment qualifications and requirements prescribed by laws, regulations and regulatory provisions.</p> <p><u>None of the following Persons may hold the position of director, supervisor, president or other senior management member who fall under any of the following circumstances shall not serve as a director of the Bank:</u></p> <p>(1) <u>those without capacity or with limited capacity for civil conduct;</u></p> <p>(2) <u>those sentenced to criminal punishment for embezzlement corruption, bribery, seizure encroachment of property, appropriation of property or disrupting socialist market economic orders, or those deprived of political rights for crimes committed, within five (5) years upon the expiration of the execution period, or within two (2) years upon the expiration of the probation period if having been placed on probation;</u></p> <p>(3) <u>those who have served as directors, factory directors, or managers of bankrupt and liquidated companies or enterprises who wereare personally liable responsible for the</u></p>

No.	Provisions before Amendments	Proposed Amendments
		<p><u>bankruptcy of such companies or enterprises, within three (3) years from the completion date of the bankruptcy liquidation of the companies or enterprises;</u></p> <p><u>(4) those who have served as the legal representatives of companies or enterprises that have the business license revoked and are ordered to close down due to</u>for<u> violations of the law, and</u> such legal representatives bear personal liability <u>are personally liable for such punishment, within three (3) years from the date of revocation of the business licenses or order to close down;</u></p> <p>(5) those who are dismissed by other commercial banks or organizations due to their failure in the performance of faithfulness obligation;</p> <p><u>(5) those with relatively large amounts of personal debts that have fallen due but have not been repaid and who therefore have been included in the list of the faithless persons subjected to enforcement by the people’s court;</u></p> <p>(7) those investigated by judicial authorities for crimes committed and the cases have not been closed;</p> <p>(8) those unable to assume the position of leadership in enterprises as provided by laws, regulations and rules;</p> <p>(9) non natural persons;</p> <p>(10) those judged, by competent authorities as having violated the provisions of relevant securities laws and regulations, and involving fraudulent or dishonest acts;</p>

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		<p>(6) those subject to a securities market entry prohibition imposed by the securities regulatory institution of the State Council, with the prohibition period not yet expired;</p> <p>(7) those who have been publicly declared by a stock exchange as unfit to serve as directors or senior management members of a listed company, with the period not yet expired;</p> <p>(8) other circumstances prescribed by laws, regulations and regulatory provisions as well as the Articles.</p> <p>Persons whose qualification has been lawfully canceled by the banking regulatory institution of the State Council shall not serve as senior management members of the Bank.</p> <p>Election of directors that are in violation of this Article shall be invalid. The Bank shall remove a director from office and suspend his/her performance of duties if the circumstances set out in this Article arise during his/her term of office.</p>
122	<p>Article 125</p> <p>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.</p> <p>Directors do not need to hold shares of the Bank.</p> <p>The qualification of directors shall be reported to the banking regulatory institution of the State Council for approval.</p>	<p>(The contents of Paragraph 1 of original Article 125 have been updated and consolidated into the revised Article 116.)</p> <p>(The contents of the Paragraph 7 of original Article 125 have been updated and consolidated into the revised Article 143.)</p> <p>Article 115</p> <p>Directors shall be elected, replaced and removed 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. Employee directors are</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>Non-executive directors shall have sufficient time and necessary knowledge and competence to perform their duties.</p> <p>The written notice concerning intention of nominating director candidates and candidates' willingness to accept nomination shall be presented to the Bank no earlier than the next day after issuance of notice of Shareholders' General Meeting and no later than seven (7) days before the date of the Shareholders' General Meeting.</p> <p>If the number of directors elected through voting at the Shareholders' General Meeting exceeds the maximum number for directors as specified by the Articles, candidates with the highest votes shall be elected as directors according to the maximum number of directors specified in the Articles.</p> <p>Chairman of the Board of Directors and vice chairman of the Board of Directors shall be assumed by directors, and elected and removed by more than half (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.</p>	<p>democratically elected, replaced and removed by the Bank's employees through the employee representatives' meeting.</p> <p>Directors do not need to hold shares of the Bank.</p> <p>The qualification of directors shall be reported to the banking regulatory institution of the State Council for approval.</p> <p>Non executive directors shall have sufficient time and necessary knowledge and competence to perform their duties.</p> <p>The written notice concerning intention of nominating director candidates and candidates' willingness to accept nomination shall be presented to the Bank no earlier than the next day after issuance of notice of Shareholders' General Meeting and no later than seven (7) days before the date of the Shareholders' General Meeting.</p> <p>If the number of directors elected through voting at the Shareholders' General Meeting exceeds the maximum number for directors as specified by the Articles, candidates with the highest votes shall be elected as directors according to the maximum number of directors specified in the Articles.</p> <p>Chairman of the Board of Directors and vice chairman of the Board of Directors shall be assumed by directors, and elected and removed by more than half (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.</p>
123		<p>(The relevant contents of original Article 125 have been consolidated into this Article.)</p> <p>Article 116</p>

No.	Provisions before Amendments	Proposed Amendments
		<p>The term of office of a director shall be elected by the Shareholders' General Meeting. The term of office of a director shall be three (3) years, upon expiration of term of office, he/she, effective to the date of the annual shareholders' general meeting of the Bank. A director may serve consecutive terms if he/she is re-elected.</p> <p>Directors shall have their appointment qualifications and requirements approved by the banking regulatory institution of the State Council, or reported as required by laws, regulations and regulatory provisions, with the specific scope of personnel determined in accordance with the regulatory requirements of the banking regulatory institution of the State Council. A director's term of office shall start from the date of approval by the banking regulatory institution of the State Council. For directors whose appointment qualifications do not require approval under relevant provisions, or for directors re-elected consecutively after the expiration of their term, the commencement of their term shall be calculated from the date of election.</p> <p>The Bank shall enter into a contract with each director, clearly defining the rights and obligations between the Bank and the director, the director's term of office, the director's liability for violating laws, regulations, regulatory provisions or the Articles, and the compensation in the event the Bank terminates the contract early for any reason.</p>

No.	Provisions before Amendments	Proposed Amendments
124	<p>Article 128</p> <p>A director may resign prior to the expiry of his/her term of office. When a director intends to resign, he/she shall submit a written resignation to the Board of Directors.</p> <p>If the fact that a new director is not elected in a timely manner upon the expiration of the term of the former director or the resignation of a director before the expiration of his term exerts an impact on the normal operation of the Bank or causes the number of directors to be less than the minimum quorum specified by law or two thirds (2/3) of the minimum quorum specified in the Articles, the former director shall continue to perform his/her duties as a director pursuant to the laws and regulations, before the newly elected director takes office. Director’s resignation shall become effective after a new director is elected and fills up the vacancy resulting from the resignation.</p> <p>If the resignation of an Independent Director results in less than one third (1/3) of the total number of Independent Directors in the Board of Directors, the Independent Director shall continue to perform his/her duties before the new Independent Director takes office, except for those who resign or are removed from office due to loss of independence.</p> <p>Except for circumstance in the preceding paragraph, a director’s resignation shall become effective upon the delivery of his/her resignation to the Board of Directors.</p> <p>If the case mentioned in Paragraph 2 and Paragraph 3 of this article occurs, the Board of Directors shall convene an extraordinary Shareholders’ General Meeting as soon as possible to elect new directors to fill in the vacancy.</p>	<p>Article 117</p> <p>A director may resign from office prior to the expiry expiration of his/her term of office. When a director intends to resign, he/she shall submit a written resignation to the Board of DirectorsBank.</p> <p>If the fact that a new director is not elected in a timely manner upon the expiration of the term of the former director or the resignation of a director before the expiration of his/her term exerts an impact on the normal operation of the Bank or causes the number of directors to be less than the minimum quorum specified by law or two thirds (2/3) of the minimum quorum specified in the Articles, or the resignation of a member of the Audit Committee causes the number of Committee members to be less than the minimum quorum specified by law or the minimum quorum specified in the Articles, or there is a shortage of accounting professionals, the former director shall continue to perform his/her duties as a director pursuant to the laws and, regulations, and regulatory provisions as well as the Articles, before the newly elected director takes office. Director’s resignation shall become effective after a new director is elected and fills up the vacancy resulting from the resignation.</p> <p>If the resignation of an independent director results in less than one third (1/3) of the total number of Independent Directors the proportion of independent directors in the Board of Directors or its special committees not complying with laws, regulations and regulatory provisions or the Articles, or a lack of accounting professionals among the independent directors, the independent director shall continue to perform his/her duties before the new independent director</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>The Shareholders' General Meeting may remove any director before expiration of his/her term of office in accordance with relevant laws, regulations and rules (but the director's right to raise any claim in accordance with any contract shall not be affected).</p>	<p>takes office, except for those who resign or are removed from office due to failure to comply with qualification requirements for independent directors or loss of independence.</p> <p>Except for circumstances in the preceding paragraph paragraphs 2 and 3 of this article, the resignation shall take effect on the date the Bank receives the resignation report, and the Bank shall disclose the relevant information within two (2) trading days a director's resignation shall become effective upon the delivery of his/her resignation to the Board of Directors.</p> <p>If the case mentioned in paragraph 2 and paragraph 3 paragraphs 2 and 3 of this Article occurs, the Board of Directors shall convene an extraordinary Shareholders' General Meeting shareholders' meeting as soon as possible to elect new directors to fill in the vacancy.</p> <p>The Shareholders' General Meeting may, subject to compliance with applicable laws, regulations and regulatory provisions as well as the Articles, 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) resolve to remove a director, with the removal taking effect on the date of the resolution. If a director is removed without a proper reason before the expiration of his/her term of office, the director may, in accordance with laws, regulations and regulatory provisions as well as contractual terms with the Bank, request compensation from the Bank.</p>

No.	Provisions before Amendments	Proposed Amendments
125		<p>(Original Article 212 has been moved here.)</p> <p>Article 118</p> <p>The Directors, supervisors, president and other senior management members of the Bank shall perform their obligations with faithfulness and abide by laws, regulations, rules, regulatory provisions and the Articles, act with integrity, diligence, and probity, and refrain from jeopardizing the interests of the State, the interests of the general public or the legitimate rights and interests of financial consumers.</p> <p>Apart from the obligations provided in laws, regulations, rules or regulatory provisions, the directors, supervisors, president and other senior management members of the Bank shall assume the following obligations towards each shareholder when exercising their functions and powers granted by the Bank:</p> <p>(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;</p> <p>(2) to act in good faith with a view to maximize the Bank's interests;</p> <p>(3) not to deprive the Bank of its properties by any means, including but not limited to favorable opportunities for the Bank;</p> <p>(4) be responsible to the Bank and all the shareholders, 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.</p>

No.	Provisions before Amendments	Proposed Amendments
		except the restructuring of the Bank submitted to and approved by the Shareholders' General Meeting according to the Articles.
126		<p>(Newly added article)</p> <p>Article 119</p> <p>Directors shall have the following fiduciary duties to the Bank:</p> <p>(1) not to encroach upon the property or misappropriate the funds of the Bank;</p> <p>(2) not to deposit the funds of the Bank into accounts opened in their personal name or in the name of other individuals;</p> <p>(3) not to use their position to offer or accept bribes or receive other illegal income;</p> <p>(4) not to directly or indirectly enter into contracts or transactions with the Bank without reporting to the Board of Directors or the Shareholders' Meeting and obtaining approval by a resolution of the Board of Directors in accordance with the Articles;</p> <p>(5) not to take advantage of their position to seek business opportunities for themselves or others that rightfully belong to the Bank, except when such business opportunities are reported to the Board of Directors or the Shareholders' Meeting and obtaining approval by a resolution of the Shareholders' Meeting, or when the Bank is unable to utilize such business opportunities in accordance with laws, regulations, regulatory provisions or the Articles;</p> <p>(6) not to engage in business of the same kind as that of the Bank, either on their own or for others, without reporting to the Board of</p>

No.	Provisions before Amendments	Proposed Amendments
		<p>Directors or the Shareholders’ Meeting and approved by a resolution of the Shareholders’ Meeting;</p> <p>(7) not to accept commissions from others’ transactions with the Bank for their own benefit;</p> <p>(8) not to disclose the Bank’s secrets without authorization;</p> <p>(9) not to utilize their related-party relationships to harm the interests of the Bank;</p> <p>(10) other fiduciary duties as stipulated by laws, regulations and regulatory provisions as well as the Articles.</p> <p>Directors of the Bank shall take measures to avoid conflicts between their own interests and the interests of the Bank, and shall not utilize their position to gain undue benefits.</p> <p>The income derived by a director from violating the provisions under this Article shall belong to the Bank. In case of any loss to the Bank, such director shall assume compensation liability.</p> <p>The provisions of item (4) of paragraph 2 of this Article shall apply to the conclusion of contracts or transactions with the Bank by close relatives of a director, enterprises directly or indirectly controlled by the director or his/her close relatives, and associates with whom the director has other related-party relationships.</p>

No.	Provisions before Amendments	Proposed Amendments
127		<p>(Original Article 213 has been moved here.)</p> <p>Article 120</p> <p>When exercising their rights or performing their obligations, the directors, supervisors, president and other senior management members of the Bank shall perform their duties diligently and prudently, and behave with prudence, diligence and skills as a reasonably prudent person would do under similar circumstances.</p> <p>The directors of the Bank shall perform the duty of diligence in accordance with laws, regulations, rules and regulatory provisions, including but not limited to: Directors shall have the following duties of diligence to the Bank:</p> <p>(1) continuing to focus on the operation and management of the Bank, and having the right to request the senior management to provide the relevant information that gives full comprehensive, timely and accurate view on information reflecting the operation and management of the Bank or explain the relevant matters thereof;</p> <p>(2) attending the meetings of the Board of Directors in a timely manner, fully reviewing the matters to be resolved considered by the Board of Directors, giving independent, professional and objective opinions, and casting votes independently at their prudent discretion;</p> <p>(3) supervising the implementation of the resolutions of the Shareholders' General Meeting and the Board of Directors by the senior management;</p>

No.	Provisions before Amendments	Proposed Amendments
		<p><u>(4) actively participating in relevant training organized by the Bank and regulatory authorities, understanding the rights and obligations of directors, being familiar with applicable relevant laws, regulations and regulatory provisions, and perpetuating their professional knowledge and competence essential to perform their duties;</u></p> <p><u>(5) guaranteeing sufficient time and efforts to perform their duties-;</u></p> <p>(6) exercising the rights vested by the Bank prudently, conscientiously, and diligently to ensure that the commercial activities of the Bank comply with the requirements of laws, regulations and regulatory provisions as well as the economic policies of the State and not exceeding the scope of business outlined in its business license;</p> <p>(7) treating all shareholders fairly;</p> <p>(8) signing written confirmation of the Bank’s periodic reports to ensure that the information disclosed by the Bank is truthful, accurate and complete;</p> <p>(9) truthfully providing relevant information and materials to the Audit Committee and not impeding the Audit Committee from exercising its authority;</p> <p>(10) other duties of diligence as stipulated by laws, regulations and regulatory provisions as well as the Articles.</p> <p>Directors shall perform their duties with all the reasonable care ordinarily expected of a manager in the best interests of the Bank.</p>

No.	Provisions before Amendments	Proposed Amendments
128		<p>(Newly added article)</p> <p>Article 121</p> <p>Employee directors enjoy the same rights as other directors in accordance with the law and bear corresponding obligations. They shall fulfill the special duties of representing the interests of employees, voicing the reasonable demands of employees, and safeguarding the legitimate rights and interests of employees and the Bank in accordance with the laws and regulations.</p>
129	<p>Article 126</p> <p>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.</p>	<p>(The provisions on the performance assurance of directors have been consolidated into one article.)</p> <p>(The provisions on the performance assurance of independent directors have been consolidated into Section 2 of this Chapter.)</p> <p>Article 123</p> <p>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. The Bank shall take measures to protect directors’ right to attend board meetings.</p>
130	<p>Article 127</p> <p>The Bank shall take measures to protect directors’ right to attend board meetings.</p> <p>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.</p>	<p>The Bank shall take measures to protect directors’ right to attend board meetings of the Board of Directors. The Bank shall take measures and to protect directors’ right to attend board meetings of the Board of Directors.</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>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.</p>	<p>The Bank shall provide directors with necessary work conditions for performing their duties and powers. The secretary to the Board of Directors shall actively assist directors to perform duties and powers.</p> <p>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.</p>
131		<p>(The relevant contents of original Article 211 have been consolidated into this Article.)</p> <p>Article 124</p> <p>When a director, president and other senior management members 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.</p> <p><u>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, the director shall state his/her position and identity in advance and in cases where the third party might reasonably consider assume that suchthe director is acting on behalf of the Bank or the Board of Directors; such director shall state his/her position and identity in advance.</u></p>

No.	Provisions before Amendments	Proposed Amendments
132		<p>(The relevant contents of original Article 221 have been consolidated into this Article.)</p> <p>Article 125 <u>The Bank shall bear liability for compensation for any harm caused to others by a director in the performance of his/her duties for the Bank. The director shall also bear liability for compensation if the director acts with any intentional or gross negligence. In case any director; supervisors, president and other senior management members of the Bank violates laws, regulations; and regulatory provisions rules or the Articles when performing his/her duties and cause loss to the Bank, such persons shall be responsible for the compensation.</u></p>
133	<p>Article 129</p> <p>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.</p> <p>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.</p>	<p>Article 126</p> <p>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 purchase liability insurance to cover directors for any liabilities arising from the execution of their duties during their term of office.</p> <p>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.</p>
134		<p>(Newly added article)</p> <p>Article 127</p> <p>The Bank shall establish a management system for the resignation of directors, specifying the safeguards to ensure accountability and recourse for unfulfilled</p>

No.	Provisions before Amendments	Proposed Amendments
		<p>public commitments and other outstanding matters. Upon the effectiveness of a director’s resignation or expiration of his/her term of office, the director shall promptly complete all hand-over procedures. The fiduciary duties owed by the director to the Bank and shareholders shall not automatically terminate upon the expiration of his/her term of office, and shall remain effective within a reasonable period. The liability of a director arising from the performance of his/her duties during his/her term of office shall not be exempted or terminated by his/her resignation.</p>
/		<p>(Newly added section heading)</p> <p>(The contents of original Chapter 13 “Independent Directors” have been consolidated into Section 2 of this Chapter.)</p> <p>Section 2 Independent Directors</p>
135	<p>Article 150</p> <p>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 and its shareholders and de facto controllers that may affect their independent and objective judgment.</p>	<p>Article 128</p> <p>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 and its shareholders and de facto controllers that may affect their independent and objective judgment.</p>
136	<p>Independent Directors shall possess relatively high professional qualities and good reputation, and shall satisfy all the following conditions:</p> <p>(1) having bachelor’s degree or above, or holding relevant senior professional title;</p>	<p>Article 129</p> <p>Independent Directors shall possess relatively high professional qualities and good reputation, and Persons serving as independent directors of the Bank shall satisfy all the following conditions:</p> <p>(1) possessing the qualifications for serving as a director of the Bank as stipulated in laws, regulations and regulatory provisions as well as the Articles;</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>(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;</p> <p>(3) being familiar with operation and management of commercial banks and relevant laws, regulations and rules;</p> <p>(4) being able to read, understand and analyze credit statistical reports and financial reports of commercial banks.</p>	<p>(2) complying with the independence requirements stipulated in laws, regulations and regulatory provisions as well as the Articles;</p> <p>(3) having basic knowledge of the operation of listed companies, and being familiar with the relevant laws, regulations and regulatory provisions;</p> <p>(4) having more than five (5) years of working experience in law, accounting, economics or other fields deemed necessary for performing duties and powers as an independent director;</p> <p>(5) having good personal morality without any material dishonesty or other negative records;</p> <p>(6) being able to analyze and assess the operation and management activities and risk status of financial institutions based on their financial statements and statistical reports;</p> <p>(7) other conditions stipulated by laws, regulations and regulatory provisions as well as the Articles.</p> <p>(1) having bachelor's degree or above, or holding relevant senior professional title;</p> <p>(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;</p>

No.	Provisions before Amendments	Proposed Amendments
		<p>(3) being familiar with operation and management of commercial banks and relevant laws, regulations and rules;</p> <p>(4) being able to read, understand and analyze credit statistical reports and financial reports of commercial banks.</p>
137	<p>Article 151</p> <p>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:</p> <p>(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;</p> <p>(2) persons who hold positions in the Bank or its affiliates, their close relatives and major social relationship;</p> <p>(3) persons who, at any time within the previous three (3) years, have fallen into one of two (2) items listed above;</p> <p>(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;</p>	<p>Article 130</p> <p>Independent directors shall maintain their independence. 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:</p> <p>(1) persons serving in the Bank or its affiliates, and their spouses, parents, children, and major social relations;</p> <p>(2) natural person shareholders who directly or indirectly hold more than one percent (1%) of the Bank's total issued shares or who are among the Bank's top ten (10) shareholders, and their spouses, parents and children;</p> <p>(3) persons serving in a shareholder who holds, directly or indirectly, more than five percent (5%) of the Bank's issued shares or who are among the Bank's top five (5) shareholders, and their spouses, parents and children;</p> <p>(4) persons serving in the affiliates of the Bank's controlling shareholders or de facto controllers, and their spouses, parents and children;</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>(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;</p> <p>(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;</p> <p>(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 securities regulatory authorities in the places where the shares of the Bank are listed;</p> <p>(8) person whose other qualifications do not comply with the provisions of the securities regulatory authorities in the places where the shares of the Bank are listed.</p> <p>“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.</p>	<p>(5) persons who have significant business dealings with the Bank, its controlling shareholders, de facto controllers, or their respective affiliates, or persons serving in entities that have significant business dealings with the Bank as well as their controlling shareholders and de facto controllers;</p> <p>(6) persons providing financial, legal, consulting, sponsorship and other services to the Bank, its controlling shareholders, de facto controllers or their respective affiliates, including but not limited to, all the personnel of the project team of an intermediary agency providing the services, reviewers at all levels, persons signing the report, partners, directors, senior management members and chief principals;</p> <p>(7) persons who have had any of the circumstances listed in the preceding items (1) to (6) within the last twelve (12) months;</p> <p>(8) other persons who do not possess independence as stipulated by laws, regulations and regulatory provisions as well as the Articles.</p> <p>(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;</p>

No.	Provisions before Amendments	Proposed Amendments
		<p>(2) persons who hold positions in the Bank or its affiliates, their close relatives and major social relationship;</p> <p>(3) persons who, at any time within the previous three (3) years, have fallen into one of two (2) items listed above;</p> <p>(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;</p> <p>(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;</p> <p>(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;</p> <p>(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 securities regulatory authorities in the places where the shares of the Bank are listed;</p>

No.	Provisions before Amendments	Proposed Amendments
		<p>(8) person whose other qualifications do not comply with the provisions of the securities regulatory authorities in the places where the shares of the Bank are listed.</p> <p>The major social relations—“Close relatives” in this Article refer to siblings, spouses of siblings, parents of spouses, siblings of spouses, spouses of children, and parents of children’s spouses, etc. 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.</p> <p>Affiliates of the Bank’s controlling shareholders or de facto controllers under items (4) to (6) of paragraph 1 of this Article do not include enterprises that are controlled by the same state-owned asset management institution as the Bank and that do not constitute a related party relationship with the Bank in accordance with relevant provisions.</p> <p>Independent directors shall conduct annual self-examination of their independence and submit the self-examination results to the Board of Directors. The Board of Directors shall annually assess and issue a special opinion on the independence of the incumbent independent directors, which shall be disclosed along with the annual report.</p>

No.	Provisions before Amendments	Proposed Amendments
138	<p>Article 152</p> <p>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 securities regulatory authorities in the places where the shares of the Bank are listed.</p> <p>The term of office of an Independent Director shall not be more than six (6) years accumulatively. An Independent Director shall not hold concurrent posts in more than two (2) commercial banks.</p>	<p>(The content regarding appointment qualifications approval has been consolidated into Section 1 of this Chapter.)</p> <p>Article 131</p> <p>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 securities regulatory authorities in the places where the shares of the Bank are listed.</p> <p>The Bank shall, prior to a shareholders’ meeting for the election of independent directors, submit the relevant materials of the candidates for independent directors to the relevant stock exchange(s) in accordance with laws, regulations and regulatory provisions as well as the relevant requirements of the stock exchanges in the places where the Bank’s shares are listed. Where the relevant stock exchange(s) raises objections as to whether a candidate for independent director satisfies the appointment qualifications, the Bank shall not submit such candidate to the Shareholders’ Meeting for election.</p> <p>(Consolidated into the revised Article 139.)</p> <p>The term of office of an Independent Director shall not be more than six (6) years accumulatively. An Independent Director shall not hold concurrent posts in more than two (2) commercial banks.</p>

No.	Provisions before Amendments	Proposed Amendments
139		<p>(Newly added article)</p> <p>Article 132</p> <p>Independent directors shall conscientiously fulfill their duties in accordance with laws, regulations and regulatory provisions as well as the Articles, and play the roles of participation in decision-making, supervision, checks and balances, and professional consulting in the Board of Directors, so as to safeguard the interests of the Bank as a whole and to protect the legitimate rights and interests of minority shareholders.</p>
140		<p>(Newly added article)</p> <p>Article 133</p> <p>Independent directors, as members of the Board of Directors, shall have the fiduciary duties and duties of diligence to the Bank and all shareholders. They shall prudently fulfill the following duties:</p> <p>(1) to participate in the decision-making of the Board of Directors and express clear opinions on the matters under consideration;</p> <p>(2) to supervise matters of potential material conflicts of interest between the Bank and its controlling shareholders, de facto controllers, directors and senior management members, and to protect the legitimate rights and interests of minority shareholders;</p> <p>(3) to provide professional and objective advice on the Bank's operation and development, and to enhance the Board of Directors' decision-making;</p>

No.	Provisions before Amendments	Proposed Amendments
		(4) other duties stipulated by laws, regulations and regulatory provisions as well as the Articles.
141	<p>Article 154</p> <p>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 securities regulatory authorities in the places where the Bank’s share are listed and the Articles, Independent Directors shall have the following functions and powers:</p> <p>(1) to approve major related party 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;</p> <p>(2) to propose to the Board of Directors to appoint or remove an accounting firm;</p> <p>(3) to propose to the Board of Directors to convene an extraordinary shareholders’ general meeting;</p> <p>(4) to propose to convene a board meeting;</p> <p>(5) to appoint external auditing and consulting agencies independently.</p> <p>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.</p> <p>“Close relatives” in this article refer to grandparents (grandparents-in-law), parents, grandchildren (grandchildren-in-law), spouse,</p>	<p>Article 134</p> <p>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 securities regulatory authorities in the places where the Bank’s share are listed and the Articles, Independent Directors shall have the following functions and powers: Independent directors shall perform the following special functions and powers:</p> <p>(1) to approve major related party 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;</p> <p>(2) to propose to the Board of Directors to appoint or remove an accounting firm;</p> <p>(1) to independently engage intermediary agency to audit, consult or verify specific matters of the Bank;</p> <p>(3) to propose to convene a board meetings of the Board of Directors;</p> <p>(5) to appoint external auditing and consulting agencies independently.</p> <p>(2) to propose the Board of Directors to convene extraordinary shareholders’ general meetings;</p> <p>(3) to propose to convene a board meetings of the Board of Directors;</p> <p>(4) to publicly solicit shareholders’ rights from shareholders in accordance with the law;</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>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.</p>	<p>(5) to express independent opinions on matters that may jeopardize the interests of the Bank or minority shareholders;</p> <p>(6) other functions and powers stipulated by laws, regulations and regulatory provisions as well as the Articles.</p> <p>The exercising exercise of the aforsaid duties functions and powers listed in items (1) to (3) herein by an Independent Director independent directors shall be approved by more than half (1/2) of the total number of Independent Directors all independent directors, unless otherwise provided for by laws, regulations and regulatory provisions.</p> <p>“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.</p> <p>The Bank shall disclose in a timely manner any exercise of the functions and powers in item (1) herein by independent directors. In the event that the above functions and powers cannot be exercised properly, the Bank shall disclose the details and reasons.</p>
142		<p>(Newly added article)</p> <p>Article 135</p> <p>The following matters shall be submitted to the Board of Directors for consideration after being approved by more than half (1/2) of all independent directors of the Bank:</p>

No.	Provisions before Amendments	Proposed Amendments
		<p>(1) related party transactions that should be disclosed as stipulated by the securities regulatory institution of the State Council and the domestic stock exchanges;</p> <p>(2) programs for the Bank and related parties to change or waive their commitments;</p> <p>(3) decisions made and measures taken by the Board of Directors in response to the acquisition of the Bank when the Bank is acquired;</p> <p>(4) other matters stipulated by laws, regulations and regulatory provisions as well as the Articles.</p>
143		<p>(Newly added article)</p> <p>Article 136</p> <p>The Bank shall convene a meeting attended by all independent directors (the “special meeting(s) of independent directors”) on a regular or irregular basis. Matters listed in items (1) to (3) of paragraph 1 of Article 134 and Article 135 of the Articles shall be considered at the special meeting of independent directors. The special meetings of independent directors may study and discuss other matters of the Bank as needed.</p> <p>The special meetings of independent directors shall be convened and chaired by an independent director jointly elected by more than half (1/2) of the independent directors; if the convener fails to or is unable to perform his/her duties, two (2) or more independent directors may convene and elect a representative to preside over the meeting on their own.</p>

No.	Provisions before Amendments	Proposed Amendments
		<p>The special meetings of independent directors shall produce minutes in accordance with the provisions, and the opinions of independent directors shall be set forth in the minutes. Independent directors shall sign the minutes to confirm them.</p> <p>The Bank shall provide convenience and support for the convening of the special meetings of independent directors.</p>
144	<p>Article 155</p> <p>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:</p> <p>(1) major related party transactions;</p> <p>(2) nomination, appointment and removal of directors;</p> <p>(3) appointment and removal of the senior management of the Bank;</p> <p>(4) remuneration of directors and senior management of the Bank;</p> <p>(5) profit distribution plan and adjustments to the profit distribution policy;</p> <p>(6) engagement or removal of the accounting firm that conducts regular statutory audit on the financial reports of the Bank;</p> <p>(7) existing or new borrowing or other fund transactions of the Bank to or with shareholders, de facto controllers and related parties of the Bank, the total amount of which exceeds one percent (1%) of the latest audited</p>	<p>Article 137</p> <p>Independent directors shall give objective, impartial and independent opinions on the discussed matters of the Bank. In particular, and they shall express their opinions to the Shareholders' General Meeting or the board meeting Board of Directors especially on the following matters:</p> <p>(1) major related party transactions;</p> <p>(2) nomination, appointment and removal of directors;</p> <p>(3) appointment and removal of the senior management of the Bank;</p> <p>(4) remuneration of directors and senior management of the Bank;</p> <p>(5) profit distribution plan and adjustments to the profit distribution policy;</p> <p>(6) engagement or removal of the accounting firm that conducts regular statutory audit on the financial reports of the Bank;</p> <p>(7) existing or new borrowing or other fund transactions of the Bank to or with shareholders, de facto controllers and related parties of the Bank, the total amount of which</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>net capital of the Bank, and whether or not the Bank has adopted effective measures to recover these arrears;</p> <p>(8) matters deemed by Independent Directors as such that may cause a material impact on the lawful rights and interests of the Bank, minority shareholders, and financial consumers;</p> <p>(9) matters deemed by Independent Directors as such that may cause significant losses to the Bank;</p> <p>(10) other matters stipulated in the Articles.</p>	<p>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;</p> <p>(7) matters deemed by independent directors as such that may cause a material impact on the lawful rights and interests of the Bank, minority shareholders, and financial consumers;</p> <p>(9) matters deemed by Independent Directors as such that may cause significant losses to the Bank;</p> <p>(8) other matters stipulated in by laws, regulations and regulatory provisions as well as the Articles.</p>
145		<p>(Paragraph 2 of original Article 152 has been updated and consolidated into this Article.)</p> <p>Article 139</p> <p><u>The term of office of an independent director shall not be more than six (6) years accumulatively.</u>An Independent Director shall not hold concurrent posts in more than two (2) commercial banks. In principle, a person shall serve as an independent director in a maximum of three (3) domestic listed companies and in a maximum of five (5) domestic and overseas enterprises at the same time. An independent director of the Bank shall not serve as an independent director of more than two (2) commercial banks at the same time, and if he/she also serves as an independent director of other banking and insurance institutions, the relevant institutions shall have no related party relationship or conflict of interest with the Bank.</p>

No.	Provisions before Amendments	Proposed Amendments
146	<p>Article 157</p> <p>To ensure effective performance of duties by Independent Directors, the Bank shall provide the following necessary conditions for Independent Directors:</p> <p>(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;</p> <p>The Bank and Independent Directors shall keep the documents provided by the Bank to Independent Directors in a proper way;</p> <p>(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;</p> <p>(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;</p>	<p>Article 141</p> <p>To ensure effective performance of duties by independent directors, the Bank shall provide the following necessary conditions for independent directors:</p> <p>(1) to ensure that independent directors have the same right of information as other directors;-</p> <p>(2) 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. give notice of a meeting of the Board of Directors to independent directors in a timely manner. If two (2) or more independent directors consider that the information is insufficient or the elaboration is unclear, meeting materials are incomplete, the elaboration is insufficient, or the materials are not provided in a timely manner, they may jointly propose in writing to the Board of Directors to postpone the convening of board meeting the meetings of the Board of Directors or the review of such matter, and the Board of Directors shall adopt it such proposal;</p> <p>The Bank and Independent Directors shall keep the documents provided by the Bank to Independent Directors in a proper way;</p> <p>(3) to provide necessary working conditions and personnel support 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 ensure the smooth flow of information between independent directors</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>(4) to assume reasonable expenses incurred from engaging intermediary agencies and performing their duties by Independent Directors;</p> <p>(5) to establish necessary liability insurance system for Independent Directors, to lower possible risks arising from normal duty performance of Independent Directors.</p>	<p>and other directors, senior management members and other relevant personnel, and ensure that independent directors have access to adequate resources and necessary professional advice in the performance of their duties;</p> <p>(4) to ensure active cooperation of relevant personnel of the Bank such as other directors and senior management members when independent directors are performing their duties, without any refusal, hindering, concealment of relevant information or intervention of their independent performance;</p> <p>(5) to assume reasonable expenses incurred from engaging intermediary agencies and other expenses incurred from performing their duties by independent directors;</p> <p>(5) to establish necessary liability insurance system for Independent Directors, to lower possible risks arising from normal duty performance of Independent Directors.</p> <p>(6) other duty performance guarantees stipulated by laws, regulations and regulatory provisions as well as the Articles.</p>
/		<p>(Newly added section heading)</p> <p>Section 3 Board of Directors</p>
147	<p>Article 123</p> <p>The Bank shall have a Board of Directors, which is the executive agency of the Shareholders' General Meeting and shall be responsible to it.</p>	<p>Article 142</p> <p>The Bank shall have a the Board of Directors, which is the executive agency of the Shareholders' General Meeting and shall be responsible to the the Shareholders' Meeting.</p>

No.	Provisions before Amendments	Proposed Amendments
148	<p>Article 124</p> <p>The Board of Directors shall consist of twelve (12) to seventeen (17) directors, in which there shall be one chairman and one vice chairman.</p> <p>Members of Board of Directors shall consist of executive directors, non-executive directors, and non-executive directors shall include Independent Directors.</p> <p>The number of executive directors shall be no less than one fourth (1/4) and no more than one third (1/3) of the total number of the Board of Directors.</p> <p>The number of Independent Directors shall comply with relevant provisions of regulatory authority.</p> <p>More than two thirds (2/3) of members of the Board of Directors shall be non-executive directors.</p> <p>No more than two (2) members from the controlling shareholders' chairman of the board, vice chairman of the board and executive director shall concurrently hold positions of chairman of board, vice chairman of board or executive director of the Bank.</p> <p>Legal representative of controlling shareholder shall not assume the position of the chairman of the Board of Directors of the Bank concurrently.</p>	<p>(Certain contents of Paragraph 7 of original Article 125 have been moved to Paragraph 3 of this Article.)</p> <p>Article 143</p> <p>The Board of Directors shall consist of twelve (12) thirteen (13) to seventeen (17) nineteen (19) directors, and its members are composed of executive directors and non-executive directors (including independent directors). At least one (1) of the members of the Board of Directors shall be employee director. The number of executive directors shall not exceed one-third (1/3) of the total number of members of the Board of Directors, and the total number of executive directors and employee director(s) shall not exceed one-half (1/2) of the total number of members of the Board of Directors.</p> <p>The Board of Directors shall consist of no less than one-third (1/3) independent directors and shall include at least one (1) accounting professional.</p> <p>The Board of Directors shall be have one (1) chairman, and may have one (1) or two (2) vice chairmen. <u>The positions of chairman 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.</u></p> <p>Members of Board of Directors shall consist of executive directors, non-executive directors, and non-executive directors shall include Independent Directors.</p> <p>The number of executive directors shall be no less than one fourth (1/4) and no more than one third (1/3) of the total number of the Board of Directors.</p>

No.	Provisions before Amendments	Proposed Amendments
		<p>The number of Independent Directors shall comply with relevant provisions of regulatory authority.</p> <p>More than two thirds (2/3) of members of the Board of Directors shall be non executive directors.</p> <p>No more than two (2) members from the controlling shareholders' chairman of the board, vice chairman of the board and executive director shall concurrently hold positions of chairman of the Board of Directors, vice chairman of the Board of Directors or executive director of the Bank.</p> <p>Legal representatives of controlling shareholder shall not assume the position of the chairman of the Board of Directors of the Bank concurrently.</p>
149	<p>Article 131</p> <p>The Board of Directors shall exercise the following functions and powers:</p> <p>(1) to be responsible for convening the Shareholders' General Meeting and reporting its work to the Shareholders' General Meeting;</p> <p>(2) to implement resolutions of the Shareholders' General Meeting;</p> <p>(3) to determine the Bank's development strategy, and supervise its implementation;</p> <p>(4) to decide on the business plan, investment plan and risk capital distribution plan of the Bank;</p> <p>(5) to prepare annual financial budget and final accounts of the Bank;</p>	<p>Article 145</p> <p>The Board of Directors shall exercise the following functions and powers:</p> <p>(1) to be responsible for convening the Shareholders' General Meeting convene shareholders' meetings and reporting report its work to the Shareholders' Meeting;</p> <p>(2) to implement resolutions of the Shareholders' General Meeting;</p> <p>(3) to determine the Bank's development strategy, and supervise its implementation;</p> <p>(4) to decide on the Bank's business plan, plans and investment plan and risk capital distribution plan of the Bank plans;</p> <p>(5) to prepare annual financial budget and final accounts of the Bank;</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>(6) to prepare profit distribution plan and plan for making up for losses of the Bank;</p> <p>(7) to prepare plans for the increase or decrease of the Bank's registered capital, capital replenishment plan, issuance of the Bank's convertible bonds, subordinated bonds, corporate bonds or other securities and listing;</p> <p>(8) to prepare plans for the Bank's major acquisition and repurchase of shares;</p> <p>(9) to prepare plans for share incentive plan and employee stock ownership plan;</p> <p>(10) to prepare plans for merger, division, dissolution, liquidation and change of corporate form of the Bank;</p> <p>(11) 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, external donations and data governance within the scope authorized by the Shareholders' General Meeting;</p> <p>(12) to decide on the establishment of the Bank's internal management departments;</p> <p>(13) to decide on the establishment of domestic tier-one branches, overseas branches, and domestic and overseas subsidiaries;</p> <p>(14) to appoint or remove president, chief audit officer and secretary to the Board of Directors, and determine their remuneration, reward and penalty;</p> <p>(15) to engage or remove vice presidents and other senior management members of the Bank (excluding chief audit officer and the secretary</p>	<p>(6) to prepare profit distribution plan and plan for making up for losses of the Bank;</p> <p>(7) to prepare plans for the increase or decrease of the Bank's registered capital, capital replenishment plan, and plans for the issuance and listing of the Bank's convertible bonds, subordinated bonds, corporate bonds or other marketable securities and listing;</p> <p>(8) to prepare plans for the Bank's major acquisition and repurchase of shares;</p> <p>(9) to prepare plans for share incentive plan and employee stock ownership plan;</p> <p>(10) to prepare plans for merger, division, dissolution, liquidation and change of corporate form of the Bank;</p> <p>(11) 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, external donations and data governance within the scope authorized by the Shareholders' General Meeting in accordance with laws, regulations, regulatory provisions and the Articles;</p> <p>(12) to decide on the establishment of the Bank's internal management departments;</p> <p>(13) to decide on the establishment of domestic tier-one branches, overseas branches, and domestic and overseas subsidiaries;</p> <p>(14) to appoint or remove president and other senior management members, chief audit officer and secretary to the Board of Directors, and determine their remuneration, reward and penalty;</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>to the Board of Directors) nominated by president, and decide on their remuneration, reward and penalty;</p> <p>(16) to formulate the Bank's basic management rules, and supervise the implementation of these rules;</p> <p>(17) to approve risk appetites, formulate risk management and internal control policies of the Bank, and assume the ultimate responsibilities for comprehensive risk management;</p> <p>(18) to propose the engagement or removal of accounting firm that conducts regular statutory audit on the financial reports of the Bank to the Shareholders' General Meeting;</p> <p>(19) to approve major related party transactions and make report to the Shareholders' General Meeting on the implementation of related party transaction management system and the status of related party transactions;</p> <p>(20) to listen to work reports of the Bank's senior management members, and supervise, check and assess their work and adopt an accountability system;</p> <p>(21) to assess and evaluate duty performance of the senior management members of the Bank;</p> <p>(22) to listen to work reports of chief audit officer or internal audit department of the Bank, and exam, supervise, access and evaluate internal audit work;</p> <p>(23) to regularly evaluate and continuously improve corporate governance of the Bank, and conduct a regular evaluation of the performance of the Board of Directors;</p>	<p>(15) to engage or remove vice presidents and other senior management members 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;</p> <p>(15) to formulate the Bank's basic management rules, and supervise the implementation of these rules;</p> <p>(16) to approve risk appetites, formulate risk management and internal control policies of the Bank, and assume the ultimate responsibilities for comprehensive risk management;</p> <p>(17) to propose the engagement or removal of accounting firm that conducts regular statutory audit on the financial reports of the Bank to the Shareholders' General Meeting Shareholders' Meeting;</p> <p>(18) to approve major related party transactions and make a special report to the Shareholders' Meeting on the overall status of related party transactions annuallymake report to the Shareholders' General Meeting on the implementation of related party transaction management system and the status of related party transactions;</p> <p>(19) to listen to work reports of the Bank's senior management members, and supervise, check and assess their work and adopt an accountability system;</p> <p>(20) to assess and evaluate duty performance of the senior management members of the Bank;</p> <p>(21) to listen to work reports of chief audit officer or internal audit department of the Bank, and exam, supervise, access and evaluate internal audit work;</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>(24) 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 policies, rules and measures of the Board of Directors;</p> <p>(25) to formulate the capital planning of the Bank, and assume the ultimate responsibility for capital or solvency management;</p> <p>(26) to formulate the policies on the management of accounting consolidation of the Bank and its affiliates, and supervise the implementation of such policies;</p> <p>(27) to be responsible for the information disclosure of the Bank, and assume the ultimate responsibility for the authenticity, accuracy, integrity and timeliness of the accounting and financial reports;</p> <p>(28) to determine the Bank's environmental, social and governance policies and objectives, to determine the Bank's development strategy for green finance and to supervise and assess the implementation of the strategy;</p> <p>(29) to determine the strategy, policy and objective for the Bank's consumer protection to safeguard the lawful rights and interests of financial consumers and other stakeholders;</p> <p>(30) to establish a mechanism to identify, review and manage the conflicts of interest between the Bank and its shareholders, especially the substantial shareholders;</p> <p>(31) to be responsible for the management of shareholders' affairs;</p>	<p>(22) to regularly evaluate and continuously improve corporate governance, risk management and internal control systems of the Bank, and conduct a regular evaluation of the performance of the Board of Directors in accordance with relevant provisions of the listing rules of the places where the Bank's shares are listed;</p> <p>(23) to formulate the amendments to the Articles, the <i>Procedural Rules for the 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 policies, rules and measures of the Board of Directors;</i></p> <p>(24) to formulate the capital planning of the Bank, and assume the ultimate responsibility for capital or solvency management;</p> <p>(25) to formulate the policies on the management of accounting consolidation of the Bank and its affiliates, and supervise the implementation of such policies;</p> <p>(26) to be responsible for the information disclosure of the Bank, and assume the ultimate responsibility for the authenticity, accuracy, integrity and timeliness of the accounting and financial reports;</p> <p>(27) to determine the Bank's environmental, social and governance policies and objectives, to determine the Bank's development strategy for green finance and to supervise and assess the implementation of the strategy;</p> <p>(28) to determine the strategy, policy and objective for the Bank's consumer protection and to safeguard the lawful rights and interests of financial consumers and other stakeholders;</p>

No.	Provisions before Amendments	Proposed Amendments
	(32) to exercise other functions and powers vested by laws, regulations, rules, and regulations of relevant regulatory authorities, and the Articles as well as those authorized by the Shareholders’ General Meeting.	<p>(29) to establish a mechanism to identify, review and manage the conflicts of interest between the Bank and its shareholders, especially the substantial shareholders;</p> <p>(30) to be responsible for the management of shareholders’ affairs;</p> <p>(31) to exercise other functions and powers vested stipulated by laws, regulations, rules, and regulations of relevant authorities, and regulatory provisions and the Articles as well as those authorized by the Shareholders’ General Meeting.</p>
150	<p>Article 132</p> <p>The Board of Directors shall listen to the opinions of the Party Committee before making decisions on major issues of the Bank.</p>	<p>(The relevant content has been consolidated into revised Article 59.)</p> <p>Article 132</p> <p>The Board of Directors shall listen to the opinions of the Party Committee before making decisions on major issues of the Bank.</p>
151	<p>Article 133</p> <p>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.</p> <p>For major equity investment, bond investment, asset acquisition, asset disposal, asset written-off, asset mortgage and other non-commercial banking business guarantees, relevant experts and professionals shall be organized to review these matters, and shall be reported to the Shareholders’ General Meeting for approval.</p>	<p>Article 146</p> <p>The authority of the Board of Directors to decide on equity investment, bond investment, asset acquisition, asset disposal, asset written-off, asset mortgage, other non-commercial banking business guarantees, and external donations and other matters by means of the Bank’s assets shall be decided by the Shareholders’ General Meeting. and †The Board of Directors shall establish strict examination and decision procedures for exercising the above authority.</p> <p>For major investment projects, 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</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>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 director(s) or president(s).</p> <p>The Board of Directors shall formulate specific authorization system, which shall become effective after being reported to and approved by the Shareholders' General Meeting.</p> <p>When disposing of fixed assets, if the expected value of the fixed assets to be disposed of plus total value of the fixed assets that have been disposed of four (4) months before such disposal proposal exceeds thirty-three percent (33%) of the fixed assets value in the latest balance sheet reviewed by the Shareholders' General Meeting, the Board of Directors shall not dispose of or approve the disposal of such fixed assets until it is approved by the Shareholders' General Meeting.</p> <p>The disposal of fixed assets referred to in this article includes the transfer of rights and interests of some assets, but excludes the provision of guarantee with fixed assets.</p> <p>The effectiveness of transaction conducted by the Bank to dispose of fixed assets shall not be affected by the violation of Clause 5 in this article.</p>	<p>shall be organized to review these matters, and these projects shall be reported to the Shareholders' General Meeting for approval.</p> <p>For equity investment, bond investment, asset acquisition, asset disposal, asset written-off, asset mortgage and other non-commercial banking business guarantees and external donations within the scope of authority of the Board of Directors up to a certain limit, the Board of Directors may grant limited authority to the chairman of Board of Directors, one or more director(s) or president of the Bank.</p> <p>The Board of Directors shall formulate specific authorization system for the foregoing authorizations, which shall become effective after being reported to and approved by the Shareholders' General Meeting.</p> <p>When disposing of fixed assets, if the expected value of the fixed assets to be disposed of plus total value of the fixed assets that have been disposed of four (4) months before such disposal proposal exceeds thirty three percent (33%) of the fixed assets value in the latest balance sheet reviewed by the Shareholders' General Meeting, the Board of Directors shall not dispose of or approve the disposal of such fixed assets until it is approved by the Shareholders' General Meeting.</p> <p>The disposal of fixed assets referred to in this article includes the transfer of rights and interests of some assets, but excludes the provision of guarantee with fixed assets.</p> <p>The effectiveness of transaction conducted by the Bank to dispose of fixed assets shall not be affected by the violation of Clause 5 in this article.</p>

No.	Provisions before Amendments	Proposed Amendments
152	<p>Article 135</p> <p>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.</p>	<p>Article 135</p> <p>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.</p>
153	<p>Article 136</p> <p>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.</p> <p>The Board of Directors shall notify supervisors to attend board meetings as non-voting attendees.</p>	<p>Article 136</p> <p>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.</p> <p>The Board of Directors shall notify supervisors to attend board meetings as non voting attendees.</p>
154	<p>Article 137</p> <p>The chairman of the Board of Directors shall exercise the following functions and powers:</p> <p>(1) to preside over the Shareholders’ General Meeting, and convene and preside over meeting of Board of Directors;</p> <p>(2) to ensure that all directors at the meetings of the Board of Directors are appropriately informed of current matters;</p> <p>(3) to ensure that directors can timely receive sufficient information and relevant information received is complete and reliable;</p> <p>(4) to supervise and inspect the implementation of resolutions of the Board of Directors;</p> <p>(5) to sign certificates of shares, bonds and others securities of the Bank;</p>	<p>Article 148</p> <p>The chairman of the Board of Directors shall perform exercise the following functions and powers duties:</p> <p>(1) to preside over the Shareholders’ General Meetingsshareholders’ meetings, and convene and preside over meetings of Board of Directors;</p> <p>(2) to ensure that all directors at the meetings of the Board of Directors are appropriately informed of current matters;</p> <p>(2) to ensure that directors can timely receive sufficient information and relevant information received is complete and reliable;</p> <p>(3) to supervise and inspect the implementation of resolutions of the Board of Directors;</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>(6) to sign important documents of the Board of Directors and other documents that shall be signed by legal representatives of the Bank;</p> <p>(7) to exercise other functions and powers of a legal representative;</p> <p>(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;</p> <p>(9) other functions and powers stipulated in relevant laws, regulations, rules and provisions of the securities regulatory authorities in the places where the Bank’s shares are listed or granted by the Board of Directors.</p> <p>When the chairman of the Board of Directors cannot or fails to perform his/her functions and powers, the vice chairman shall act on his/her behalf; when the vice chairman cannot or fails to perform his/her functions and powers, a director elected by more than half (1/2) of all the directors shall act on his/her behalf.</p>	<p>(4) to sign certificates of shares, bonds and other other marketable securities of the Bank;</p> <p>(5) to sign important documents of the Board of Directors and other documents that shall be signed by the legal representative of the Bank;</p> <p>(6) to exercise other functions and powers of a legal representative;</p> <p>(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;</p> <p>(7) other functions and powers stipulated by in relevant laws, regulations, rules and regulatory provisions provisions of the securities regulatory authorities in the places where the Bank’s shares are listed or granted by the Board of Directors.</p> <p>The vice chairman assists the chairman of the Board of Directors. When the chairman of the Board of Directors cannot or fails to perform his/her duties functions and powers, the vice chairman designated by the chairman or elected by more than half (1/2) of all the directors shall act on his/her behalf; when the vice chairman cannot or fails to perform his/her duties functions and powers, a director elected by more than half (1/2) of all the directors shall act on his/her behalf.</p>
155	<p>Article 138</p> <p>The meetings of Board of Directors shall include regular board meeting and interim board meeting.</p>	<p>Article 149</p> <p>The meetings of the Board of Directors shall include regular board meetings of the Board of Directors and interim board meetings of the Board of Directors.</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>The regular board meetings shall be convened by the chairman of the Board of Directors at least six (6) times a year. A written notice shall be delivered to all directors and supervisors fourteen (14) days prior to date of the regular board meeting. The cause shall be stated in the written notice.</p> <p>The chairman of the Board of Directors shall sign and deliver a notice on convening an interim board meeting within seven (7) working days, if:</p> <p>(1) the chairman of the Board of Directors considers it to be necessary;</p> <p>(2) when more than one third (1/3) of the directors propose to do so;</p> <p>(3) when the Board of Supervisors proposes to do so;</p> <p>(4) when more than two (2) Independent Directors propose to do so;</p> <p>(5) when the president of the Bank proposes to do so;</p> <p>(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.</p> <p>The Board of Directors office shall give a written notice to all directors and supervisors five (5) days before the convening of the interim board meeting. In case an interim board meeting shall be held as soon as possible under emergency, the meeting notice may be sent at any time by telephone or other oral means, but the convener shall make an explanation at the meeting</p>	<p>The regularboard meetings of the Board of Directors shall be convened by the chairman at least six (6) times a year. A written notice shall be delivered to all directors and supervisors fourteen (14) days prior to the regular board meetings of the Board of Directors. The cause shall be stated in the written notice.</p> <p>The interim meetings of the Board of Directors may be convened when the chairman of the Board of Directors thinks necessary. The chairman of the Board of Directors shall sign and deliver a notice on convening an interimboard meeting of the Board of Directors within seven (7) working days, if:</p> <p>(1) the chairman of the Board of Directors considers it to be necessary;</p> <p>(1) when more than one third (1/3) of the directors propose to do so convene the meetings of the Board of Directors;</p> <p>(2) when the Board of Supervisors Audit Committee proposes to do so convene the meetings of the Board of Directors;</p> <p>(3) when more than two (2) independent directors propose to do so convene the meetings of the Board of Directors;</p> <p>(4) when the president of the Bank proposes to do so convene the meetings of the Board of Directors;</p> <p>(5) when shareholders who individually or jointly hold more than ten percent (10%) of total issued and outstanding shares with voting rights of the Bank propose to do so convene the meetings of the Board of Directors in writing.</p>

No.	Provisions before Amendments	Proposed Amendments
		<p>The Bank Board of Directors office shall give a written notice to all directors and supervisors five (5) days before the convening of an interim board meeting of the Board of Directors. In case an interim board meeting of the Board of Directors 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.</p>
156	<p>Article 139</p> <p>A meeting of the Board of Directors may be held by means of on-site meeting or written proposals.</p>	<p>Article 151</p> <p>A meeting of the Board of Directors may be held by means of on-site meeting or written resolutions proposals.</p> <p>The Bank’s profit distribution plan, remuneration plan, equity investment, asset disposal plan, appointment or dismissal of senior management members, capital replenishment plan and other major matters shall not be considered or voted on at the meetings of the Board of Directors convened by way of written resolution. If laws, regulations and regulatory provisions provide otherwise, such provisions shall apply.</p>
157	<p>Article 140</p> <p>The notice of board meeting shall contain the following contents:</p> <p>(1) venue, date and time of the meeting;</p> <p>(2) duration of the meeting;</p> <p>(3) agenda, reason for holding the meeting, topics for discussion and relevant materials;</p> <p>(4) date of issuance of meeting notice;</p>	<p>Article 150</p> <p>The notice of board meetings of the Board of Directors shall contain the following contents:</p> <p>(1) venue, date and time of the meeting;</p> <p>(2) duration of the meeting;</p> <p>(3) agenda, reason for holding the meeting, topics for discussion and relevant materials;</p> <p>(4) date of issuance of meeting notice;</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>(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.</p> <p>The notice of board meeting shall be made in Chinese, and may be attached with an English translation if necessary.</p>	<p>(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 meetings of the Board of Directorsboard meeting.</p> <p>The notice of board meeting meetings of the Board of Directors shall be made in Chinese, and may be attached with an English translation if necessary.</p>
158	<p>Article 141</p> <p>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 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 unrelated to the matters to be discussed, attend the meeting. Independent Directors and their associates (as defined in the Hong Kong Listing Rules) who have no material interest with the transactions shall attend the board meeting.</p> <p>Every director shall have one voting right. Voting by show of hands or by ballot may be adopted at the board meeting.</p> <p>When negative votes equal affirmative votes, the chairman of the Board of Directors shall be entitled to one casting vote.</p>	<p>(Paragraph 1 of original Article 141 has been consolidated into Paragraph 4 of Article 155.)</p> <p>Article 153</p> <p>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 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 unrelated to the matters to be discussed, attend the meeting. Independent Directors and their associates (as defined in the Hong Kong Listing Rules) who have no material interest with the transactions shall attend the board meeting.</p> <p>Every director shall have one voting right.</p> <p>When negative votes equal affirmative votes, the chairman of the Board of Directors shall be entitled to one casting vote.</p>

No.	Provisions before Amendments	Proposed Amendments
		<p>Where a meeting of the Board of Directors is held by way of on-site meeting, it may Voting vote by show of hands, orally or by ballot may be adopted at the board meeting.</p> <p>(Original Article 143 has been updated and consolidated into this Article)</p> <p>Where a board meeting is convened by way of a meeting of the Board of Directors is held by way of written proposal, resolution, the resolution shall be adopted by way of separate delivery or circulation for consideration. Directors shall clearly indicate their agreement, disagreement or abstention. The notice of the meeting shall indicate the final deadline for voting, provided that such final deadline for voting stipulated in the notice shall not be shorter than five (5) days from the date of dispatch of the notice. A director who votes earlier shall be deemed to have waived the time requirement set forth in the notice.</p>
159	<p>Article 142</p> <p>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:</p> <ul style="list-style-type: none"> (1) profit distribution plan; (2) capital replenishment plan; (3) repurchase of the Bank’s shares; (4) issuance of convertible bonds of the Bank; (5) issuance of subordinated bonds of the Bank; 	<p>Article 154</p> <p>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:</p> <ul style="list-style-type: none"> (1) profit distribution plan; (2) capital replenishment plan; (3) repurchase of the Bank’s shares; (4) issuance of convertible bonds of the Bank; (5) issuance of subordinated bonds of the Bank;

APPENDIX I

**COMPARATIVE TABLE OF THE AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

No.	Provisions before Amendments	Proposed Amendments
	<p>(6) issuance of corporate bonds or other negotiable securities and listing plans;</p> <p>(7) major investment;</p> <p>(8) plans for major asset acquisition, asset disposal and asset written-off;</p> <p>(9) remuneration plan;</p> <p>(10) engagement or removal of senior management members of the Bank, and determination of their remuneration;</p> <p>(11) change of the Bank’s registered capital;</p> <p>(12) plans of merger, division, dissolution, and liquidation of the Bank;</p> <p>(13) annual budget and final accounts of the Bank;</p> <p>(14) appointment, removal or renewal of accounting firm that conducts regular statutory audit on the financial reports of the Bank;</p> <p>(15) authorization management measures of the Board of Directors to president of the Bank;</p> <p>(16) revision of the Articles;</p> <p>(17) 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;</p> <p>(18) 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</p>	<p>(4) issuance of corporate negotiable marketable bonds or other securities and listing plans;</p> <p>(7) major investment;</p> <p>(5) plans for equity investment, major-asset acquisition, asset disposal and asset written-off;</p> <p>(6) remuneration plan;</p> <p>(7) engagement or removal of senior management members of the Bank, and determination of their remuneration;</p> <p>(8) change of the Bank’s registered capital;</p> <p>(9) plans of merger, division, dissolution, and liquidation of the Bank;</p> <p>(10) annual budget and final accounts of the Bank;</p> <p>(11) appointment, or removal or renewal of accounting firm that conducts regular statutory audit on the financial reports of the Bank;</p> <p>(12) authorization management measures of the Board of Directors to president of the Bank;</p> <p>(13) revision of the Articles;</p> <p>(14) 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;</p> <p>(15) other matters considered by the Board of Directors by an ordinary resolution that will have material impact on the Bank and require the adoption by a special resolution, or matters that require the adoption by a special</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>securities regulatory authorities in the places where the Bank's shares are listed.</p> <p>The Board of Directors shall approve major related party transactions upon approval by more than two thirds (2/3) of the non-related directors.</p>	<p>resolutions in accordance with laws, regulations and regulatory provisions relevant provisions of the securities regulatory authorities in the places where the Bank's shares are listed.</p> <p>(Consolidated into revised Article 155.)</p> <p>The Board of Directors shall approve major related party transactions upon approval by more than two thirds (2/3) of the non-related directors.</p>
160	<p>Article 143</p> <p>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 has been agreed by directors with signatures to the secretary to the Board of Directors.</p>	<p>(Consolidated into Paragraph 3 of revised Article 153.)</p> <p>Article 143</p> <p>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 has been agreed by directors with signatures to the secretary to the Board of Directors.</p>
161	<p>Article 144</p> <p>In case directors have 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 two thirds (2/3) of the directors unrelated to the matters agree.</p> <p>In case a director has 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. When the Board of Directors is deciding whether to approve the said matter, such director shall not be counted into the</p>	<p>Article 155</p> <p>In case a director has conflict of interests in the matters any related party relationship with the matter to be discussed by the Board of Directors, such director shall promptly report the situation in writing to the Board of Directors.</p> <p>In case a director has conflict of interests in the matter to be discussed by the Board of Directors, this director The director who has any related party relationship with the relevant matter shall withdraw from considering such matter and leave the meeting place temporarily by the Board of Directors.</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>quorum of the meeting.</p> <p>In case less than three (3) directors unrelated to 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 unrelated to the matter.</p> <p>Resolutions made by the Board of Directors on matters within the authority of Shareholders' General Meeting shall not be implemented before being reported to the Shareholders' General Meeting and approved by resolution.</p>	<p>He/she may neither vote on the matter nor exercise his/her voting rights on behalf of other directors. The meetings of the Board of Directors shall be convened with the attendance of more than half (1/2) of the directors without any related party relationship. The resolution for approving such matter shall be adopted by more than two thirds (2/3) of the directors unrelated to the matters agree. When the Board of Directors is deciding whether to approve the resolution on the said matter, such related director shall not be counted into the quorum of the meeting.</p> <p>In case less than three (3) directors unrelated to the matter are present at the board meeting meetings of the Board of Directors, the Board of Directors shall make a resolution to present the proposal to the Shareholders' General Meeting shareholders' meetings for consideration, and shall submit such proposal on a timely basis. Such resolution shall outline the consideration of the Board of Directors on the proposal, and record the opinions on the proposal from directors unrelated to 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.</p> <p>(Paragraph 1 of original Article 141 has been moved here.)</p> <p><u>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 of the Board of Directors for such matters, and the</u></p>

No.	Provisions before Amendments	Proposed Amendments
		<p><u>meeting shall only be held when more than half (1/2) of the directors unrelated to having no material conflict of interests with the matters to be discussed, attend the meeting. Independent Directors and their associates (as defined in the Hong Kong Listing Rules) who have no material interest with the transactions shall attend the board meetings of the Board of Directors.</u></p> <p>(Paragraph 2 of original Article 218 has been moved here.)</p> <p><u>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 Hong Kong Listing Rules) has material interest, and such director shall not be counted into the quorum of the meeting.</u></p>
162	<p>Article 145</p> <p>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, but an Independent Director may only entrust another Independent Director to attend the meeting on his/her behalf. The power of attorney shall specify the proxy's name, entrusted matters, the scope of authority and the valid term, and shall be affixed with the signature or seal of the entrustor.</p> <p>The director who attends the meeting of the Board of Directors on behalf of another director shall exercise the right of the 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.</p>	<p>Article 156</p> <p>Directors shall attend the board meeting meetings of the Board of Directors 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, but an independent director may only entrust another independent director to attend the meeting on his/her behalf, if he/she cannot attend the meeting in person due to some reason. 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. A director shall, in principle, accept entrustment from a maximum of two (2) directors who cannot attend the meeting in person. When considering matters of related party transactions, an unrelated director may not entrust a related director to attend the meeting on his/her behalf.</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>Directors shall attend at least two thirds (2/3) of on-site meetings of the Board of Directors in person during a year. If a director fails to attend more than two thirds (2/3) of total board meetings in person during the year or neither attends the meeting in person nor entrusts other directors to attend the meeting for two (2) consecutive times and if an Independent Director fails to attend the board meetings in person for three (3) consecutive times, such director shall be deemed to have failed 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.</p> <p>The expenses arising from directors' attendance of meeting of the Board of Directors shall be paid by the Bank, including transportation expenses from director's domicile to meeting site, local transportation expenses and accommodation expenses during the meeting.</p> <p>The rental expenses incurred for the meeting site and other expenses shall be paid by the Bank.</p>	<p>The director who attends the meetings 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 meetings of the Board of Directors nor entrusts a proxy to be present on his/her behalf, he/she shall be deemed to have given up his/her voting rights at that meeting.</p> <p>Directors shall attend at least two thirds (2/3) of on-site meetings of the Board of Directors in person during a year. If a director fails to attend more than two thirds (2/3) of total board meetings of the Board of Directors in person during the year or neither attends the meeting in person nor entrusts other directors to attend the meeting for two (2) consecutive times and if an independent director fails to attend the board meetings of the Board of Directors in person for three (3) consecutive times, such director shall be deemed to have failed to perform his/her duties, and the Board of Directors, the Board of Supervisors Audit Committee or shareholders who individually or jointly hold more than three one percent (31%) of the total issued and outstanding voting shares in of the Bank shall propose the Shareholders' General Meeting to remove and replace such director.</p> <p>The expenses arising from directors' attendance of meeting of the Board of Directors shall be paid by the Bank, including transportation expenses from director's domicile to meeting site, local transportation expenses and accommodation expenses during the meeting.</p> <p>The rental expenses incurred for the meeting site and other expenses shall be paid by the Bank.</p>

No.	Provisions before Amendments	Proposed Amendments
163	<p data-bbox="277 336 411 363">Article 146</p> <p data-bbox="277 412 823 1038">Minutes of the board meetings shall be made in Chinese for the matters discussed at such on-site 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 meetings. If any resolution of the Board of Directors violates any laws, regulations, rules, the 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.</p> <p data-bbox="277 1087 823 1151">The minutes of board meeting shall contain the following contents:</p> <p data-bbox="277 1200 823 1264">(1) date and place of the meeting as well as names of the convener and chairperson;</p> <p data-bbox="277 1312 823 1412">(2) names of directors who attend the meeting, directors who entrust other persons to attend the meeting and their proxies;</p> <p data-bbox="277 1423 587 1451">(3) agenda of the meeting;</p> <p data-bbox="277 1500 823 1676">(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);</p> <p data-bbox="277 1725 823 1902">(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).</p>	<p data-bbox="845 336 1246 363">Paragraphs 1 to 3 of Article 157</p> <p data-bbox="845 412 1391 666">Minutes of the board meetings of the Board of Directors shall be made in Chinese for the matters discussed considered at such on-site meetings. the meetings, and the minutes shall be truthful, accurate and complete. Directors present at the meeting and the recorder shall sign their names on the minutes.</p> <p data-bbox="845 715 1391 815">The minutes of board meeting meetings of the Board of Directors shall contain the following contents:</p> <p data-bbox="845 863 1391 927">(1) date and place of the meeting as well as names of the convener and chairperson;</p> <p data-bbox="845 976 1391 1076">(2) names of directors who attend the meeting, directors who entrust other persons to attend the meeting and their proxies;</p> <p data-bbox="845 1125 1155 1153">(3) agenda of the meeting;</p> <p data-bbox="845 1202 1391 1527">(4) key points of directors' speeches, including any doubt or objection raised by any director (for meeting held by means of written proposal, written feedback from directors shall prevail);</p> <p data-bbox="845 1576 1391 1640">(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).</p> <p data-bbox="845 1689 1391 1942">Directors shall be responsible for the resolutions of board meetings of the Board of Directors. If any resolution of the Board of Directors violates any laws, regulations, rules, administrative regulations or the Articles, or resolutions made by Shareholders General Meeting shareholders' meetings 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</p>

No.	Provisions before Amendments	Proposed Amendments
		the directors who are certified by the meeting minutes as having expressed their opposition to such resolution when they were put to vote shall not be liable for the losses.
164	<p>Article 147</p> <p>The minutes of the board meetings shall be kept as archives of the Bank by the secretary to the Board of Directors.</p>	<p>(Original Article 147 has been updated and consolidated into this Article.)</p> <p>Paragraph 4 of Article 157</p> <p><u>The minutes of the board meetings of the Board of Directors are important records of the Bank and shall be kept in a safe place for a permanent period of time shall be kept as archives of the Bank by the secretary to the Board of Directors.</u></p>
165	<p>Article 148</p> <p>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 securities regulatory authorities in the places where the Bank's shares are listed.</p>	<p>(Original Article 148 has been updated and consolidated into this Article.)</p> <p>Paragraph 5 of Article 157</p> <p><u>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 securities authorities in the places where the Bank's shares are listed-regulatory provisions.</u></p>
/		<p>(Newly added section heading)</p> <p>(The contents of original Chapter 14 "Special Committees of the Board of Directors" have been consolidated into Section 4 of this Chapter.)</p> <p>Section 4 Special Committees of the Board of Directors</p>
166	<p>Article 158</p> <p>The Board of Directors of the Bank shall have the Strategy Development Committee, the Audit Committee, the Risk Management Committee,</p>	<p>Article 159</p> <p>The Board of Directors of the Bank shall have the Strategy Development Committee, the Audit Committee, the Risk Management Committee,</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>the Nomination and Remuneration Committee, and the Related Party Transaction, Social Responsibility and Consumer Protection Committee. The Board of Directors may set up other special committees whenever necessary or make adjustments to the aforesaid special committees. Special committees of 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 cooperation. Special committees of the Board of Directors shall establish a follow-up implementation mechanism to ensure the implementation of professional opinions and requirements of the committees.</p>	<p>the Nomination and Remuneration Committee, and the Related Party Transaction, Social Responsibility and Consumer Protection Committee and other special committees. The Board of Directors may set up other special committees whenever necessary or make adjustments to the aforesaid special committees. Special committees of the Board of Directors shall be responsible to and report to the Board of Directors, and assist the Board of Directors in performing its perform their duties and powers according to the authorization of the Board of Directors. Special committees shall maintain communication and cooperation. laws, regulations and regulatory provisions as well as the Articles. Special committees of the Board of Directors shall establish a follow-up implementation mechanism to ensure the implementation of professional opinions and requirements of the committees.</p>
167	<p>Article 159</p> <p>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.</p> <p>Main duties and powers of the Strategy Development Committee are:</p> <p>(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;</p> <p>(2) to examine the Bank's annual operation plan and fixed assets investment budget, and submit them to the Board of Directors for consideration;</p> <p>(3) to examine the report on implementation of annual operation plan and fixed assets</p>	<p>Article 160</p> <p>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.</p> <p>Main duties and powers of the Strategy Development Committee are:</p> <p>(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;</p> <p>(2) to examine the Bank's annual operation business plan and fixed assets budget investment plan, and submit them to the Board of Directors for consideration;</p> <p>(3) to examine the report on implementation of annual operation business plan and fixed assets</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>investment budget;</p> <p>(4) to evaluate coordinative development of various businesses, and provide suggestions to the Board of Directors;</p> <p>(5) to examine significant organisational adjustment and institutional layout plan, and provide suggestions to the Board of Directors;</p> <p>(6) to examine major investment and financing plan of the Bank, and provide suggestions to the Board of Directors;</p> <p>(7) other duties and powers authorized by the Board of Directors.</p>	<p>budget investment plan;</p> <p>(4) to evaluate coordinative development of various businesses, and provide suggestions to the Board of Directors;</p> <p>(4) to examine significant organizational adjustment and institutional layout plan, and provide suggestions to the Board of Directors;</p> <p>(5) to examine major investment and financing plan of the Bank, and provide suggestions to the Board of Directors;</p> <p>(7) other duties and powers authorized by the Board of Directors.</p> <p>(6) to examine basic IT architecture plan of the Bank, and provide suggestions to the Board of Directors;</p> <p>(7) to examine the Bank’s policies on the assessment and management of capital adequacy ratio;</p> <p>(8) other duties stipulated by laws, regulations, regulatory provisions and the Articles.</p>
168	<p>Article 160</p> <p>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. Members of the Audit Committee shall have professional knowledge and work experience in one of the following areas: finance, auditing, accounting or law, and at least one (1) Independent Director shall have appropriate professional qualification or specialize in accounting or financial management.</p>	<p>Article 161</p> <p>The Audit Committee shall consist of at least five (5) directors, The Audit Committee and shall only be composed of non-executive directors, and Independent Directors shall account for majority of the committee with a majority of independent directors. Members of the Audit Committee shall have expertise and work experience in one of the following areas: finance, auditing, accounting, law, etc., and at least one (1) Independent Director shall have appropriate professional qualification or</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>The chairman of the Audit Committee shall work at the Bank for no less than twenty (20) working days every year.</p> <p>Main duties and powers of the Audit Committee are:</p> <p>(1) to supervise financial reports of the Bank, and examine the Bank’s accounting information and disclosure of its major events;</p>	<p>specialize in accounting or financial management. Employee director may serve as member of the Audit Committee.</p> <p>The chairman of the Audit Committee shall be assumed by an Independent Director independent director who is an accounting professional. The chairman of the Audit Committee shall work at the Bank for no less than twenty (20) working days every year.</p>
169	<p>(2) to supervise and evaluate internal control of the Bank;</p> <p>(3) to supervise and evaluate internal audit of the Bank;</p> <p>(4) to supervise and evaluate external audit of the Bank, propose to the Board of Directors on engagement or removal of an accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis, and be responsible for the communication and coordination between internal auditors and external auditors;</p> <p>(5) to pay attention to possible misconduct in financial reporting, internal control or other areas;</p> <p>(6) to report its work to the Board of Directors, and maintain communication and cooperation with other special committees;</p> <p>(7) other duties and powers authorized by the Board of Directors.</p>	<p>Article 162</p> <p>Main duties and powers of the Audit Committee are:</p> <p>(1) to check the Bank’s finances supervise financial reports of the Bank, and examine the Bank’s accounting information, and review the Bank’s financial information and its disclosure of its major events;</p> <p>(2) to supervise and evaluate internal control of the Bank;</p> <p>(3) to supervise and evaluate internal audit of the Bank;</p> <p>(4) to supervise and evaluate external audit of the Bank, propose to the Board of Directors the appointment or removal of the accounting firm that conducts regular statutory audit on the financial reports of the Bank, and facilitate communication and coordination between external and internal auditors;</p> <p>(5) to pay attention to monitor possible misconduct in financial reporting, internal control or other areas;</p> <p>(6) to report its work to the Board of Directors, and maintain communication and cooperation with other special committees;</p>

No.	Provisions before Amendments	Proposed Amendments
		<p>(7) other duties and powers authorized by the Board of Directors.</p> <p>(6) to supervise the conduct of directors and senior management members in performing their duties;</p> <p>(7) to require directors and senior management members to correct their actions that harm the interests of the Bank;</p> <p>(8) to propose the removal of or to file a lawsuit against directors and senior management members who violate laws, administrative regulations, the Articles, or resolutions of the shareholders' meeting;</p> <p>(9) other duties stipulated by laws, regulations and regulatory provisions as well as the Articles.</p>
170		<p>(Newly added article) Article 163</p> <p>The resolutions made by the Audit Committee by independently exercising the powers and functions in accordance with laws, regulations, regulatory provisions and the Articles do not need to be submitted to the Board of Directors for consideration and approval.</p> <p>The following matters shall be submitted to the Board of Directors for consideration after the approval of the Audit Committee by more than half (1/2) of its members:</p> <p>(1) the financial information disclosed in the financial and accounting reports and periodic reports, as well as internal control evaluation reports;</p>

No.	Provisions before Amendments	Proposed Amendments
		<p>(2) the appointment or dismissal of the accounting firm that conducts regular statutory audit on the Bank's financial reports;</p> <p>(3) the appointment or dismissal of the Bank's person in charge of finance;</p> <p>(4) changes in accounting policies, changes in accounting estimates, or corrections of material accounting errors made for reasons other than changes in accounting standards;</p> <p>(5) other matters stipulated by laws, regulations and regulatory provisions as well as the Articles.</p>
171		<p>(Newly added article)</p> <p>Article 164</p> <p>The Audit Committee shall hold at least one (1) meeting per quarter, which shall be held with the attendance of more than two thirds (2/3) of the members.</p> <p>The meeting of the Audit Committee shall conduct a full discussion of the matters under consideration and form a tentative opinion. When the meeting votes on the matters under consideration, each committee member shall have one (1) vote. Resolutions adopted at the meeting must be approved by more than half (1/2) of all the committee members.</p> <p>The procedural rules and voting procedures of the Audit Committee shall be specified in the terms of reference of the committee established by the Board of Directors, except as provided in the Articles.</p>

No.	Provisions before Amendments	Proposed Amendments
172	<p data-bbox="277 336 408 363">Article 161</p> <p data-bbox="277 412 823 591">The Risk Management Committee shall consist of at least three (3) directors, and Independent Directors shall account for not less than one third (1/3) of the committee members in principle.</p> <p data-bbox="277 640 823 740">The chairman of the Risk Management Committee shall work at the Bank for no less than twenty (20) working days every year.</p> <p data-bbox="277 789 823 853">Main duties and powers of the Risk Management Committee are:</p> <p data-bbox="277 902 823 1044">(1) to examine the Bank's risk management policies according to the overall strategy of the Bank, and supervise and evaluate implementation and effect of these polices;</p> <p data-bbox="277 1093 823 1193">(2) to continuously supervise and review the effectiveness of the Bank's risk management system;</p> <p data-bbox="277 1200 823 1264">(3) to guide the building of risk management system of the Bank;</p> <p data-bbox="277 1312 823 1455">(4) to supervise and evaluate the setting, organisation, work procedures and effect of risk management departments, and make recommendations for improvement;</p> <p data-bbox="277 1504 823 1647">(5) to review the Bank's risk report, carry out regular evaluation on the Bank's risk, and give opinions on the improvement of the Bank's risk management;</p> <p data-bbox="277 1696 823 1796">(6) to evaluate relevant work of the senior management of the Bank in charge of risk management;</p> <p data-bbox="277 1844 823 1944">(7) to supervise the compliance of core businesses, management systems and major operation activities of the Bank;</p>	<p data-bbox="845 336 983 363">Article 165</p> <p data-bbox="845 412 1391 591">The Risk Management Committee shall consist of at least three (3) directors, and Independent Directors shall account for not less than one third (1/3) of the committee members in principle.</p> <p data-bbox="845 640 1391 740">The chairman of the Risk Management Committee shall work at the Bank for no less than twenty (20) working days every year.</p> <p data-bbox="845 789 1391 853">Main duties and powers of the Risk Management Committee are:</p> <p data-bbox="845 902 1391 1081">(1) to examine the Bank's risk management policies and risk appetite according to the overall strategy of the Bank, and supervise and evaluate implementation and effect of these policies;</p> <p data-bbox="845 1129 1391 1229">(2) to continuously supervise and review the effectiveness of the Bank's risk management system;</p> <p data-bbox="845 1278 1391 1342">(3) to guide the building of risk management system of the Bank;</p> <p data-bbox="845 1391 1391 1534">(4) to supervise and evaluate the setting, organization, work procedures and effect of risk management departments, and make recommendations for improvement;</p> <p data-bbox="845 1583 1391 1944">(5) to review the Bank's risk report, carry out regular evaluation on the Bank's risks, such as credit risk, market risk, liquidity risk, operational risk, country risk, interest rate risk in the banking book, reputational risk, strategy risk, information technology risk and model risk, supervise the Bank's climate-related risks and opportunity management, and give opinions on the improvement of the Bank's risk management;</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>(8) to perform the duties and powers of the US Risk Management Committee;</p> <p>(9) other duties and powers authorized by the Board of Directors.</p>	<p>(6) to evaluate the relevant work of senior management of the Bank in charge of risk management;</p> <p>(7) to supervise the compliance of core businesses, management systems and major operation activities of the Bank;</p> <p>(8) to perform the duties and powers of the US Risk Management Committee concurrently;</p> <p>(9) other duties and powers stipulated by laws, regulations, regulatory provisions and the Articles other duties and powers authorized by the Board of Directors.</p>
173	<p>Article 162</p> <p>The Nomination and Remuneration Committee shall consist of at least five (5) directors, and the chairman shall be assumed by an Independent Director. Independent Directors shall account for majority of the committee.</p> <p>Main duties and powers of the Nomination and Remuneration Committee are:</p> <p>(1) to organize the formulation of standards and procedures for the election of directors and senior management members of the Bank, and submit the proposed procedures and standards to the Board of Directors for approval;</p> <p>(2) to propose to the Board of Directors on candidates for directors, president, chief audit officer and the secretary to the Board of Directors;</p> <p>(3) to propose to the Board of Directors on candidates for members of special committees of the Board of Directors;</p> <p>(4) to review the candidates for senior management members of the Bank nominated by president and make suggestions to the Board of Directors;</p>	<p>Article 166</p> <p>The Nomination and Remuneration Committee shall consist of at least five (5) directors, and the chairman shall be assumed by an Independent Director. Independent Directors shall account for majority of the committee.</p> <p>Main duties and powers of the Nomination and Remuneration Committee are:</p> <p>(1) to organize the formulation of standards and procedures for the election of directors and senior management members of the Bank, and submit the proposed procedures and standards to the Board of Directors for approval decision;</p> <p>(2) to propose to the Board of Directors on candidates for directors, president, chief audit officer and the secretary to the Board of Directors to select and review candidates for directors and senior management members as well as their appointment qualifications;</p> <p>(3) to make suggestions to the Board of Directors on the nomination or appointment/removal of directors as well as the appointment or removal of senior management members;</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>(5) to listen to development plans for the senior management members and fostering plans for the key backup talents;</p> <p>(6) to review the Bank’s remuneration management policy submitted by the president, and submit it to the Board of Directors for decision;</p> <p>(7) to organize the preparation of performance evaluation methods for directors and remuneration distribution methods for directors, and submit them to the Board of Directors for review;</p> <p>(8) to organize the preparation of performance evaluation methods and remuneration distribution methods for the senior management members of the Bank, and submit them to the Board of Directors for decision;</p> <p>(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;</p> <p>(10) to organize performance evaluation for the senior management members of the Bank, make suggestions on remuneration distribution plan for the senior management members of the Bank, and submit it to the Board of Directors for decision;</p> <p>(11) to supervise the implementation of the Bank’s performance evaluation policy and remuneration policy;</p> <p>(12) other responsibilities authorized by the Board of Directors.</p>	<p>(4) to propose to the Board of Directors on candidates for members of special committees of the Board of Directors;</p> <p>(4) to review the candidates for senior management members of the Bank nominated by president and make suggestions to the Board of Directors;</p> <p>(5) to listen to development plans for the senior management members and fostering plans for the key backup talents;</p> <p>(6) to review the Bank’s remuneration management policy submit by the president, and submit it to the Board of Directors for decision;</p> <p>(7) to organize the preparation of performance evaluation methods for directors and remuneration distribution methods plans for directors, and submit them to the Board of Directors for review;</p> <p>(8) to organize the preparation of performance evaluation methods and remuneration distribution methods plans for the senior management members of the Bank, and submit them to the Board of Directors for decision;</p> <p>(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;</p> <p>(10) to organize performance evaluation for the senior management members of the Bank, make suggestions on remuneration distribution plan for the senior management members of the Bank, and submit it to the Board of Directors for decision;</p>

No.	Provisions before Amendments	Proposed Amendments
		<p>(11) to supervise the implementation of the Bank's performance evaluation policy and remuneration policy;</p> <p>(12) other responsibilities authorized duties and powers stipulated by laws, regulations, regulatory provisions and the Articles by the Board of Directors.</p> <p>Where the Board of Directors does not adopt or does not fully adopt the recommendations of the Nomination and Remuneration Committee, it shall record the opinion of the committee and the specific reasons for its non-adoption in the resolution of the Board of Directors and disclose the same.</p>
174	<p>Article 163</p> <p>The Related Party Transaction, Social Responsibility and Consumer Protection Committee shall consist of at least three (3) directors, and the chairman of the Related Party Transaction, Social Responsibility and Consumer Protection Committee shall be assumed by an Independent Director. Independent Directors shall account for not less than one third (1/3) of the members of the Related Party Transaction, Social Responsibility and Consumer Protection Committee in principle.</p> <p>The chairman of the Related Party Transaction, Social Responsibility and Consumer Protection Committee shall work at the Bank for no less than twenty (20) working days every year.</p> <p>The Related Party Transaction, Social Responsibility and Consumer Protection Committee shall apply a withdrawal system in discussion.</p> <p>Main duties and powers of the Related Party Transaction, Social Responsibility and Consumer Protection Committee include:</p>	<p>Article 167</p> <p>The Related Party Transaction, Social Responsibility and Consumer Protection Committee shall consist of at least three (3) directors, and the chairman of the Related Party Transaction, Social Responsibility and Consumer Protection Committee shall be assumed by an independent director. Independent directors shall account for not less than one third (1/3) of the members of the Related Party Transaction, Social Responsibility and Consumer Protection Committee in principle.</p> <p>The chairman of the Related Party Transaction, Social Responsibility and Consumer Protection Committee shall work at the Bank for no less than twenty (20) working days every year.</p> <p>The Related Party Transaction, Social Responsibility and Consumer Protection Committee shall apply a withdrawal system in discussion.</p> <p>Main duties and powers of the Related Party Transaction, Social Responsibility and Consumer Protection Committee include:</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>(1) taking charge of the management, review and risk control of related party transactions in accordance with laws, regulations, rules and the Articles, and paying attention to compliance, fairness and necessity of related party transactions;</p> <p>(2) accepting filing of general related party transactions, reviewing material related party transactions and submitting them to the Board of Directors for approval;</p> <p>(3) studying and preparing the Bank’s social responsibility strategy and policy;</p> <p>(4) supervising, inspecting and assessing the Bank’s performance of social responsibilities, and guiding and supervising the preparation of Corporate Social Responsibility report;</p> <p>(5) studying and preparing environmental, social and governance management policies and strategies, tracking and assessing progress on a regular basis, and guiding and monitoring the disclosure of relevant information;</p> <p>(6) studying and preparing the Bank’s green finance strategy, and supervising and evaluating the implementation of the green finance strategy;</p> <p>(7) supervising and guiding the management in promoting the work related to inclusive finance;</p> <p>(8) guiding and supervising the establishment and improvement of the management policy system of consumer protection, urging the senior management to implement relevant work, guiding the disclosure of material information of consumer protection and fulfilling other management duties for consumer protection required by laws, regulations and regulatory authorities;</p>	<p>(1) to takeing taking charge of the management, review and risk control of related party transactions in accordance with laws, regulations, rules and regulatory provisions as well as the Articles, and pay extra attention to compliance, fairness and necessity of related party transactions;</p> <p>(2) to accepting accepting filing of general related party transactions, review material related party transactions and submit them to the Board of Directors for approval;</p> <p>(3) to studying studying and prepare the Bank’s social responsibility strategy and policy;</p> <p>(4) to superviseing supervising, inspect and assess the Bank’s performance of social responsibilities, and guide and supervise the preparation of Corporate Social Responsibility the sustainability report;</p> <p>(5) to studying studying and prepare environmental, social and governance management policies and strategies, track and assess progress on a regular basis, and guide and monitor the disclosure of relevant information;</p> <p>(6) to studying studying and prepare the Bank’s green finance strategy, and supervise and evaluate the implementation of the green finance strategy;</p> <p>(7) to superviseing supervising and guide the management in promoting the work related to inclusive finance;</p> <p>(8) to guideing guiding and superviseing supervising the establishment and improvement of the management policy system of consumer protection, urge the senior management to implement relevant work, guide the disclosure of material information of consumer protection</p>

No.	Provisions before Amendments	Proposed Amendments
	(9) other responsibilities authorized by the Board of Directors.	and fulfill other management duties for consumer protection required by laws, regulations and regulatory authorities provisions ; (9) other responsibilities authorized duties and powers stipulated by laws, regulations, regulatory provisions, and the Board of Directors Articles.
/	Chapter 16 Senior Management	(The contents of original Chapter 15 “Secretary to the Board of Directors” and Chapter 18 “Qualifications and Obligations of Directors, Supervisors, President, and Other Senior Management” have been consolidated into revised Chapter 8 “Senior Management Members”.) Chapter 8 Senior Management Members
175	<p>Article 167, paragraphs 1 to 3</p> <p>The Bank shall have one (1) president, several vice presidents and, if necessary, chief financial officer, chief risk officer, chief information officer, chief audit officer, business controller and other senior management members of the Bank. Chief financial officer, chief risk officer and chief information officer may be assumed by vice presidents.</p> <p>The Bank shall have one (1) secretary to the Board of Directors, who shall be a senior management member of the Bank and may be assumed by a vice president.</p> <p>President, vice presidents and other senior management members 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.</p>	<p>Article 168</p> <p>The Bank shall have one (1) president, several vice presidents, chief compliance officer and, if necessary, chief financial officer, chief risk officer, chief information officer, chief audit officer, business controller and other senior management members of the Bank. Chief compliance officer may be assumed by the president or other eligible senior management member concurrently, and Chief financial officer, chief risk officer and chief information officer may be assumed by vice presidents concurrently.</p> <p>The Bank shall have one (1) secretary to the Board of Directors, <u>who shall be accountable to the Board of Directors</u> who shall be a senior management member of the Bank and may be assumed by a vice president. <u>The secretary to the Board of Directors shall, in principle, be assumed by a specially-appointed person. A director or a senior management member may serve concurrently as the secretary to the Board</u></p>

No.	Provisions before Amendments	Proposed Amendments
		<p><u>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.</u></p> <p>President, vice presidents and other senior management members 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.</p> <p>A person who holds an executive position other than director or supervisor in the Bank’s controlling shareholder shall not serve as a senior management member of the Bank.</p> <p>The provisions regarding situations in which persons shall not act as directors, as specified in the Articles, shall also apply to senior management members.</p>
176	<p>Article 167, paragraphs 4 to 5</p> <p>The senior management members of the Bank shall be appointed according to relevant laws, regulations and the Articles. Any organization or individual shall not intervene in normal appointment procedures for the senior management members of the Bank. The Bank shall select senior management members including president and vice presidents through various means in an open and transparent way. The Bank shall sign employment contracts with the senior management members of the Bank.</p> <p>The qualification of president, vice presidents and other senior management members of the Bank shall be reported to the banking regulatory institution of the State Council for review and approval.</p>	<p>(Original Articles 165 and 167 have been updated and consolidated into this Article.)</p> <p>Article 169</p> <p><u>President, vice presidents and other senior management members shall be appointed or dismissed by the Board of Directors. The secretary to the Board of Directors shall be nominated by the chairman and appointed by the Board of Directors.</u></p> <p>The senior management members shall be appointed according to relevant laws, regulations and regulatory provisions as well as the Articles. Any organization or individual shall not intervene in normal appointment procedures for the senior management members of the Bank. The Bank shall select senior management members including president and vice presidents through various means in an open and transparent way. The</p>

No.	Provisions before Amendments	Proposed Amendments
		<p>Bank shall sign employment contracts with the senior management members of the Bank. Senior management members only receive salaries from the Bank and the controlling shareholders shall not pay salaries on behalf of the Bank.</p> <p>The qualification of president, vice presidents and other Senior management members of the Bank shall be reported to are subject to the approval of appointment qualifications by the banking regulatory institution of the State Council for review and approval, or shall be reported as required by laws, regulations and regulatory provisions. The specific scope of personnel to whom such provisions apply shall be determined in accordance with the administrative approval provisions of the regulatory authorities.</p>
177	<p>Article 168</p> <p>The term of office of president shall be three (3) years. President may serve consecutive terms if re-elected.</p>	<p>Article 168</p> <p>The term of office of president shall be three (3) years. President may serve consecutive terms if re-elected.</p>
178	<p>Article 169</p> <p>President shall be responsible to the Board of Directors and shall perform the following functions and powers:</p> <p>(1) to preside over the operation and management of the Bank and organize the implementation of resolutions of the Board of Directors;</p> <p>(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;</p> <p>(3) to draft schemes for setting up the Bank's internal management departments;</p>	<p>Article 170</p> <p>President shall be responsible to the Board of Directors and shall perform the following functions and powers:</p> <p>(1) to preside over the operation and management of the Bank, and make work reports to the Board of Directors;</p> <p>(2) to submit operation business 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;</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>(4) to draft basic management systems of the Bank;</p> <p>(5) to formulate specific rules of the Bank;</p> <p>(6) to propose to the Board of Directors to engage or remove vice presidents and other senior management members of the Bank (except chief audit officer and the secretary to the Board of Directors);</p> <p>(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;</p> <p>(8) to authorize the senior management members 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;</p> <p>(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;</p> <p>(10) to propose the convening of interim board meetings;</p> <p>(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;</p>	<p>(3) to draft schemes for setting up the Bank’s internal management departments;</p> <p>(4) to draft basic management systems of the Bank;</p> <p>(5) to formulate specific rules of the Bank;</p> <p>(6) to propose to the Board of Directors to engage or remove vice presidents and other senior management members of the Bank (except chief audit officer and, the secretary to the Board of Directors and other persons not nominated by the president as specified by laws, regulations and regulatory provisions);</p> <p>(7) to determine 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;</p> <p>(8) to authorize the senior management members 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;</p> <p>(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;</p> <p>(10) to propose the convening of interim board meetings of the Board of Directors;</p> <p>(11) to adopt emergency measures and promptly report to the banking regulatory institution of the State Council, relevant authorities, and the Board of Directors and the Board of</p>

APPENDIX I

**COMPARATIVE TABLE OF THE AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

No.	Provisions before Amendments	Proposed Amendments
	<p>(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.</p> <p>Vice presidents and other senior management members of the Bank shall assist president with his/her work; where president is absent or is unable to exercise his/her functions and powers, such functions and powers shall be exercised by an officer designated by the Board of Directors on behalf of president in order.</p>	<p>Supervisors, in case any significant unexpected incident such as a run on the Bank happens to the Bank;</p> <p>(12) to exercise other functions and powers that should be exercised by the president according to laws, regulations, rules regulatory provisions, the Articles, and decisions of the Shareholders’ General Meeting and the Board of Directors.</p> <p>Vice presidents and other senior management members of the Bank shall assist president with his/her work; where president is absent or is unable to exercise his/her functions and powers, such functions and powers shall be exercised by an officer designated by the Board of Directors on behalf of president in order.</p>
179	<p>Article 176</p> <p>President work meeting shall be attended by president, vice presidents, chief financial officer, chief risk officer, chief information officer, chief audit officer and other senior management members of the Bank appointed by the Board of Directors.</p>	<p>Article 176</p> <p>President work meeting shall be attended by president, vice presidents, chief financial officer, chief risk officer, chief compliance officer, chief information officer, chief audit officer and other senior management members of the Bank appointed by the Board of Directors.</p>
180	<p>Article 177</p> <p>President shall formulate “terms of reference of the president” and implement such rules after being approved by the Board of Directors.</p> <p>President shall formulate terms of reference of other senior management members of the Bank (except chief audit officer and secretary to the Board of Directors), and submit to the Board of Directors for filing.</p>	<p>Article 177</p> <p>President shall formulate “terms of reference of the president” and implement such rules after being approved by the Board of Directors.</p> <p>President shall formulate terms of reference of other senior management members of the Bank (except chief audit officer and secretary to the Board of Directors), and submit to the Board of Directors for filing.</p>

No.	Provisions before Amendments	Proposed Amendments
181		<p>(Original Article 165 has been updated and consolidated into this Article.)</p> <p>Article 180</p> <p>Main duties and powers of the secretary to the Board of Directors:</p> <p>(1) to assist directors in handling the daily operations of the Board of Directors;</p> <p>(2) to prepare for shareholders' meetings and meetings of the Board of Directors, safekeep documents, and manage the Bank's shareholder information;</p> <p>(3) to organize and coordinate information disclosure;</p> <p>(4) to organize and coordinate investor relations management;</p> <p>(5) other duties stipulated by laws, regulations, regulatory provisions and the Articles.</p>
182	<p>Article 180, Paragraph 1</p> <p>The senior management members of the Bank shall have professional ethics, comply with the high-standard code of professional ethics, perform their obligations with faithfulness and diligence, fulfill their duties in good faith, diligently and prudently, and guarantee sufficient time and efforts to perform their duties, and shall not fail to perform their duties or perform their duties beyond their authority according to laws, regulations, rules and regulatory provisions as well as the Articles.</p>	<p>Article 181</p> <p>The senior management members of the Bank shall have professional ethics, comply with the high-standard code of professional ethics, perform their obligations with faithfulness and diligence, fulfill their duties in good faith, diligently and prudently, and guarantee sufficient time and efforts to perform their duties, and shall not fail to perform their duties or perform their duties beyond their authority according to laws, regulations, rules and regulatory provisions as well as the Articles. The provisions concerning the duties of loyalty and diligence of the directors specified under the Articles shall also apply to the senior management members.</p>

No.	Provisions before Amendments	Proposed Amendments
		<p>Senior management members shall be held compensation liability in accordance with the law for any damage caused to the interests of the Bank and public shareholders as a result of their failure to perform their duties faithfully or the breach of duty of good faith. The Bank shall be liable for any damage caused to others by a senior management member in the performance of his/her duties at the Bank. The senior management member shall also be held compensation liability for any intentional or gross negligence.</p> <p>Senior management members shall be held compensation liability for any losses incurred by the Bank due to their violations of laws, regulations and regulatory provisions or the Articles in the performance of their duties at the Bank.</p>
183	<p>Article 180, Paragraph 2</p> <p>The Bank may establish necessary liability insurance system for senior management members of the Bank to lower possible risks arising from normal performance of duties and powers of the senior management of the Bank.</p>	<p>(Move the related article solely.)</p> <p>Article 182</p> <p><u>The Bank may establish necessary liability insurance system for senior management members of the Bank to lower possible risks arising from normal performance of duties and powers of the senior management of the Bank.</u></p>
184	<p>Article 181</p> <p>President and other senior management members 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.</p>	<p>Article 183</p> <p>The senior management members who intend to resign shall submit a written resignation report to the Bank and fulfill the necessary resignation review procedures.</p> <p>The provisions concerning the departure of the directors specified under Chapter 7 of the Articles shall also apply to the senior management members.</p>

No.	Provisions before Amendments	Proposed Amendments
		President and other senior management members 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.
185	Chapter 17 Board of Supervisors	(This Chapter has been deleted as a whole)
186	Chapter 18 Qualifications and Obligations of Directors, Supervisors, President and Other Senior Management	(This Chapter has been deleted as a whole) (The relevant contents of this Chapter have been reorganized and consolidated into revised Chapter 7 “Directors and the Board of Directors” and Chapter 8 “Senior Management Members”.)
187	Article 233 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 233 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.
188	Article 235 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 187 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 applicable laws, regulations, rules regulatory provisions and documents issued by relevant competent authorities.

No.	Provisions before Amendments	Proposed Amendments
189	<p>Article 236</p> <p>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.</p> <p>The Bank shall send the aforesaid report to each holder 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.</p>	<p>Article 188</p> <p>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.</p> <p>The Bank shall send the aforesaid report to each holder 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.</p>
190	<p>Article 238</p> <p>The Bank shall prepare its interim results or financial information to be published or disclosed in accordance with the accounting standards required by the securities regulatory authorities in the place where shares of the Bank are listed as well as laws, regulations and rules.</p>	<p>Article 238</p> <p>The Bank shall prepare its interim results or financial information to be published or disclosed in accordance with the accounting standards required by the securities regulatory authorities in the place where shares of the Bank are listed as well as laws, regulations and rules.</p>
191	<p>Article 239</p> <p>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</p>	<p>Article 190</p> <p>The Bank shall, from From the date when its the Bank's domestic listed shares are listed on a the domestic stock exchange, the Bank shall submit and disclose its financial and accounting reports in accordance with laws, regulations, and regulatory provisions 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</p>

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**COMPARATIVE TABLE OF THE AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

No.	Provisions before Amendments	Proposed Amendments
	<p>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.</p>	<p>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 laws, regulations and regulatory provisions the local relevant provisions where the Bank’s shares are listed.</p>
192	<p>Article 240</p> <p>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.</p>	<p>Article 191</p> <p>The Bank shall not have any books of accounts in addition to its statutory ones. No fund asset of the Bank may be deposited into an account opened in the name of any individual.</p>
193	<p>Article 243</p> <p>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.</p> <p>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.</p> <p>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.</p>	<p>Article 194</p> <p>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.</p> <p>If in case the Shareholders’ General Meeting Bank distributes profits to its shareholders in violation of the foregoing provisions, the shareholder shall return the profits distributed in violation of the provisions to the Bank. The shareholders, as well as the responsible directors and senior management members, shall be held compensation liability for losses incurred by the Bank.</p> <p>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.</p>
194	<p>Article 245</p> <p>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</p>	<p>Article 196</p> <p>The reserve of the Bank may be used for making up for losses, expanding the scale of operation or increasing the registered capital of the Bank, but capital reserve shall not be used</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>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 percent (25%) of the Bank’s registered capital before conversion.</p>	<p>for making up for the Bank’s losses. If the Bank needs to use its reserve to make up for losses, it shall first utilize the discretionary reserve and statutory reserve. If these are insufficient, the capital reserve may be used in accordance with the relevant provisions.</p> <p>Where the reserve of the Bank is converted into share capital according to a resolution of the Shareholders’ General Meetingshareholders’ meetings, 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 capitalthe increased registered capital, the balance of such reserve shall not fall below twenty-five percent (25%) of the Bank’s registered capital before conversion.</p>
195	<p>Article 246</p> <p>The Bank may distribute dividends in the form of:</p> <p>(1) cash;</p> <p>(2) shares;</p> <p>(3) a combination of cash and shares.</p> <p>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 continuous 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. When formulating a prudential profit distribution plan, the Bank shall meet the requirements of the Bank’s capital adequacy ratio in the current and subsequent reasonable stages, and take its development needs into full account. The Bank shall distribute dividends</p>	<p>Article 197</p> <p>The Bank may distribute dividends in the form of:</p> <p>(1) cash;</p> <p>(2) shares;</p> <p>(3) a combination of cash and shares.</p> <p>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 continuous and stable as well as achieve long-term benefit of the Bank, benefit of the shareholders of the Bank as a whole, and the sustainable development of the Bank. When formulating a prudential profit distribution plan, the Bank shall meet the requirements of the Bank’s capital adequacy ratio in the current and subsequent reasonable stages, and take its development needs into full account. The Bank shall distribute dividends</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>with a preference in cash. Where the circumstances permit, the Bank may distribute interim dividends.</p> <p>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 dividend 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.</p> <p>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,</p>	<p>with a preference in cash. Where the circumstances permit, the Bank may distribute interim dividends.</p> <p>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 banking regulatory institution of the State CouncilChina Banking Regulatory Commission; (ii) the regulatory authorities including the banking regulatory institution of the State CouncilChina Banking Regulatory Commission adopt regulatory measures to restrain the dividend distribution of the Bank; (iii) other circumstances that relevant laws, regulations, rules or the regulatory institution at the place where the Bank is listed and regulatory provisions considers to be inappropriate to distribute dividends.</p> <p>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</p>

No.	Provisions before Amendments	Proposed Amendments
	pay heed to the opinions of minority shareholders, and reply to the concerns of minority shareholders in a timely manner.	Bank shall provide online voting channels for the shareholders when discussing and approving the adjustments to the profit distribution policy, pay heed to the opinions of minority shareholders, and reply to the concerns of minority shareholders in a timely manner.
196	<p data-bbox="277 576 408 604">Article 247</p> <p data-bbox="277 655 821 906">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.</p> <p data-bbox="277 955 821 1206">After the Shareholders' General Meeting of the Bank makes resolutions on profit distribution plan and conversion of reserve to share capital plan, the Bank shall pay the dividends or convert the reserve within two (2) months after the end of the Shareholders' General Meeting.</p> <p data-bbox="277 1255 821 1391">The foreign currency paid by the Bank to holders of overseas foreign shares shall be handled according to relevant regulations of the State on foreign exchange control.</p> <p data-bbox="277 1402 821 1506">The Bank shall withhold the tax payable on dividend income for shareholders in accordance with Chinese tax law.</p>	<p data-bbox="847 576 983 604">Article 198</p> <p data-bbox="847 655 1391 944">The dividends and other amount paid by the Bank to shareholdersholders of domestic listed shares shall be priced and announced in RMB, and paid in RMB; the dividends and other amount paid by the Bank to shareholdersholders of overseas foreign-listed shares shall be priced and announced in RMB and paid in RMB or foreign currency.</p> <p data-bbox="847 993 1391 1283">After the Shareholders' General Meetinga shareholders' 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 Meetingshareholders' meeting.</p> <p data-bbox="847 1332 1391 1468">The foreign currency paid by the Bank to holders of overseas foreign-listed shares shall be handled according to relevant regulations of the State on foreign exchange control.</p> <p data-bbox="847 1517 1391 1621">The Bank shall withhold the tax payable on dividend income for shareholders in accordance with Chinese tax law.</p>
197	<p data-bbox="277 1644 408 1672">Article 248</p> <p data-bbox="277 1723 821 1934">The Bank shall appoint an agent to receive payment for holders of overseas listed foreign shares. The agent shall, on behalf of the shareholders concerned, receive dividends distributed to overseas listed foreign shares and other payments from the Bank.</p>	<p data-bbox="847 1644 983 1672">Article 199</p> <p data-bbox="847 1723 1391 1934">The Bank shall appoint an agent to receive payment for holders of overseas listed foreign shares. The agent shall, on behalf of the shareholders concerned, receive dividends distributed to overseas listed foreign shares and other payments from the Bank.</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>The agent appointed by the Bank shall meet the requirements of relevant provisions of the securities regulatory authorities in the places where shares of the Bank are listed. The agent appointed by the Bank for holders of overseas listed foreign shares listed in Hong Kong shall be a trust company registered in accordance with the <i>Trustee Ordinance</i> of Hong Kong.</p> <p>For dividends not claimed by anyone, the Bank may exercise the right to retrieve such unclaimed dividend under the pre-condition of abiding by relevant laws, rules and regulations of China as well as relevant regulations of the securities regulatory authorities in the places where shares of the Bank are listed, but the right shall only be exercised after the expiration of the applicable limitation period.</p> <p>The Bank shall have the right to terminate sending dividend warrant to holders of overseas listed foreign shares by mail, but the Bank shall exercise the right only after a dividend warrant fails to be redeemed for two (2) consecutive times. The Bank may exercise the right if a dividend warrant fails to reach the recipient in the first mailing and is returned.</p> <p>The Bank shall have the right to sell the shares of holders of overseas listed foreign shares with whom the Bank could not contact in a way deemed appropriate by the Board of Directors, provided the following conditions are met:</p> <p>(1) the Bank has distributed dividends to the shares at least three (3) times within twelve (12) years, and the dividends are not claimed by anyone during the period;</p> <p>(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</p>	<p>The agent appointed by the Bank shall meet the requirements of relevant provisions of the securities regulatory authorities in the places where shares of the Bank are listed. The agent appointed by the Bank for holders of overseas listed foreign shares listed in Hong Kong shall be a trust company registered in accordance with the <i>Trustee Ordinance</i> of Hong Kong.</p> <p>For dividends not claimed by anyone, the Bank may exercise the right to retrieve such unclaimed dividend under the pre-condition of abiding by applicable laws, rules and regulations and regulatory provisions of China as well as relevant regulations of the securities regulatory authorities in the places where shares of the Bank are listed, but the right shall only be exercised after the expiration of the applicable limitation period.</p> <p>The Bank shall have the right to terminate sending dividend warrant to holders of overseas listed foreign shares by mail, but the Bank shall exercise the right only after a dividend warrant fails to be redeemed for two (2) consecutive times. The Bank may exercise the right if a dividend warrant fails to reach the recipient in the first mailing and is returned.</p> <p>The Bank shall have the right to sell the shares of holders of overseas listed foreign shares with whom the Bank could not contact in a way deemed appropriate by the Board of Directors, provided the following conditions are met:</p> <p>(1) the Bank has distributed dividends to the shares at least three (3) times within twelve (12) years, and the dividends are not claimed by anyone during the period;</p> <p>(2) the Bank has published announcements in one or more local newspapers where shares of the Bank are listed after the expiration of the</p>

No.	Provisions before Amendments	Proposed Amendments
	sell the shares, and informed the securities regulatory authorities in the places where shares of the Bank are listed.	twelve (12)-year period, stating its intention to sell the shares, and informed the securities regulatory authorities in the places where shares of the Bank are listed.
198	<p>Article 249</p> <p>The Bank shall establish a comprehensive risk management system that covers all the business processes and operations and matches the Bank’s risk profile.</p> <p>The Bank shall establish a sound internal control system, clarify internal control responsibilities, improve internal control measures, strengthen internal control guarantees, and continuously carry out internal control evaluation and supervision.</p> <p>The Bank shall develop internal audit policies 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 audit over the Bank’s business operation, risk management and internal control, improving corporate governance. The internal audit policies of the Bank shall not be implemented until being approved by the Board of Directors.</p>	<p>Article 200</p> <p>The Bank shall establish a comprehensive risk management system that covers all the business processes and operations and matches the Bank’s risk profile.</p> <p>The Bank shall establish a sound internal control system, clarify internal control responsibilities, improve internal control measures, strengthen internal control guarantees, and continuously carry out internal control evaluation and supervision.</p> <p>The Bank shall develop internal audit policies 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 audit over the Bank’s business operation, risk management and internal control, improving corporate governance. The internal audit policies of the Bank shall not be implemented until being approved after approval by the Board of Directors and shall be disclosed to the public.</p>
199	<p>Article 250</p> <p>Internal audit department shall be supervised and evaluated by the Audit Committee under the Board of Directors and guided by the Board of Supervisors, and shall be responsible and report to the chief audit officer or members of Party Committee in charge of internal audit; 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; when the internal</p>	<p>Article 201</p> <p>Internal audit department shall be supervised and guided evaluated by the Audit Committee under the Board of Directors and guided by the Board of Supervisors, and The internal audit department and its head shall be responsible and report to the Board of Directors chief audit officer or members of Party Committee in charge of internal audit; subordinate internal audit department shall be responsible and report to superior internal audit department, and may inform the operation and management</p>

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No.	Provisions before Amendments	Proposed Amendments
	audit department encounters material problems, it may report to the banking regulatory institution of the State Council if necessary.	department of corresponding level of relevant audit information; when the internal audit department encounters material problems, it may report to the banking regulatory institution of the State Council if necessary.
200	<p>Article 253</p> <p>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.</p>	<p>Article 253</p> <p>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.</p>
201	<p>Article 254</p> <p>The accounting firm engaged by the Bank shall have the following rights:</p> <p>(1) to access at all times to the books of accounts, records and vouchers of the Bank and require the directors, president or other senior management members of the Bank to provide relevant materials and statements;</p> <p>(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;</p> <p>(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.</p>	<p>Article 254</p> <p>The accounting firm engaged by the Bank shall have the following rights:</p> <p>(1) to access at all times to the books of accounts, records and vouchers of the Bank and require the directors, president or other senior management members of the Bank to provide relevant materials and statements;</p> <p>(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;</p> <p>(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.</p>
202	<p>Article 255</p> <p>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</p>	<p>Article 255</p> <p>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</p>

No.	Provisions before Amendments	Proposed Amendments
	vacancy, if the Bank has another incumbent accounting firm, such accounting firm may still exercise its functions.	vacancy, if the Bank has another incumbent accounting firm, such accounting firm may still exercise its functions.
203	<p>Article 257</p> <p>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.</p>	<p>Article 205</p> <p>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.</p>
204	<p>Article 258</p> <p>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.</p> <p>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:</p> <p>(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.</p> <p>Leaving the post includes removal, resignation from the post, and leaving the post after the expiration of the term of office;</p>	<p>Article 206</p> <p>The Bank’s decision on engagement, or removal or non-renewal of the accounting firm shall be made by the Shareholders’ General Meeting, and reported to the securities regulatory institution of the State Council for filing.</p> <p>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:</p> <p>(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.</p> <p>Leaving the post includes removal, resignation from the post, and leaving the post after the expiration of the term of office;</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>(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:</p> <p>(a) state in the notice issued for making resolutions that the accounting firm to leave the post has made a statement;</p> <p>(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;</p> <p>(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;</p> <p>(4) An accounting firm to leave the post shall be entitled to attend the following meetings:</p> <p>(a) shareholders’ General Meeting at which its term of office shall expire;</p> <p>(b) shareholders’ General Meeting at which the vacancy due to its removal is to be filled up;</p> <p>(c) shareholders’ General Meeting convened due to its resignation from its post.</p> <p>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.</p>	<p>(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:</p> <p>(a) state in the notice issued for making resolutions that the accounting firm to leave the post has made a statement;</p> <p>(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;</p> <p>(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;</p> <p>(4) An accounting firm to leave the post shall be entitled to attend the following meetings:</p> <p>(a) shareholders’ General Meeting at which its term of office shall expire;</p> <p>(b) shareholders’ General Meeting at which the vacancy due to its removal is to be filled up;</p> <p>(c) shareholders’ General Meeting convened due to its resignation from its post.</p> <p>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.</p>

No.	Provisions before Amendments	Proposed Amendments
205	<p>Article 259</p> <p>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.</p> <p>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:</p> <p>(1) statement that its resignation does not involve any circumstance which should be clarified to the Bank’s shareholders or creditors; or</p> <p>(2) any statement about circumstances that should be clarified.</p> <p>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 holders of overseas listed foreign shares by postage-paid mail, and the address in the register of shareholders shall be the address of the recipients.</p>	<p>Article 207</p> <p>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 shareholders’ meeting. If the accounting firm offers to resign, it shall make a statement to the Shareholders’ General Meeting shareholders’ meeting about whether the Bank is involved in any inappropriate circumstance.</p> <hr/> <p>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:</p> <p>(1) statement that its resignation does not involve any circumstance which should be clarified to the Bank’s shareholders or creditors; or</p> <p>(2) any statement about circumstances that should be clarified.</p> <p>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 holders of overseas listed foreign shares by postage paid mail, and the address in the register of shareholders shall be the address of the recipients.</p>

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	<p>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.</p>	<p>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.</p>
206	<p>Article 262</p> <p>The Bank shall disclose information in a standard way by following the principles of authenticity, accuracy, completeness, comparability and timeliness.</p>	<p>Article 210</p> <p>The Bank shall disclose information in a standard way by following the principles of authenticity, accuracy, completeness, comparability and timeliness.</p> <p>If the Bank defers or exempts the disclosure of information, it must comply with laws, regulations and regulatory provisions.</p>
207	<p>Article 263</p> <p>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.</p>	<p>Article 211</p> <p>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.</p>
208	<p>Article 265</p> <p>All notices or documents that the Bank shall present to SEHK in accordance with the <i>Hong Kong Listing Rules</i> shall be written in English or attached with an English version that has been signed and certified.</p>	<p>Article 265</p> <p>All notices or documents that the Bank shall present to SEHK in accordance with the <i>Hong Kong Listing Rules</i> shall be written in English or attached with an English version that has been signed and certified.</p>
209	<p>Article 268</p> <p>The Bank shall enter into a labor 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.</p>	<p>Article 215</p> <p>The Bank shall establish a scientific and reasonable remuneration management system that aligns with its development strategy, risk management, overall benefits, post responsibilities, social responsibility, and corporate culture. The Bank shall develop a system for deferred payment and clawback of performance-based remuneration.</p>

No.	Provisions before Amendments	Proposed Amendments
		The Bank shall enter into a labor 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.
210	Article 269 The Bank may recruit management personnel, technicians and other personnel on its own discretion according to the regulations of the State.	Article 216 The Bank may recruit management personnel, technicians technical professionals and other personnel on its own discretion according to the regulations of the State.
211	Article 271 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 218 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 subject to disciplinary actions.
212	Article 273 When the Bank is deciding on major issues on operation or formulating important systems and rules, it shall solicit opinions of labor union and employees of the Bank.	Article 220 When the Bank is deciding on major issues of dissolution, filing for bankruptcy and on operation or formulating important systems and rules, it shall solicit opinions of labor union and employees of the Bank.
213	Article 276 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	Article 223 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

No.	Provisions before Amendments	Proposed Amendments
	<p>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.</p> <p>With regard to holders of overseas listed foreign shares that are listed in Hong Kong, the aforesaid documents shall also be sent to them by mail.</p>	<p>division plans to purchase their shares at a fairreasonable 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.</p> <p>With regard to holders of overseas listed foreign shares that are listed in Hong Kong, the aforesaid documents shall also be sent to them by mail.</p>
214	<p>Article 277</p> <p>The merger of the Bank may take the form of either merger by absorption or merger by new establishment.</p> <p>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.</p> <p>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.</p>	<p>Article 224</p> <p>The merger of the Bank may take the form of either merger by absorption or merger by new establishment.</p> <p>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 an inventory of assets property. 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 or on the National Enterprise Credit Information Publicity System 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.</p> <p>After the merger of the Bank, the claims and debts of the parties to the merger shall be assumed by the surviving bank entity or the newly established bank entity.</p>
215	<p>Article 278</p> <p>Where the Bank proceeds into a division, its assets shall be divided accordingly.</p>	<p>Article 225</p> <p>Where the Bank proceeds into a division, its assets shall be divided accordingly.</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>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.</p> <p>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.</p>	<p>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 an inventory of assets property. 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 or on the National Enterprise Credit Information Publicity System within thirty (30) days.</p> <p>The entity established as a result of the Bank’s division shall be severally and jointly liable for the debts owed by the Bank before the division, unless otherwise stated in a written agreement made between the Bank and its creditors prior to the division in respect of discharge of obligations. 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.</p>
216	<p>Article 280</p> <p>The Bank shall be dissolved and liquidated according to laws, if:</p> <p>(1) the Shareholders’ General Meeting has resolved to do so;</p> <p>(2) it is required as a result of the merger or division of the Bank;</p> <p>(3) the Bank is unable to pay off its due debts and is therefore declared bankrupt according to laws;</p> <p>(4) the Bank is ordered to be closed down due to its violation of any laws, regulation and rules.</p>	<p>Article 227</p> <p>The Bank shall be dissolved and liquidated according to laws, if:</p> <p>(1) the Shareholders’ General Meeting has resolved to do so;</p> <p>(2) it is required as a result of the merger or division of the Bank;</p> <p>(3) if the Bank is experiencing serious difficulties in operation and management, and its continued existence will result in significant losses to the interests of shareholders and the ongoing tough situation cannot be resolved by other means, the people’s court shall dissolve the Bank on the basis of a petition for dissolution submitted by the shareholders holding more than 10 percent (10%) of the total number of</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>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.</p>	<p>the Bank’s issued and outstanding shares with voting rightsthe Bank is unable to pay off its due debts and is therefore declared bankrupt according to laws;</p> <p>(4) its business license has been revoked, or it is ordered to close down or to be revoked according to the lawthe Bank is ordered to be closed down due to its violation of any laws, regulation and rules.</p> <p>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.</p>
217	<p>Article 281</p> <p>In the case of dissolution of the Bank under Article 280 (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.</p> <p>In the case of dissolution of the Bank under Article 280 (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.</p> <p>In the case of dissolution of the Bank under Article 280 (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.</p>	<p>Article 228</p> <p>In the case of dissolution of the Bank under Article 280227 (1) and (3) of the Articles, 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.</p> <p>In the case of dissolution of the Bank under Article 280 (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.</p> <p>In the case of dissolution of the Bank under Article 280 227 (4) of the Articles, 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.</p>

No.	Provisions before Amendments	Proposed Amendments
218	<p data-bbox="277 336 408 363">Article 282</p> <p data-bbox="277 412 823 815">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.</p> <p data-bbox="277 863 823 1002">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.</p> <p data-bbox="277 1051 823 1338">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.</p>	<p data-bbox="845 336 976 363">Article 282</p> <p data-bbox="845 412 1391 815">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.</p> <p data-bbox="845 863 1391 1002">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.</p> <p data-bbox="845 1051 1391 1338">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.</p>
219	<p data-bbox="277 1364 408 1391">Article 283</p> <p data-bbox="277 1440 823 1915">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</p>	<p data-bbox="845 1364 976 1391">Article 229</p> <p data-bbox="845 1440 1391 1915">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 or on the National Enterprise Credit Information Publicity System 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</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>claims. The liquidation committee shall register the claims.</p> <p>The liquidation committee shall not settle any debt with the creditors during the period of claim declaration.</p>	<p>claims and provide supporting materials when declaring their claims. The liquidation committee shall register the claims.</p> <p>The liquidation committee shall not settle any debt with the creditors during the period of claim declaration.</p>
220	<p>Article 284</p> <p>The liquidation committee shall exercise the following functions and powers during the period of liquidation:</p> <p>(1) to liquidate the Bank’s property and prepare a balance sheet and an inventory of property;</p> <p>(2) to inform creditors by notice or public announcement;</p> <p>(3) to deal with liquidation-related unsettled businesses of the Bank;</p> <p>(4) to pay the Bank’s outstanding taxes and taxes incurred in the liquidation process;</p> <p>(5) to settle claims and debts of the Bank;</p> <p>(6) to dispose of the Bank’s remaining property after the payment of the Bank’s debts;</p> <p>(7) to participate in civil proceedings on behalf of the Bank.</p>	<p>Article 230</p> <p>The liquidation committee shall exercise the following functions and powers during the period of liquidation:</p> <p>(1) to liquidate the Bank’s property and prepare a balance sheet and an inventory of property;</p> <p>(2) to inform creditors by notice or public announcement;</p> <p>(3) to deal with liquidation-related unsettled businesses of the Bank;</p> <p>(4) to pay the Bank’s outstanding taxes and taxes incurred in the liquidation process;</p> <p>(5) to settle claims and debts of the Bank;</p> <p>(6) to distribute dispose of the Bank’s remaining property after the payment of the Bank’s debts;</p> <p>(7) to participate in civil proceedings on behalf of the Bank.</p>
221	<p>Article 285</p> <p>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.</p>	<p>Article 231</p> <p>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, people’s court and banking regulatory institution of the State Council for confirmation.</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>The property of the Bank shall be liquidated in the following order:</p> <p>(1) payment of liquidation expenses;</p> <p>(2) payment of employees’ salary, social labor insurance premiums and statutory compensation;</p> <p>(3) payment of principal and interest of individual deposits;</p> <p>(4) payment of outstanding taxes;</p> <p>(5) payment of other debts of the Bank.</p> <p>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.</p> <p>The Bank shall not engage in any new business during liquidation.</p>	<p>The property of the Bank shall be liquidated in the following order:</p> <p>(1) payment of liquidation expenses;</p> <p>(2) payment of employees’ salary, social labor insurance premiums and statutory compensation;</p> <p>(3) payment of principal and interest of individual deposits;</p> <p>(4) payment of outstanding taxes;</p> <p>(5) payment of other debts of the Bank.</p> <p>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.</p> <p>The Bank shall not engage in any new business during liquidation.</p>
222	<p>Article 286</p> <p>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.</p> <p>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.</p>	<p>Paragraphs 1 and 2 of Article 232</p> <p>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 an 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 and liquidation.</p> <p>Upon the declaration of application for bankruptcy of the Bank made is accepted by the people’s court, the liquidation committee shall hand over liquidation matters to the bankruptcy administrator designated by the people’s court.</p>

No.	Provisions before Amendments	Proposed Amendments
223	<p>Article 287</p> <p>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.</p> <p>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.</p>	<p>Paragraph 3 of Article 232</p> <p>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 the report to the Shareholders' General Meeting, people's court, and banking regulatory institution of the State Council for confirmation,-</p> <p>The liquidation committee shall, within thirty (30) days from the confirmation of banking regulatory institution of the State Council, submit and send the above-mentioned documents to the company registration authority for cancellation deregistration of the Bank and announcement of the Bank's termination.</p>
224	<p>Article 288</p> <p>The Bank may make amendments to the Articles whenever necessary. The amended Articles shall not conflict with laws and regulations.</p>	<p>Article 288</p> <p>The Bank may make amendments to the Articles whenever necessary. The amended Articles shall not conflict with laws and regulations.</p>
225	<p>Article 289</p> <p>In case of the following circumstances, the Bank shall amend the Articles:</p> <p>(1) after the amendment of the <i>Company Law</i>, <i>Commercial Banking Law</i> or relevant laws, regulations, rules or relevant provisions of the securities regulatory authorities in the places where the shares of the Bank are listed, the matters specified in the Articles conflict with the amended laws, regulations, rules or relevant provisions of the securities regulatory</p>	<p>Article 233</p> <p>In case of the following circumstances, the Bank shall amend the Articles:</p> <p>(1) after the amendment of the <i>Company Law</i>, <i>Commercial Banking Law</i> or relevant applicable laws, regulations, rules or relevant provisions of the securities regulatory authorities in the places where the shares of the Bank are listed and regulatory provisions, the matters specified in the Articles conflict with the amended laws, regulations, rules or</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>authorities in the places where the Bank's shares are listed;</p> <p>(2) the situation of the Bank is inconsistent with the matters specified in the Articles due to the change in the Bank's situation;</p> <p>(3) the Shareholders' General Meeting decides to amend the Articles.</p>	<p>relevant provisions of the securities regulatory authorities in the places where the Bank's shares are listed and regulatory provisions;</p> <p>(2) the situation of the Bank is inconsistent with the matters specified in the Articles due to the change in the Bank's situation;</p> <p>(3) the Shareholders' General Meeting decides to amend the Articles.</p> <p>Prior to the amendments of the Articles, the Bank shall comply with the mandatory requirements of laws, regulations and regulatory provisions.</p>
226	<p>Article 290</p> <p>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.</p>	<p>Article 234</p> <p>Any amendment made by the Shareholders' General Meeting to the Articles shall be approved by the banking regulatory institution of the State Council. as per the relevant provisions. The Bank shall go through the registration of change according to laws where items requiring registration are involved in the amendments to Articles.</p>
227	<p>Article 291</p> <p>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.</p>	<p>Article 291</p> <p>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.</p>
228	<p>Article 292</p> <p>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 <i>Company Law</i> or other relevant laws, regulations and rules arises between a holder of overseas listed foreign shares and the Bank, between a holder of overseas listed foreign</p>	<p>Article 235</p> <p>If any dispute or claim concerning the Bank's business on the basis of the rights and obligations provided in the Articles or in this Article, the <i>Company Law</i> or other relevant laws, regulations and rules regulatory provisions arises between a holder of overseas listed foreign shares and the Bank, between a</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>shares and a director, a supervisor, president or other senior management members of the Bank or between a holder of overseas listed foreign shares and a holder of domestic shares, the parties concerned shall submit the dispute or claim to arbitration.</p> <p>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 senior management members 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.</p> <p>Disputes concerning the definition of shareholders and the register of shareholders may not be required to be settled by means of arbitration.</p>	<p>holder of overseas listed foreign shares and a director; or a supervisor, president or other senior management membersmember of the Bank or between a holder of overseas listed foreign shares and a holder of domestic listed shares, the parties concerned shall submit the dispute or claim to arbitration.</p> <p>When a dispute or claim as described above is submitted to arbitration, such dispute or claim shall be in its entirety, and all personsparties (being the Bank or the shareholders, directors, supervisors, president or other senior management members 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.</p> <p>Disputes concerning the definition of shareholders and the register of shareholders may not be required to be settled by means of arbitration.</p>
229	<p>Article 296</p> <p>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:</p> <p>(1) by designated persons;</p> <p>(2) by postal mail or express mail;</p> <p>(3) by fax or email;</p> <p>(4) by releasing at the website of the Bank and websites designated by the securities regulatory authorities in the places where the Bank’s shares are listed provided that it is in</p>	<p>Article 239</p> <p>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) shallmay be sent in one or more of the following ways:</p> <p>(1) by designated persons;</p> <p>(2) by postal mail or express mail;</p> <p>(3) by fax or email;</p> <p>(4) by releasing at the website of the Bank and websites designated by the securities regulatory authorities in the places where the Bank’s shares are listed provided that it is in</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>compliance with applicable laws, regulations, rules and provisions of the securities regulatory authorities in the places where the Bank's shares are listed;</p> <p>(5) by announcement in newspaper and other designated media;</p> <p>(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;</p> <p>(7) by other means accepted by the securities regulatory authorities in the places where the Bank's shares are listed or stipulated by the Articles.</p> <p>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 securities regulatory authorities in the places where the Bank's shares are listed.</p>	<p>compliance with applicable laws, regulations, rules and provisions of the securities regulatory authorities in the places where the Bank's shares are listed regulatory provisions;</p> <p>(5) by announcement in newspaper and other designated media;</p> <p>(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;</p> <p>(7) by other means accepted by the securities regulatory authorities in the places where the Bank's shares are listed or stipulated by the Articles.</p> <p>Although it is otherwise stipulated in the Articles concerning the release methods of any documents, notice or other communications, the The Bank may release its communications as set out in Clause 1 item (4) of paragraph 1 Clause 1 item (4) of paragraph 1 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 securities regulatory authorities in the places where the Bank's shares are listed.</p>
230	<p>Article 303</p> <p>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:</p> <p>(1) to request for convening of the extraordinary Shareholders' General Meeting;</p>	<p>Article 246</p> <p>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 to which the voting rights have been restored are counted:</p> <p>(1) to request for convening of the extraordinary Shareholders' General Meeting shareholders' meetings;</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>(2) to convene and chair the Shareholders' General Meeting;</p> <p>(3) to submit proposals to the Shareholders' General Meeting or the Extraordinary Shareholders' General Meeting;</p> <p>(4) to propose candidates for directors, and non-employee representative supervisors of the Bank;</p> <p>(5) to identify the controlling shareholder pursuant to Article 58 of the Articles;</p> <p>(6) to identify the circumstances of being restricted from assuming as independent directors pursuant to Article 151 of the Articles;</p> <p>(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 <i>Securities Law</i>; and</p> <p>(8) other circumstance given by the laws, administrative regulations, rules and the Articles.</p>	<p>(2) to convene and chair the Shareholders' General Meeting preside over shareholders' meetings;</p> <p>(3) to submit proposals or interim proposals to the Shareholders' General Meeting or the Extraordinary Shareholders' General Meeting shareholders' meetings;</p> <p>(4) to propose candidates for directors, and non-employee representative supervisors of the Bank;</p> <p>(5) to identify the controlling shareholder pursuant to Article 58 of the Articles;</p> <p>(5) to identify the circumstances of being restricted from assuming as independent directors pursuant to Article 151 of the Articles;</p> <p>(6) 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 the provisions of the <i>Securities Law</i>; and</p> <p>(7) other circumstance given prescribed by the laws, administrative regulations, rules and regulatory provisions as well as the Articles.</p>
231	<p>Article 304</p> <p>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:</p> <p>(1) to amend contents of the Articles that are relevant to preference shares;</p>	<p>Article 247</p> <p>Except in the following circumstances, the Bank's preference shareholders shall not attend the Shareholders' General Meeting shareholders' meetings and the shares they hold held by them do not have voting rights:</p> <p>(1) to amend contents related to preference shares in the Articles of Association;</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>(2) to reduce the Bank’s registered capital by more than ten percent (10%) in a one-off or cumulative manner;</p> <p>(3) to consolidate, split up, dissolve or change the corporate form of the Bank;</p> <p>(4) to issue preference shares;</p> <p>(5) other circumstance given in the Articles that is related to change or revocation of rights of the preference shareholders.</p> <p>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 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 thirds (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 thirds (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.</p>	<p>(2) to reduce the Bank’s registered capital by more than ten percent (10%) at one time or cumulatively;</p> <p>(3) to merge, divide, dissolve or change the corporate form of the Bank;</p> <p>(4) to issue preference shares;</p> <p>(5) other circumstance given in the Articles that is related to change or revocation of rights of the preference shareholders.</p> <p>In any of the abovementioned circumstances, the preference shareholders shall be informed of convening of the Shareholders’ General Meetinga shareholders’ meeting in accordance with the procedures given in the Articles 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 (1) 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 thirds (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 thirds (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 Meetinga shareholders’ meeting for matters in relation to the issuance of preference shares, the Bankit shall provide online voting channel for the shareholdersholders of domestic listed shares (including preference shareholders with restored voting rights).</p>

No.	Provisions before Amendments	Proposed Amendments
232	<p data-bbox="277 336 408 363">Article 305</p> <p data-bbox="277 412 820 889">In case that the Bank fails to pay out dividend on the preference shares according to provisions for cumulatively three (3) 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.</p> <p data-bbox="277 938 820 1038">Voting rights to be exercised by preference shareholders are calculated according to the following manner:</p> <p data-bbox="277 1087 820 1225">Ordinary share voting rights of the overseas preference shares being restored of voting right are calculated according to the following manner:</p> <p data-bbox="277 1236 820 1374">$R^* = W^*/E^* \times$ conversion exchange rate, wherein the shares being restored of the voting right shall be rounded down to integral times of one.</p> <p data-bbox="277 1427 820 1938">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</p>	<p data-bbox="845 336 983 363">Article 248</p> <p data-bbox="845 412 1388 963">In case that the Bank fails to pay out dividends on the preference shares according to provisions for cumulatively three (3) accounting years or two (2) consecutive accounting years, the preference shareholders shall have the right to attend the Shareholders' General Meeting a shareholders' meeting and vote together with the ordinary shareholders on the next date day after the Shareholders' General Meeting shareholders' 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.</p> <p data-bbox="845 1012 1388 1112">Voting rights to be exercised by preference shareholders are calculated according to the following manner:</p> <p data-bbox="845 1161 1388 1300">Ordinary share voting rights of the overseas preference shares with being with being restored of the voting rights are calculated according to the following manner:</p> <p data-bbox="845 1349 1388 1487">$R^* = W^*/E^* \times$ conversion exchange rate, wherein the shares with being with being restored of the voting rights shall be rounded down to integral times of one.</p> <p data-bbox="845 1536 1388 1938">Wherein, R^* represents the number of overseas preference shares held by every overseas preference shareholder and being restored of the voting rights for overseas listed 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 overseas listed ordinary H shares during the twenty (20) trading days prior to announcement of the Board of Directors' resolutions on</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>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.</p> <p>Ordinary share voting rights enjoyed by domestic preference shares being restored of the voting right are calculated as follows:</p> <p>$R = W/E$, wherein the shares being restored of the voting right shall be rounded down to integral times of one.</p> <p>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.</p> <p>In case that the Articles provide other special restrictions on the shareholders' voting rights, the special restrictions shall prevail.</p>	<p>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 (1) 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.</p> <p>Ordinary share voting rights enjoyed by domestic preference shares with being restored of the voting rights are calculated as follows:</p> <p>$R = W/E$, wherein the shares with being restored of the voting rights shall be rounded down to integral times of one.</p> <p>Wherein, R represents the number of domestic preference shares held by every domestic preference shareholder and being restored of the voting rights for domestic listed 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 domestic listed 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.</p> <p>In case that the Articles provide other special restrictions on the shareholders' voting rights, such restrictions shall apply.</p>

No.	Provisions before Amendments	Proposed Amendments
233	<p>Article 308</p> <p>The following terms in the Articles shall have the following meanings unless otherwise specified:</p> <p>“Independent Directors” refer to directors who do not hold any position in the Bank other than director, and those who have no relationship with the Bank and its shareholders and de facto controllers that may affect their independent and objective judgment.</p> <p>“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.</p> <p>“related parties” refer to natural persons, legal persons or other organizations that constitute related parties of the Bank in accordance with relevant provisions of the securities regulatory authorities in the places where the Bank’s shares are listed and the banking regulatory institution of the State Council of the place where the Bank is located. State-controlled enterprises are not related to each other only because they are under common control by the State.</p> <p>“domestic listed shares” refer to ordinary shares listed on a domestic stock exchange.</p> <p>“overseas listed shares” refer to ordinary shares listed on an overseas stock exchange, including domestic shares that can be listed and traded on overseas stock exchanges with the approval of relevant regulatory authorities or departments authorized by the State Council or through implementation of relevant procedures and overseas listed foreign shares.</p> <p>“overseas listed foreign shares” refer to foreign investment shares listed abroad.</p>	<p>(The provisions on independent directors have been reflected in the Section of the Board of Directors regarding independent directors as a whole.)</p> <p>(The definition of the controlling shareholder in original Article 58 has been moved to this Article.)</p> <p>(The definitions of “RMB” and “PRC” or “China” in original Article 17 have been moved to this Article.)</p> <p>Article 251</p> <p>The following terms in the Articles shall have the following meanings unless otherwise specified:</p> <p>“Independent Directors” refer to directors who do not hold any position in the Bank other than director, and those who have no relationship with the Bank and its shareholders and de facto controllers that may affect their independent and objective judgment.</p> <p>“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.</p> <p>“related parties” refer to natural persons, legal persons or other organizations that constitute related parties of the Bank in accordance with relevant provisions of the securities regulatory authorities in the places where the Bank’s shares are listed and the banking regulatory institution of the State Council of the place where the Bank is located. State-controlled enterprises are not related to each other only because they are under common control by the State.</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>“classes of shareholders” refer to shareholders who have different classes of shares. Except for other classes of shareholders, holders of domestic shares that are not listed overseas and holders of overseas listed shares referred to herein shall be deemed as different classified shareholders.</p> <p>“domestic shares” refer to shares issued by the Bank to domestic investors which are subscribed in RMB.</p> <p>“ordinary shares” refer to shares which have ordinary rights with respect to the Bank’s operation and management as well as distribution of the Bank’s profit and property. Holders of such shares shall have the right to enjoy the Bank’s surplus distribution with unfixed dividend after the Bank 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 holders 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”.</p> <p>“external supervisors” refer to supervisors of the Bank who hold no position in the Bank other than supervisor and have no relationship with the Bank or any of its shareholders or de facto controllers which may affect their independent and objective judgment.</p> <p>“overseas foreign shares” refer to shares issued by the Bank to overseas investors which are subscribed in foreign currency.</p>	<p>“domestic listed shares” refer to ordinary shares issued by the Bank and listed on a domestic stock exchange.</p> <p>“overseas listed shares” refer to ordinary shares issued by the Bank and listed on an overseas stock exchange, including domestic shares that can be listed and traded on overseas stock exchanges with the approval of relevant regulatory authorities or departments authorized by the State Council or through implementation of relevant procedures and overseas listed foreign shares.</p> <p>“recognized clearing house” refers to the recognized clearing house as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).</p> <p>“controlling shareholder” refers to a shareholder who holds more than fifty percent (50%) of the total share capital of the Bank, or a shareholder who, despite its shareholding being less than fifty percent (50%), has sufficient voting rights carried on its shareholding to exert significant impact on the resolutions of the shareholders’ meetings.</p> <p>“overseas listed foreign shares” refer to foreign investment shares listed abroad.</p> <p>“classes of shareholders” refer to shareholders who have different classes of shares. Except for other classes of shareholders, holders of domestic shares that are not listed overseas and holders of overseas listed shares referred to herein shall be deemed as different classified shareholders</p> <p>“domestic shares” refer to shares issued by the Bank to domestic investors which are subscribed in RMB.</p>

No.	Provisions before Amendments	Proposed Amendments
	<p>“on-site meeting” refers to a meeting convened by such means as on site, video or telephone to ensure the real-time communication and discussion by the attendees.</p> <p>“acting in concert” refers to the act or fact that an investor, through agreements or other arrangements, expands the number of voting rights of a company’s shares that he/she can control jointly with other investors. An investor who has agreed to act in concert is a party acting in concert.</p> <p>“major related party transaction” refers to related party transactions that need to be submitted to the Board of Directors or Shareholders’ General Meeting for consideration in accordance with relevant provisions of the securities regulatory authorities in the places where the Bank’s shares are listed and the banking regulatory institution of the State Council of the place where the Bank is located.</p> <p>“substantial shareholders” refer to shareholders who hold or control more than five percent (5%) of the shares or voting rights of the Bank or who hold less than five percent (5%) of total shares of the Bank but have a significant impact on the business management of the Bank. For the purpose of this paragraph, “significant impact” includes but is not limited to dispatching directors, supervisors or senior management members to the Bank, affecting the financial and business management decision-making of the Bank via agreements or by other means, and other circumstances identified by the banking regulatory institution of the State Council.</p>	<p>“ordinary shares” refer to shares which have ordinary rights with respect to the Bank’s operation and management as well as distribution of the Bank’s profit and property. Holders of such shares shall have the right to enjoy the Bank’s surplus distribution with unfixed dividend after the Bank 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 holders of preference shares. Holders of ordinary shares shall have right to attend or entrust a proxy to attend the Shareholders’ General Meeting shareholders’ meetings and exercise voting rights with one (1) share having equal voting right. “Ordinary share” is generally opposite to “preference share”.</p> <p>“external supervisors” refer to supervisors of the Bank who hold no position in the Bank other than supervisor and have no relationship with the Bank or any of its shareholders or de facto controllers which may affect their independent and objective judgment.</p> <p>“overseas foreign shares” refer to shares issued by the Bank to overseas investors which are subscribed in foreign currency.</p> <p>“RMB” refers to the lawful currency of the PRC.</p> <p>“on-site meeting” refers to a meeting convened by such means as on site, video or telephone to ensure the real-time communication and discussion by the attendees.</p> <p>“acting in concert” refers to the act or fact that an investor, through agreements or other arrangements, expands the number of voting rights of a company’s shares that he/she can</p>

No.	Provisions before Amendments	Proposed Amendments
		<p>control jointly with other investors. An investor who has agreed to act in concert is a party acting in concert.</p> <p>“major related party transaction” refers to related party transactions that need to be submitted to the Board of Directors or Shareholders’ General Meeting for consideration in accordance with relevant provisions of the securities regulatory authorities in the places where the Bank’s shares are listed and the banking regulatory institution of the State Council of the place where the Bank is located.</p> <p>“substantial shareholders” refer to shareholders who hold or control more than five percent (5%) of the shares or voting rights of the Bank or who hold less than five percent (5%) of total shares of the Bank but have a significant impact on the business management of the Bank. For the purpose of this paragraph, “significant impact” includes but is not limited to dispatching directors, supervisors or senior management members to the Bank, affecting the financial and business management decision-making of the Bank via agreements or by other means, and other circumstances identified by the banking regulatory institution of the State Council.</p> <p>“PRC” or “China” refers to the People’s Republic of China.</p>
234	<p>Article 309</p> <p>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</p>	<p>(The relevant provisions for the matters not covered in the Articles of Association have been moved to Article 253.)</p> <p>Article 309</p> <p>The Board of Directors may formulate detailed rules to the Articles according to the Articles,</p>

No.	Provisions before Amendments	Proposed Amendments
	laws, regulations, rules and regulatory provisions by considering the actual situation of the Bank.	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 regulatory provisions by considering the actual situation of the Bank.
235	Article 310 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 252 The Bank shall formulate Procedural Rules for the Shareholders' General Meeting , and 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.
236		(The relevant provisions for the matters not covered in original Article 309 have been moved to this Article.) Article 253 <u>Matters not covered in the Articles and relevant corporate governance documents of the Bank shall be handled in accordance with applicable Chinese laws, regulations and regulatory provisions, taking into account the actual situation of the Bank.</u>
237	Article 311 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 254 The official version of the Articles shall be written in simplified 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.

APPENDIX I**COMPARATIVE TABLE OF THE AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

No.	Provisions before Amendments	Proposed Amendments
238	Article 312 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 255 In the Articles, unless otherwise specified herein, the terms “above”, “within”, and “below” shall include the given figures, and the terms “less than”, “beyond”, “exceed”, “before” and “more than” shall not include the given figures.

Note: The Comparative Table of the Amendments to the Articles of Association is prepared in both Chinese and English. In the case of discrepancy between the two versions, the Chinese version shall prevail.

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE SHAREHOLDERS’ GENERAL MEETING**

**Comparative Table of the Amendments to the
Procedural Rules for the Shareholders’ General Meeting**

No.	Provisions before Amendments	Proposed Amendments ¹
1	<p>Article 1</p> <p>To ensure that the shareholders of China Construction Bank Corporation (“the Bank”) exercise their rights in accordance with the law, the Shareholders’ General Meeting functions properly, and improve the Bank’s governance structure, this Procedural Rules is hereby formulated pursuant to the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as the “Company Law”), the <i>Law of the People’s Republic of China on Commercial Banks</i> (hereinafter referred to as the “Commercial Bank Law”), the <i>Securities Law of the People’s Republic of China</i> (hereinafter referred to as the “Securities Law”), the <i>Special Regulations of the State Council concerning Overseas Offering and Listing of Shares by Joint Stock Limited Companies</i> (hereinafter referred to as the “Special Provisions”), the <i>Mandatory Provisions for Articles of Association of Companies Listed Abroad</i> (hereinafter referred to as the “Mandatory Provisions”), the <i>Rules for the Shareholders’ General Meeting of Listed Companies</i> (hereinafter referred to as the “Shareholders’ General Meeting Rules”, relevant regulations issued by securities regulators on listing place of the Bank, other relevant laws, regulations and rules and the <i>Articles of Association of China Construction Bank Corporation</i> (the “Articles of Association of the Bank”), taking into account the Bank’s actual conditions.</p>	<p>Article 1</p> <p>To ensure that the shareholders of China Construction Bank Corporation (the “Bank”) exercise their rights in accordance with the law, the Shareholders’ General-Meeting² functions properly, and to improve the Bank’s corporate governance structure, this the Procedural Rules for the Shareholders’ Meeting of China Construction Bank Corporation (the “Procedural Rules”) is hereby formulated pursuant to the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as the “Company Law”), the Law of the People’s Republic of China on Commercial Banks (hereinafter referred to as the “Commercial Bank Law”), the <i>Securities Law of the People’s Republic of China</i> (hereinafter referred to as the “Securities Law”), the Commercial Banking Law of the People’s Republic of China (the “Commercial Bank Law”), the Special Regulations of the State Council concerning Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Provisions”), the Mandatory Provisions for Articles of Association of Companies Listed Abroad (hereinafter referred to as the “Mandatory Provisions”), the Rules for the Shareholders’ General Meeting of Listed Companies” (hereinafter referred to as the “Shareholders’ General Meeting Rules”, relevant regulations issued by the banking regulatory institution</p>

¹ In this comparative table, “underline” indicates a change in the position of clauses, bold font indicates newly added or modified content, and “~~strikethrough~~” indicates the deletion of the original clause content.

² In the *Company Law of the People’s Republic of China (Revised in 2023)*, no distinction is made between the Shareholders’ General Meeting and the Shareholders’ Meeting, and the term “Shareholders’ Meeting” is uniformly adopted. Accordingly, all references to “Shareholders’ General Meeting” in the Procedural Rules will be adjusted to “Shareholders’ Meeting”, “the shareholders’ meetings” or “a shareholders’ meeting”, as appropriate, without separate elaboration.

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE SHAREHOLDERS' GENERAL MEETING**

No.	Provisions before Amendments	Proposed Amendments
		<p>of the State Council and the securities regulators on listing place regulatory authorities in the places where shares of the Bank are listed, other relevant laws, regulations and rules, and regulatory provisions (collectively, the “laws, regulations and regulatory provisions”) and the Articles of Association of China Construction Bank Corporation (the “Bank’s Articles of Association of the Bank”), taking into account the Bank’s actual conditions.</p>
2	<p>Article 2</p> <p>This Procedural Rules is applicable to the Bank’s Shareholders’ General Meeting, and has binding forces upon the Bank, all of its shareholders, proxies of shareholders, directors, supervisors, senior management members and other non-voting attendees present at the Shareholders’ General Meeting.</p>	<p>Article 2</p> <p>ThisThe Procedural Rules is applicable to the Bank’s Shareholders’ General Meeting, and has shall be of binding forces upon the Bank, all of its shareholders, proxies of shareholders, directors, supervisors³, senior management members and other non-voting attendees present at the Shareholders’ General Meeting shareholders’ meetings.</p>
3	<p>Article 3</p> <p>The Bank’s Board of Directors shall convene the Shareholders’ General Meeting in accordance with the provisions of the <i>Company Law</i>, the <i>Commercial Bank Law</i>, the <i>Securities Law</i>, the <i>Special Provisions</i>, the <i>Mandatory Provisions</i>, the <i>Shareholders’ General Meeting Rules</i>, and other relevant regulations of the securities regulatory body of the location where the Bank’s stock is listed, as well as other laws, regulations, rules, and the Bank’s Articles of Association concerning the convening of Shareholders’ General Meetings. All directors of the Bank bear the obligation of good faith to ensure the proper convening of the Shareholders’ General Meeting and must not</p>	<p>Article 3</p> <p>The Bank’s Board of Directors shall convene fulfill its responsibilities, and diligently and timely organize shareholders’ meetings in accordance with the provisions of the Company Law, the Commercial Bank Law, the Securities Law, the Special Provisions, the Mandatory Provisions, the Shareholders’ General Meeting Rules, and other relevant regulations of the securities regulatory body of the location where the Bank’s stock is listed, as well as other laws, regulations, rules, and regulatory provisions, the Bank’s Articles of Association concerning the convening of Shareholders’ General Meetings shareholders’</p>

³ In accordance with relevant laws, regulations, and corporate governance requirements, the Board of Supervisors will be cancelled, and the Audit Committee of the Board of Directors will assume the relevant functions. All references to supervisors and the Board of Supervisors will be correspondingly deleted throughout the Procedural Rules without separate elaboration.

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE SHAREHOLDERS' GENERAL MEETING**

No.	Provisions before Amendments	Proposed Amendments
	<p>obstruct the Shareholders' General Meeting from exercising its powers in accordance with the law.</p>	<p>meetings, and the Procedural Rules. All directors of the Bank bear the obligation of good faith shall exercise due diligence to ensure the proper convening of the Shareholders' General Meeting and must not obstruct the Shareholders' General Meeting from exercising shareholders' meetings and exercise its functions and powers in accordance with the law.</p>
4	<p>Article 5</p> <p>Any person holding shares of the Bank shall be entitled to attend in person or entrust a proxy to attend the Shareholder's General Meeting, and has the rights of information, speak, inquiry, voting and etc. according to the laws, regulations, rules, the Bank's Articles of Association and this Procedural Rules.</p> <p>Shareholders and shareholder's proxies present at the Shareholder's General Meeting shall comply with the provisions in relevant laws, regulations, rules, the Bank's Articles of Association and this Procedural Rules and keep order in earnest, and shall not infringe upon other shareholders' legitimate rights and interests.</p>	<p>Article 5</p> <p>Any person holding shares of the Bank All ordinary shareholders (including shareholders of preference shares with restored voting rights) registered on the record date shall be entitled to attend in person or entrust a proxy to attend the Shareholder's General Meeting shareholders' meetings, and has the rights of information, speak, inquiry, voting and etc. according to stipulated in the laws, regulations, rules and regulatory provisions, the Bank's Articles of Association, and this the Procedural Rules.</p> <p>Shareholders who violate the Commercial Bank Law and the provisions on equity management of commercial banks issued by the banking regulatory institution of the State Council shall not exercise the right of request for holding a shareholders' meeting, voting right, nominating right, proposing right, disposing right and other rights, if they hold or increase their shareholdings in the Bank to a percentage that is subject to but has not been approved by or has not been reported to the regulatory authorities.</p> <p>If a shareholder purchases the voting shares of the Bank in violation of the provisions of Paragraphs 1 and 2 of Article 63 of the Securities Law, the voting rights shall not be exercised for the shares exceeding the prescribed proportion within thirty-six (36) months after the purchase, and such shares</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE SHAREHOLDERS' GENERAL MEETING**

No.	Provisions before Amendments	Proposed Amendments
		<p>shall not be included in the total number of voting shares held by the shareholders who attend the shareholders' meetings.</p> <p>Shareholders and shareholder's proxies present at the Shareholder's General Meeting shareholder's meetings shall comply with the provisions in relevant laws, regulations, rules and regulatory provisions, the Bank's Articles of Association and this the Procedural Rules and keep order in earnest, and shall not infringe upon other shareholders' legitimate rights and interests.</p>
5	<p>Article 6</p> <p>The Shareholders' General Meeting of the Bank implements a system where a lawyer provides witness services and issues a legal opinion on the following matters:</p> <ol style="list-style-type: none"> 1. Whether the convening and holding procedures of the Shareholders' General Meeting are in compliance with applicable laws, regulations, rules, and the Bank's Articles of Association; 2. Whether the qualification of attendees and convener of the meeting is legal and valid; 3. The qualifications and shareholding ratio of shareholders making new proposals at the annual general meeting; 4. Whether the voting procedures and results of the Shareholders' General Meeting are legally valid; 5. Whether the contents of the resolutions made at the Shareholders' General Meeting is lawful; 6. Legal opinion on other matters as required by the Bank. 	<p>(This Article has been moved to Article 78 under "Section 5 Voting and Resolution of the Meetings" of revised "Chapter 5 Procedures for the Shareholders' Meetings")</p> <p>Article 6.</p> <p>The Shareholders' General Meeting of the Bank implements a system where a lawyer provides witness services and issues a legal opinion on the following matters:</p> <ol style="list-style-type: none"> 1. Whether the convening and holding procedures of the Shareholders' General Meeting are in compliance with applicable laws, regulations, rules, and the Bank's Articles of Association; 2. Whether the qualification of attendees and convener of the meeting is legal and valid; 3. The qualifications and shareholding ratio of shareholders making new proposals at the annual general meeting; 4. Whether the voting procedures and results of the Shareholders' General Meeting are legally valid;

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE SHAREHOLDERS' GENERAL MEETING**

No.	Provisions before Amendments	Proposed Amendments
		<p>5. Whether the contents of the resolutions made at the Shareholders' General Meeting is lawful;</p> <p>6. Legal opinion on other matters as required by the Bank.</p>
6	<p>Article 7</p> <p>The Shareholders' General Meeting is the governing body of the Bank and exercises the following powers in accordance with the law:</p> <ol style="list-style-type: none"> 1. Decide on the Bank's business strategy and investment plans; 2. Elect and replace directors, and determine matters related to the remuneration of directors; 3. Elect and replace shareholder representative supervisors and external supervisors, and determine matters related to the remuneration of supervisors; 4. Review and approve reports from the Board of Directors; 5. Review and approve reports from the Board of Supervisors; 6. Review and approve the Bank's annual financial budget plan and final accounting plan; 7. Review and approve the Bank's profit allocation plan and loss recovery plan; 8. Make resolutions on increasing or decreasing the registered capital of the Bank; 9. Make resolutions on mergers, divisions, dissolutions, and liquidations of the Bank; 	<p>Article 6⁴</p> <p>The Shareholders' General Meeting is the governing body organ of power of the Bank and exercises shall legally exercise the following powers functions and powers on the following matters in accordance with the law:</p> <ol style="list-style-type: none"> 1. Decide on the Bank's business strategy and investment plans; (1) Elect to elect and replace directors, and determine matters related to the decide on remuneration of relevant directors; 3. Elect and replace shareholder representative supervisors and external supervisors, and determine matters related to the remuneration of supervisors; (2) Review to review and approve reports from the report of the Board of Directors; 5. Review and approve reports from the Board of Supervisors; (3) Review to review and approve the Bank's annual financial budget plan and final accounting plan accounts; (4) Review to review and approve the Bank's profit allocation distribution plan and loss recovery plan for making up for losses;

⁴ Adjustments will be made to the numbering of relevant chapters and articles as well as to cross-references affected by this amendments to the Procedural Rules; the same applies hereinafter without separate elaboration.

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE SHAREHOLDERS' GENERAL MEETING**

No.	Provisions before Amendments	Proposed Amendments
	<p>10. Make resolutions on issuing corporate bonds, other securities, and listing;</p> <p>11. Make resolutions on significant acquisitions by the Bank and buy-back of the Bank's shares;</p> <p>12. Make resolutions on engaging, dismissing, or not renewing contracts with an accounting firm;</p> <p>13. Amend the Bank's Articles of Association and its detailed rules;</p> <p>14. Review proposals submitted by shareholders holding individually or collectively more than three percent of the total voting shares issued by the Bank;</p> <p>15. Review and approve significant equity investments, bond investments, asset purchases, asset disposals, asset write-offs, asset mortgages, and other non-commercial banking business guarantees;</p> <p>16. Review and approve changes in the use of funds raised;</p> <p>17. Review and approve stock incentive plans;</p> <p>18. Decide on the issuance of preferred shares; decide or authorize the board to decide on matters related to the Bank's issued preferred shares, including but not limited to buy-backs, share conversion, and dividend distributions;</p> <p>19. Review other matters that shall be decided by the Shareholders' General Meeting according to laws, regulations, rules, relevant provisions of the securities regulatory body of the location where the Bank's stock is listed, and the Bank's Articles of Association.</p>	<p>(5) Make to make resolutions on increasing the Bank's increase or decreasing the reduction of registered capital of the Bank;</p> <p>(6) Make to make resolutions on the Bank's mergers, divisions, dissolutions, and liquidations of the Bank, change of corporate form or other matters;</p> <p>(7) Make to make resolutions on issuing the issuance and listing of corporate bonds; or other negotiable securities, and listing;</p> <p>(8) Make to make resolutions on significant the Bank's material acquisitions by the Bank and buy-back repurchase of the Bank's shares;</p> <p>(9) Make to make resolutions on engaging, dismissing, the engagement or not renewing contracts with an removal of the accounting firm that conducts regular statutory audit on the financial reports of the Bank;</p> <p>(10) Amend to amend the Bank's Articles of Association, the Procedural Rules and its detailed rules the Procedural Rules for the Board of Directors;</p> <p>14. Review proposals submitted by shareholders holding individually or collectively more than three percent of the total voting shares issued by the Bank;</p> <p>(11) Review to review and approve the Bank's significant equity investments, bond investments, asset purchases, asset disposals, asset write-offs, asset mortgages, and other non-commercial banking business guarantees;</p> <p>(12) Review to review and approve changes in the use of funds raised proceeds;</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE SHAREHOLDERS' GENERAL MEETING**

No.	Provisions before Amendments	Proposed Amendments
	<p>The resolution of the Shareholders' General Meeting shall not violate laws, regulations, rules, relevant provisions of the securities regulatory body of the location where the Bank's stock is listed, and the Bank's Articles of Association.</p>	<p>(13) Review to review the share incentive plan and approve employee stock incentive plans ownership plan;</p> <p>(14) Decide to decide on the issuance of preferred preference shares, and to decide or authorize the board Board of Directors to decide on the matters related relating to the Bank's issued preferred preference shares, including, without limitation, but not limited to buy-backs repurchase, share conversion; and dividend distributions etc.;</p> <p>(15) Review to review other matters that shall be decided by the Shareholders' General Meeting according to laws, regulations, rules, relevant provisions of the securities regulatory body of the location where the Bank's stock is listed and regulatory provisions, and as well as the Bank's Articles of Association.</p> <p>The resolution of the Shareholders' General Meeting shall not violate laws, regulations, rules, relevant provisions of the securities regulatory body of the location where the Bank's stock is listed, and the Bank's Articles of Association.</p>
7	<p>Article 8</p> <p>Provided that there is no violation of mandatory provisions of laws, regulations and rules, the Shareholders' General Meeting has the right to authorize the Bank's Board of Directors approval authorities regarding matters such as equity investment, bond issuance, bond investment, asset purchase, asset disposal, asset write-off, asset mortgage, other non-commercial banking business guarantee, and charitable donations for public welfare and relief and revision to corporate governance documents. Specific authorization plan shall be otherwise formulated by the Bank and requires approval from the Shareholders'</p>	<p>Article 7</p> <p>Provided that there is no violation of mandatory provisions of laws, regulations and rules regulatory provisions, the Shareholders' General Meeting has the right to authorize may delegate to the Bank's Board of Directors approval authorities the authority to approve regarding matters such as equity investment, bond issuance, bond investment, asset purchase acquisition, asset disposal, asset write-off, asset mortgage, other non-commercial banking business guarantees, and external charitable donations for public welfare and relief and revision to corporate governance documents. Specific authorization plan shall be otherwise</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE SHAREHOLDERS' GENERAL MEETING**

No.	Provisions before Amendments	Proposed Amendments
	General Meeting through deliberations.	formulated by the Bank and requires approval from shall be considered and approved by the Shareholders' General Meeting through deliberations.
8	<p>Article 9</p> <p>The Shareholders' General Meeting is divided into the annual general meeting (hereinafter referred to as "annual meeting") and Extraordinary Shareholders' General Meetings.</p>	<p>Article 8</p> <p>The shareholders' meetings are categorized into the annual shareholders' meeting and extraordinary shareholders' meeting.The Shareholders' General Meeting is divided into the annual general meeting (hereinafter referred to as "annual meeting") and Extraordinary Shareholders' General Meetings.</p>
9	<p>Article 10</p> <p>The annual meeting shall be held once a year and must take place within six months after the end of each accounting year. In case of special circumstances requiring a postponement, the Bank shall promptly report to the banking regulatory body under the State Council and the securities regulatory body of the location where the Bank's stock is listed, explaining the reasons for the postponement and making an announcement.</p>	<p>(The last sentence of this Article has been moved to the end of "Chapter 3 System of the Shareholders' Meetings" and listed as a separate article.)</p> <p>Article 9</p> <p>The annual shareholders' meeting shall be held once a year is held on a yearly basis and must take place shall be convened within six (6) months from after the end of the previous fiscal year each accounting year. In case of special circumstances requiring a postponement, the Bank shall promptly report to the banking regulatory body under the State Council and the securities regulatory body of the location where the Bank's stock is listed, explaining the reasons for the postponement and making an announcement.</p>
10	<p>Article 11</p> <p>The annual meeting shall deliberate on at least the following proposals:</p> <ol style="list-style-type: none"> 1. The Board of Directors' annual report; 2. The Board of Supervisors' annual report; 	<p>Article 11</p> <p>The annual meeting shall deliberate on at least the following proposals:</p> <ol style="list-style-type: none"> 1. The Board of Directors' annual report; 2. The Board of Supervisors' annual report;

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE SHAREHOLDERS' GENERAL MEETING**

No.	Provisions before Amendments	Proposed Amendments
	<p>3. The audited financial final accounting plan for the previous year;</p> <p>4. The profit allocation plan for the previous year;</p> <p>5. The financial budget plan for the current year;</p> <p>6. Engagement, dismissal, or non-renewal of contracts with accounting firms.</p> <p>The matters deliberated at the annual meeting are not limited to the above; the annual meeting may deliberate on any matter within the authority of the Shareholders' General Meeting.</p>	<p>3. The audited financial final accounting plan for the previous year;</p> <p>4. The profit allocation plan for the previous year;</p> <p>5. The financial budget plan for the current year;</p> <p>6. Engagement, dismissal, or non-renewal of contracts with accounting firms.</p> <p>The matters deliberated at the annual meeting are not limited to the above; the annual meeting may deliberate on any matter within the authority of the Shareholders' General Meeting.</p>
11	<p>Article 12</p> <p>In any of the following circumstances, the Bank shall convene an Extraordinary Shareholders' General Meeting within two months from the date the fact occurs:</p> <p>1. When the number of directors falls below two-thirds of the number stipulated in the Bank's Articles of Association or is less than the statutory minimum number prescribed by the Company Law;</p> <p>2. When the Bank's accumulated losses reach one-third of its total share capital;</p> <p>3. Upon a written request by a shareholder or combined shareholders holding more than ten percent of the voting shares issued by the Bank. The shareholding ratio shall be calculated based on the number of shares held on the date the written request is made;</p> <p>4. When deemed necessary by the Board of Directors;</p> <p>5. Upon proposal by the Board of Supervisors;</p>	<p>Article 10</p> <p>An extraordinary shareholders' meeting may be convened when the Board of Directors considers it necessary. In any of the following circumstances, the Bank shall convenehold an Extraordinary Shareholders' General Meeting extraordinary shareholders' meeting within two (2) months from the date the fact occurs of the occurrence of such circumstance:</p> <p>(1) When the number of directors falls below is less than two-thirds (2/3) of the minimum number stipulated specified in the Bank's Articles of Association or is less than the statutory minimum number quorum prescribed by provided in the Company Law;</p> <p>(2) When the Bank's accumulated uncovered losses reach account for one-third (1/3) of its total share capital;</p> <p>(3) Upon a written request by a shareholder or combined shareholders holding more than ten percent of the voting shares issued by the Bank. shareholders who individually or jointly hold more than ten percent (10%) of the Bank's</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE SHAREHOLDERS' GENERAL MEETING**

No.	Provisions before Amendments	Proposed Amendments
		<p>where the shares of the Bank's stock is are listed, indicating explaining the reasons, for the postponement and making an a public announcement shall be made.</p>
/		<p>(Newly added chapter heading)</p> <p>Chapter 4 Convening of Shareholders' Meetings</p>
13	<p>Article 14</p> <p>Unless otherwise provided in the Bank's Articles of Association or this Procedural Rules, the Shareholders' General Meeting shall be convened by the Board of Directors in accordance with the law. The Board of Directors shall convene the Shareholders' General Meeting in compliance with applicable laws, regulations, rules, relevant provisions of the securities regulatory body of the location where the Bank's stock is listed, and the Bank's Articles of Association.</p>	<p>Article 13</p> <p>Unless otherwise provided in the Bank's Articles of Association or this Procedural Rules, the Shareholders' General Meeting meetings shall be convened by the Board of Directors in accordance with according to the law, unless otherwise specified in the Bank's Articles of Association and the Procedural Rules. The Board of Directors shall convene the Shareholders' General Meeting shareholders' meetings within the period specified in the Banks' Articles of Association and the Procedural Rules in compliance with applicable laws, regulations, rules, relevant provisions of the securities regulatory body of the location where the Bank's stock is listed, and the Bank's Articles of Association.</p>
14		<p>(Newly added article)</p> <p>Article 14</p> <p>Independent directors shall have the right to propose to the Board of Directors to convene an extraordinary shareholders' meeting, subject to consent by more than half (1/2) of all the independent directors. Upon receiving the proposal to convene an extraordinary shareholders' meeting from independent directors, the Board of Directors shall revert in writing whether to agree to hold an extraordinary shareholders'</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE SHAREHOLDERS' GENERAL MEETING**

No.	Provisions before Amendments	Proposed Amendments
		<p>meeting within ten (10) days, according to laws, regulations and regulatory provisions as well as the Bank's Articles of Association.</p> <p>The Board of Directors shall issue a notice on convening an extraordinary shareholders' meeting 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.</p>
15		<p>(The provisions of the original Article 40 regarding the board of supervisors' proposal to convene an extraordinary shareholders' meeting has been moved to this Article.)</p> <p>Article 15</p> <p><u>The Board of Supervisors Audit Committee shall have the right to propose to convene the holding of an extraordinary shareholders' meeting to the Board of Directors. The Audit Committee shall propose the holding of an extraordinary shareholders' meeting to the Board of Directors in writing. The Board of Directors shall revert in writing whether to agree to hold an extraordinary shareholders' meeting or not, within ten (10) days after receipt of the, provide a written response regarding its decision to convene the extraordinary or not pursuant to according to the laws, regulations, and regulatory provisions as well as and the Bank's Articles of Association within ten (10) days after the proposal is received.</u></p> <p><u>If In case the Board of Directors approves the convening agrees to hold an extraordinary shareholders' meeting, it shall issue the corresponding notice of the extraordinary shareholders' meeting within five (5) days after the resolution is made, For any and</u></p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE SHAREHOLDERS' GENERAL MEETING**

No.	Provisions before Amendments	Proposed Amendments
		<p>changes to the original proposal, consent from shall be agreed by the Board of Supervisors Audit Committee is required.</p> <p>IfIn case the Board of Directors refuses to convenehold an extraordinary shareholders' meeting, or fails to provide a response makes no feedback within ten (10) days after receipt of receiving the proposal, the Board of Directors shall be deemed as unableincapable of fulfilling fails or failing to fulfill the obligation of conveningholding such shareholders' meeting. In that in which case, the Board of Supervisors Audit Committee may convene and preside over the such meeting on its own initiative within four (4) months after the Board of Directors receives the written proposal.</p>
16		<p>(The provisions of the original Article 41 regarding the proposal for proposing shareholders to convene an extraordinary shareholders' meeting has been moved to this Article.)</p> <p>Article 16</p> <p>Ordinary shareholders who individually or jointly hold more than ten percent (10%) or more of the voting shares of the Bank (including the preference shareholders with restored voting rights) (the "proposing shareholders") shall have the right to request the Board of Directors in writing to convenehold an extraordinary shareholders' meeting with a written request. The Board of Directors shall, within ten (10) days after receipt of the request, provide a written response regarding its decision to convene the revert in writing whether to agree to hold an extraordinary shareholders' meeting or not pursuant to according to the laws,</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE SHAREHOLDERS' GENERAL MEETING**

No.	Provisions before Amendments	Proposed Amendments
		<p><u>regulations, regulatory provisions and the Bank's Articles of Association within ten (10) days after the request is received.</u></p> <p>If-In case the Board of Directors approves the convening <u>agrees to hold an extraordinary shareholders' meeting,</u> it shall issue the <u>the</u> corresponding meeting notice of the meeting <u>meeting notice</u> within five (5) days after the resolution of the Board of Directors is made, . <u>of the Board of Directors is made, .</u> For any and changes to the original request-proposal; consent from shall be agreed by the proposing shareholders is required.</p> <p>If-In case the Board of Directors refuses to convene the holding of an extraordinary shareholders' meeting, or fails to provide a response makes no feedback <u>within ten (10) days after receipt of receiving the request proposal,</u> the <u>proposing shareholders shall</u> have the right to propose to request <u>request</u> the Board of Supervisors Audit Committee in writing to convene of to hold <u>Board of Supervisors Audit Committee in writing to convene of to hold</u> an extraordinary shareholders' meeting <u>in a written form.</u></p> <p>If-In case the Board of Supervisors Audit Committee approves the convening <u>agrees to hold an extraordinary shareholders' meeting,</u> it shall issue the <u>the</u> corresponding meeting notice of the meeting <u>meeting notice</u> within five (5) days upon receipt of after the request is received, and. <u>upon receipt of after the request is received, and.</u> For any changes to the original request shall be agreed by consent from the proposing shareholders.</p> <p>If-In case the Board of Supervisors Audit Committee fails to issue the notice of extraordinary shareholders' meeting in the prescribed period, the Board of Supervisors Audit Committee shall be deemed to have failed as refusing to convene or preside over such meeting. <u>Shareholders who individually or jointly hold more than ten percent (10%) shares in the Bank (including the preference</u></p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE SHAREHOLDERS' GENERAL MEETING**

No.	Provisions before Amendments	Proposed Amendments
		<p><u>shareholders with restored voting rights) for more than ninety (90) successive days may convene and preside over the such meeting on their own initiative within four (4) months after the Audit Committee receives the written proposal.</u></p>
17		<p>(Original Article 42 has been moved to this Article.)</p> <p>Paragraph 1 of Article 17</p> <p>If<u>In case the Board of Supervisors Audit Committee</u> or the proposing shareholders decide to convene an Extraordinary Shareholders' General Meeting <u>extraordinary shareholders' meeting or a Class Shareholders' General Meeting</u> on their its own initiative, they shall notify<u>inform</u> the Board of Directors in writing and file <u>relevant information with the banking regulatory body under the State Council, as well as according to in accordance with the relevant regulations provisions of the securities regulatory body authorities in the jurisdiction places where the shares of the Bank's stock is are listed.</u> Thereafter, a notice for the Extraordinary Shareholders' General Meeting <u>extraordinary shareholders' meeting or Class Shareholders' General Meeting</u> shall be issued. The contents of the notice shall comply with the following provisions:</p> <p>(1) <u>The Audit Committee or the proposing shareholders shall not change the original request to the Board of Directors, Proposals must not include new content; otherwise, the Board of Supervisors or proposing shareholders must resubmit a new request for holding an extraordinary shareholders' meeting shall be proposed to the Board of Directors in accordance with the Bank's Articles of Association and the Procedural Rules;</u></p>

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No.	Provisions before Amendments	Proposed Amendments
		<p><u>(2) The venue of the meeting shall be at the place where the Bank locates.</u></p> <p>(Newly added paragraphs)</p> <p>Paragraphs 2 and 3 of Article 17</p> <p>The Audit Committee or the proposing shareholders shall, when issuing the notice of the extraordinary shareholders' meetings and the voting results announcements of the shareholders' meetings, submit relevant certification materials to the stock exchanges where the Bank's shares are listed in accordance with laws, regulations and regulatory provisions.</p> <p>Where proposing shareholders convene an extraordinary shareholders' meeting, before the voting results of the shareholders' meeting are announced, the proposing shareholders' shareholding percentage shall not be less than ten percent (10%).</p>
18		<p>(Original Article 43 has been moved to this Article.)</p> <p>Article 18</p> <p>When the Board of Supervisors or the proposing shareholders decide to convene on its/his/her own as a result of the failure of the Board of Directors to convene a meeting as required by Article 40 of this Procedure Rules. The expenses necessary for convening shareholders' meetings by the Audit Committee or the shareholders on their own initiatives shall be borne by the Bank. If the board's failure to hold the meeting as required was due to negligence of a director or directors, then the reasonable expenses incurred by the Board of Supervisors or proposing shareholders for convening and holding the Extraordinary Shareholders' General Meeting or</p>

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No.	Provisions before Amendments	Proposed Amendments
		<p>Class Shareholders' General Meeting shall be deducted from the amounts payable by the Bank to the negligent director(s). The Board of Directors and the secretary to the Board of Directors shall cooperate and provide assistance and shall provide the register of shareholders as of the record date. If the Board of Directors fails to provide the register of shareholders, the convener may apply to the securities depository and clearing agency with the relevant announcement of the notice on convening the shareholders' meeting to obtain such register. The register of shareholders obtained by the convener shall not be used for any purpose other than convening the shareholders' meetings.</p>
19		<p>(Newly added Article)</p> <p>Article 19</p> <p>The provisions regarding the convening procedures for shareholders' meetings in this section also apply to class shareholders' meetings.</p>
20	<p>Article 16</p> <p>Proposals for the Shareholders' General Meeting are generally proposed by the Board of Directors.</p> <p>The Board of Supervisors and shareholders who individually or collectively hold more than three percent of the Bank's shares have the right to submit proposals to the Bank.</p>	<p>Article 21</p> <p>Proposals for the Shareholders' General Meeting shareholders' meetings are generally proposed by the Board of Directors.</p> <p>The Audit Committee shall have the right to submit proposals directly to the Shareholders' Meeting on matters within its authority as set forth in Paragraph 1 of Article 163 of the Bank's Articles of Association.</p> <p>The Board of Supervisors and the shareholders who, either individually or collectively jointly, hold more than three one percent (1%) shares</p>

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No.	Provisions before Amendments	Proposed Amendments
		of the Bank's shares (including the preference shares with restored voting rights) shall have the right to submit proposals to the Bank
21	<p>Article 17</p> <p>Shareholders who individually or collectively hold more than three percent of the Bank's shares may submit a temporary proposal in writing to the convener at least twenty days before the Shareholders' General Meeting. Upon receiving the temporary proposal, if it meets the specified conditions, the convener shall include it in the agenda of the Shareholders' General Meeting and promptly notify other shareholders. If the convener does not include the temporary proposal in the agenda, he/she must provide an explanation at the Shareholders' General Meeting. Except in the aforementioned circumstances, after the convener has issued the notice for the Shareholders' General Meeting, no amendments may be made to the proposals listed in the notice, nor may new proposals be added.</p>	<p>(This Article has been moved to the revised Article 25)</p> <p>Article 17</p> <p>Shareholders who individually or collectively hold more than three percent of the Bank's shares may submit a temporary proposal in writing to the convener at least twenty days before the Shareholders' General Meeting. Upon receiving the temporary proposal, if it meets the specified conditions, the convener shall include it in the agenda of the Shareholders' General Meeting and promptly notify other shareholders. If the convener does not include the temporary proposal in the agenda, he/she must provide an explanation at the Shareholders' General Meeting. Except in the aforementioned circumstances, after the convener has issued the notice for the Shareholders' General Meeting, no amendments may be made to the proposals listed in the notice, nor may new proposals be added.</p>
22	<p>Article 18</p> <p>When more than half of the independent directors request the Board of Directors to convene an Extraordinary Shareholders' General Meeting, they shall be responsible for make the proposal.</p>	<p>Article 22</p> <p>When If more than half (1/2) of the independent directors request propose to the Board of Directors to convene an Extraordinary Shareholders' General Meeting extraordinary shareholders' meeting, they these independent directors shall be responsible for make the submitting proposals.</p>

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23	<p>Article 19</p> <p>If the Board of Supervisors deems it necessary to convene an Extraordinary Shareholders' General Meeting, it shall be responsible for make the proposal. Any written proposal made by the Board of Supervisors for the convening of an Extraordinary Shareholders' General Meeting shall be filed in accordance with relevant regulations of the securities regulatory body of the location where the Bank's stock is listed.</p>	<p>Article 23</p> <p>If The Audit Committee Board of Supervisors deems it necessary to convene an Extraordinary Shareholders' General Meeting, it shall be responsible for make the submitting proposals when it considers necessary to convene an extraordinary shareholders' meeting. Any written proposal made by the Board of Supervisors Audit Committee for the convening of an Extraordinary Shareholders' General Meeting extraordinary shareholders' meeting shall be filed in accordance with relevant regulations of the securities regulatory body authorities where shares of the location where the Bank's stock is are listed.</p>
24	<p>Article 20</p> <p>Shareholders who individually or collectively hold more than 10 percent of the total voting shares issued by the Bank and propose to convene an Extraordinary Shareholders' General Meeting shall be responsible for making the proposal, regardless of whether the meeting is convened by the Board of Directors. Any written proposal made by such shareholders for the convening of an Extraordinary Shareholders' General Meeting shall be filed in accordance with the relevant regulations of the securities regulatory body of the location where the Bank's stock is listed.</p>	<p>Article 24</p> <p>If Shareholders shareholders who hold, individually or collectively jointly, hold more than 10 ten percent (10%) of the total issued and outstanding voting shares issued by of the Bank and propose to convene an Extraordinary Shareholders' General Meeting extraordinary shareholders' meeting, the proposing shareholders shall be responsible for submitting making the proposals, regardless of no matter submitting making the proposals, regardless of no matter whether the meeting is convened by the Board of Directors or not. Any written proposal made by the proposing such the proposing such shareholders for the convening of an Extraordinary Shareholders' General Meeting extraordinary shareholders' meeting shall be filed in accordance with the relevant regulations of the securities regulatory body of the location authorities where the Bank's stock is shares of the Bank are listed.</p>

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25		<p>(Original Article 17 has been moved to this Article.)</p> <p>Article 25</p> <p><u>Shareholders who individually or jointly collectively hold more than one three percent (1%) of the Bank's shares of the Bank may submit present a temporary interim proposals in writing to the convener in writing fifteen (15) days prior to the holding of a shareholders' meeting at least twenty days before the Shareholders' General Meeting. Upon receipt of such receiving the temporary proposals, if it meets the specified conditions, the convener shall issue supplementary notices in accordance with laws, regulations and regulatory provisions for the shareholders' meeting in two (2) days to announce the contents of the interim proposals and submit such proposals to the shareholders' meeting for consideration, unless the interim proposals violate the provisions of laws, regulations regulatory provisions, the Articles of Association of the Bank or the Procedural Rules, or do not fall within the authority of the Shareholders' Meeting include it in the agenda of the Shareholders' General Meeting and promptly notify other shareholders. If the convener does not include the temporary proposal in the agenda, he/she must provide an explanation at the Shareholders' General Meeting. Except for in the aforesaid aforementioned circumstances, after the convener has issued the notice for the Shareholders' General Meeting, no amendments may be made to the shall neither modify the proposals listed in the notice, nor add may new proposals to the notice of a shareholders' meeting after the notice of the shareholders' meeting has been issued be added.</u></p>

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No.	Provisions before Amendments	Proposed Amendments
26	<p>Article 21</p> <p>The name lists of director candidates and non-employee representative supervisor candidates shall be submitted in the form of proposal to the Shareholders' General Meeting for deliberation.</p> <p>Shareholders who individually or collectively hold more than three percent of the total voting shares issued by the Bank and the Board of Directors may make a proposal for director candidates (including independent directors), while the Board of Supervisors may make the proposal for independent director candidates.</p> <p>Shareholders who individually or collectively hold more than one percent of the total shares issued by the Bank may make a proposal for independent director candidates.</p> <p>Shareholders who individually or collectively hold more than three percent of the total voting shares issued by the Bank and the Board of Supervisors make a proposal for non-employee representative supervisor candidates (including external supervisors).</p> <p>Shareholders who individually or collectively hold more than one percent of the total shares issued by the Bank may make a proposal for external supervisor candidates.</p>	<p>Article 26</p> <p>The name lists of director candidates and non-employee representative supervisor candidates shall be submitted in the form of proposal to the Shareholders' General Meeting for deliberation consideration.</p> <p>Shareholders who individually or collectively jointly hold more than three percent one percent (1%) of the total voting shares of issued by the Bank, and the Board of Directors may make a put forward proposals for director on candidates for directors (including independent directors), to the Shareholder's Meeting while the Board of Supervisors may make the proposal for independent director candidates.</p> <p>Shareholders who individually or collectively hold more than one percent of the total shares issued by the Bank may make a proposal for independent director candidates.</p> <p>Shareholders who individually or collectively hold more than three percent of the total voting shares issued by the Bank and the Board of Supervisors make a proposal for non-employee representative supervisor candidates (including external supervisors).</p> <p>Shareholders who individually or collectively hold more than one percent of the total shares issued by the Bank may make a proposal for external supervisor candidates.</p>
27	<p>Article 22</p> <p>The procedures for nominating candidates for Director and Supervisor positions are as follows:</p>	<p>Article 27</p> <p>The procedures Procedures for nominating candidates for Director and Supervisor positions directors are as follows:</p>

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No.	Provisions before Amendments	Proposed Amendments
	<p>1. Nomination proposals submitted by eligible shareholders, the Board of Directors, and the Board of Supervisors must be presented to the convener of the Shareholders' General Meeting before the notice of the Shareholders' General Meeting is issued. After the notice of the Shareholders' General Meeting has been issued, any temporary nomination proposals from shareholders who individually or collectively hold more than three percent of the total voting shares issued by the Bank must be submitted to the convener at least 35 days prior to the Shareholders' General Meeting.</p> <p>2. Nominations for director candidates (including independent directors) proposed by the Board of Directors shall be reviewed by the Board's Nomination and Remuneration Committee and decided upon by a resolution of the board. Nominations for non-employee representative supervisor candidates (including external supervisors) proposed by the Board of Supervisors shall be reviewed by the Performance and Due Diligence Supervision Committee under the Board of Supervisors and decided upon by a resolution of the Board of Supervisors.</p> <p>3. For director candidates (including independent directors) nominated by eligible shareholders and independent director candidates nominated by the Board of Supervisors, the Board's Nomination and Remuneration Committee shall review their qualifications and conditions in accordance with relevant laws, regulations, and the Bank's Articles of Association, and report the results to the convener of the Shareholders' General Meeting. Candidates who meet the required qualifications and conditions shall be submitted to the Shareholders' General Meeting for deliberation. For non-employee representative supervisor candidates (including external</p>	<p>1. Nomination proposals on nomination submitted put forward by eligible shareholders with the right of nomination, and the Board of Directors, and the Board of Supervisors must shall be presented to the convener of the Shareholders' General Meeting shareholders' meetings before the notice of the Shareholders' General Meeting shareholders' meeting is issued sent; After after the notice of the Shareholders' General Meeting shareholders' meeting has been issued is sent, any temporary the interim nomination proposals from shareholders who individually or collectively hold more than three percent of the total voting shares issued by the Bank put forward by the shareholders with the right of nomination must shall be submitted to the convener of the shareholders' meeting at least 35 fifteen (15) days before the Shareholders' General Meeting date of the meeting is convened;</p> <p>2. Nominations for director candidates (including independent directors) proposed candidates for directors nominated by the Board of Directors to the Shareholders' Meeting shall be reviewed examined by the Board's Board of Directors and decided upon by approved with a resolution of the Board of Directors. the board. Nominations for non-employee representative supervisor candidates (including external supervisors) proposed by the Board of Supervisors shall be reviewed by the Performance and Due Diligence Supervision Committee under the Board of Supervisors and decided upon by a resolution of the Board of Supervisors.</p> <p>3. for director candidates for directors (including independent directors) nominated by eligible shareholders who have the right of</p>

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	<p>supervisors) nominated by eligible shareholders, the Performance and Due Diligence Supervision Committee under the Board of Supervisors shall review the qualifications and conditions for their appointments in accordance with relevant laws, regulations, and the Bank's Articles of Association and report the results to the convener of the Shareholders' General Meeting, with qualified candidates being submitted for shareholder deliberation.</p> <p>4. Director and non-employee representative supervisor candidates shall provide a written commitment before the Shareholders' General Meeting, agreeing to accept the nomination, confirming that the disclosed information is true and complete, and guaranteeing to fulfill their duties if elected.</p> <p>5. The Board of Directors and the Board of Supervisors shall disclose detailed information on director and non-employee representative supervisor candidates to shareholders in accordance with laws, regulations, and the Bank's Articles of Association before the Shareholders' General Meeting, ensuring that shareholders have sufficient understanding of the candidates when voting;</p> <p>6. The Shareholders' General Meeting shall vote on each director and non-employee representative supervisor candidate individually;</p> <p>7. In the event of a need for a temporary addition of a director, nominations shall be made by the Board's Nomination and Remuneration Committee or by shareholders who meet the nomination criteria, then submitted to the board for review, and finally elected or replaced at the Shareholders' General Meeting.</p>	<p>nomination and independent director candidates nominated by, their appointment qualifications and requirements shall be examined by the Board of Supervisors, the Board's Nomination and Remuneration Committee of the Board of Directors shall review their qualifications and conditions in accordance with relevant laws, regulations, and regulatory provisions, and as well as the Bank's Articles of Association, and report the results to the convener of the Shareholders' General Meeting shareholders' meetings. Candidates who meet the required appointment qualifications and conditions requirements shall be submitted to the Shareholders' General Meeting for deliberation consideration. For non-employee representative supervisor candidates (including external supervisors) nominated by eligible shareholders, the Performance and Due Diligence Supervision Committee under the Board of Supervisors shall review the qualifications and conditions for their appointments in accordance with relevant laws, regulations, and the Bank's Articles of Association and report the results to the convener of the Shareholders' General Meeting, with qualified candidates being submitted for shareholder deliberation.</p> <p>4. Director and non-employee representative supervisor candidates for directors shall provide make a written commitment before the Shareholders' General Meeting shareholders' meeting, agreeing and agree to accept the nomination, confirming that the disclosed information is true, and complete, and guaranteeing to guarantee the authenticity, accuracy and completeness of publicly disclosed information and promise to earnestly fulfil their duties if after being elected.</p>

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		<p>5. The Board of Directors and the Board of Supervisorsthe Bank shall disclose the detailed information on director and non-employee representative supervisorof candidates for directors to shareholders in accordance with laws, regulations,and regulatory provisions,and as well as the Bank's Articles of Association before the Shareholders' General Meetingholding of the shareholders' meetings, ensuring to guarantee that shareholders have a sufficient understanding of the candidates when voting.</p> <p>6. The Shareholders' General Meeting shall vote on each director and non-employee representative supervisor candidate individually;</p> <p>7. In the event of a need for a temporary addition of a director, nominations shall be made by the Board's Nomination and Remuneration Committee or by shareholders who meet the nomination criteria, then submitted to the board for review, and finally elected or replaced at the Shareholders' General Meeting.</p> <p>The shareholders and their related parties that have nominated non-independent directors shall not nominate independent directors.</p>
28	<p>Article 23</p> <p>For proposals involving investments, asset disposals, and mergers and acquisitions, a comprehensive explanation of the matter shall be provided, including the amount involved, price (or pricing method), book value of the assets, impact on the Bank, risk points, control measures, and approval status, etc.</p>	<p>Article 23</p> <p>For proposals involving investments, asset disposals, and mergers and acquisitions, a comprehensive explanation of the matter shall be provided, including the amount involved, price (or pricing method), book value of the assets, impact on the Bank, risk points, control measures, and approval status, etc.</p>

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No.	Provisions before Amendments	Proposed Amendments
29	<p>Article 24</p> <p>Matters that require submission to the securities regulatory body under the State Council for approval, such as public issuance of stocks, shall be proposed in a special proposal.</p>	<p>Article 24</p> <p>Matters that require submission to the securities regulatory body under the State Council for approval, such as public issuance of stocks, shall be proposed in a special proposal.</p>
30	<p>Article 25</p> <p>After the Board of Directors approves the annual report, it shall make a resolution on the profit allocation plan, and the resolution shall serve as a proposal for the annual general meeting. When the board proposes a plan to convert capital reserves into share capital, it shall provide a detailed explanation of the reason for the conversion, which shall also be disclosed in the announcement.</p>	<p>Article 25</p> <p>After the Board of Directors approves the annual report, it shall make a resolution on the profit allocation plan, and the resolution shall serve as a proposal for the annual general meeting. When the board proposes a plan to convert capital reserves into share capital, it shall provide a detailed explanation of the reason for the conversion, which shall also be disclosed in the announcement.</p>
31	<p>Article 26</p> <p>The appointment of an accounting firm shall be proposed by the Board of Directors and is subject to approval by a vote at the Shareholders' General Meeting. When the board proposes to dismiss or not renew the contract with an accounting firm, it shall notify the firm in advance and explain the reasons to the Shareholders' General Meeting. The accounting firm has the right to present its opinion to the Shareholders' General Meeting. If the accounting firm believes that the reasons for dismissal or non-renewal are unjustified, it may file a complaint with the Chinese Institute of Certified Public Accountants or other relevant authorities. If the accounting firm resigns, it shall report to the Shareholders' General Meeting whether there were any improper circumstances within the Bank, and the board shall also explain the reasons at the Shareholders' General Meeting.</p>	<p>Article 28</p> <p>The Bank's appointment engagement or removal of anthe accounting firm shall be proposedconsidered by the Board of Directors and is subject to approval by a vote atdecided by the Shareholders' General Meeting. When the boardBank proposes to dismissremove or not renewre-engage the contract with an accounting firm, it shall notify the firmmatter in advance and explain the reasons to the Shareholders' General Meeting. The accounting firm hasshall have the right to presentstate its opinions to the Shareholders' General Meetingshareholders' meeting. If the accounting firm believes that the reasons for dismissal or non-renewal are unjustified, it may file a complaint with the Chinese Institute of Certified Public Accountants or other relevant authorities. If the accounting firm offers to resigns, it shall make a statement reportmake a statement report to the Shareholders' General Meetingshareholders' meeting about whether there were any improper circumstances within the Bank is involved in any inappropriate circumstance, and the boardBoard of</p>

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	<p>In the event of a vacancy in the position of the accounting firm, the board may appoint an accounting firm to fill the vacancy before the Shareholders' General Meeting, but this appointment must be ratified at the next Shareholders' General Meeting.</p> <p>The remuneration or method of determining remuneration for the accounting firm is decided by the Shareholders' General Meeting. The remuneration for an accounting firm appointed by the board to fill a vacancy is determined by the board and subject to approval by the Shareholders' General Meeting.</p>	<p>Directors shall also explain the reasons at the Shareholders' General Meeting shareholders' meetings.</p> <p>In the event of a vacancy in the position of the accounting firm, the board may appoint an accounting firm to fill the vacancy before the Shareholders' General Meeting, but this appointment must be ratified at the next Shareholders' General Meeting.</p> <p>The remuneration of the accounting firm or the method of determining remuneration for the accounting firm is shall be decided by the Shareholders' General Meeting. The remuneration for an accounting firm appointed by the board to fill a vacancy is determined by the board and subject to approval by the Shareholders' General Meeting.</p>
32	<p>Article 27</p> <p>Prior to the Board of Directors issuing a notice to convene the Shareholders' General Meeting, the board secretary may solicit proposals from shareholders who individually hold more than three percent of the total voting shares issued by the Bank, shareholders who individually or collectively hold more than one percent of the total shares issued by the Bank (limited to proposals for independent director and external supervisor candidates), the Board of Supervisors, and independent directors. These proposals, once reviewed and approved by the Board of Directors, shall be submitted as proposals for deliberation at the Shareholders' General Meeting.</p>	<p>Article 29</p> <p>Prior to the Board of Directors issuing a notice to convene the Shareholders' General Meeting a shareholders' meeting, the board to the Board of Directors secretary may solicit proposals from shareholders who individually hold more than three one percent (1%) of the total issued and outstanding voting shares with voting rights of issued by the Bank, shareholders who individually or collectively hold more than one percent of the total shares issued by the Bank (limited to proposals for independent director and external supervisor candidates), the Board of Supervisors, the Audit Committee and independent directors. These proposals, once reviewed and approved by the Board of Directors, shall be submitted as proposals for deliberation consideration at the Shareholders' General Meeting.</p>

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33	<p>Article 28</p> <p>Proposals for the Shareholders' General Meeting must meet the following conditions:</p> <ol style="list-style-type: none"> 1. The content must not conflict with laws, regulations, rules, and the Bank's Articles of Association, and it must fall within the Bank's business scope and the authority of the Shareholders' General Meeting; 2. There must be a clear agenda item and specific resolution matters 3. They must be submitted or delivered to the Board of Directors in written form. 	<p>Article 30</p> <p>Proposals for the Shareholders' General Meeting of shareholders' meetings mustshall meet the following conditions:</p> <ol style="list-style-type: none"> 1. The contents mustshall not conflict with laws, regulations, rules and regulatory provisions, and the Bank's Articles of Association, and it mustshall fall within the Bank's business scope and the authority of the Shareholders' General Meeting; 2. There must be a clear agenda item and specific resolution matters It shall have a clear topic and specific matters for resolution; 3. They mustIt shall be submitted or delivered to the Board of Directors in writingwritten form (except in the circumstance that a shareholders' meeting is not convened by the Board of Directors in accordance with the Bank's Articles of Association and the Procedural Rules).
/	Section 2 Notification and Change of Meetings	Section 2 Notification and Change of Meetings
34	<p>Article 31</p> <p>For the convening of a Shareholders' General Meeting, the Bank shall issue a written notice at least 45 days before the meeting date, informing all registered shareholders of the matters to be deliberated, as well as the date and location of the meeting.</p>	<p>Article 33</p> <p>For the convening of a Shareholders' General Meeting, The Bank shall issue a written notice at least 45 days before the meeting date, informing all registered notify the shareholders by way of announcement of the holding of an annual shareholders' meeting twenty (20) days in advance and of the holding of an extraordinary shareholders' meeting fifteen (15) days in advance of the matters to be deliberated, as well as the date and location of the meeting. The Bank shall be deemed to have notified all holders of domestic listed shares on the date of issuance of the announcement.</p>

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		In the event that the securities regulatory authorities in the places where the shares of Bank are listed have other provisions with respect to the methods of notification of shareholders' meetings, such provisions shall prevail.
35	<p>Article 32</p> <p>The notice for the Shareholders' General Meeting shall meet the following requirements:</p> <ol style="list-style-type: none"> 1. It must be made in written form; 2. It must specify the location, date, and time of the meeting; 3. It must explain the matters to be deliberated at the meeting and fully disclose all proposals. If any changes are proposed to matters resolved at a previous Shareholders' General Meeting, the original resolution's relevant contents shall be completely listed in the proposal, not just the changes; 4. It must provide shareholders with information and explanations necessary for them to make informed decisions on the matters to be discussed. This principle includes (but is not limited to) providing specific conditions and contracts (if any) for proposed mergers, share buybacks, capital restructurings, or other reorganizations, along with a serious explanation of their causes and consequences; 5. If any director, supervisor, president, or other senior management member has a significant interest in the matters to be discussed, the nature and extent of such interest must be disclosed. If the impact on these individuals as shareholders differs from that on other shareholders of the same class, this difference must be explained; 	<p>Article 34</p> <p>The notice for the Shareholders' General MeetingNotice on the shareholders' meeting shall meet the following requirements—contain the following contents:</p> <ol style="list-style-type: none"> 1. It must be made in written form; 1. It must specify the location, date, and the time, the venue and the time frame of the meeting; 2. It must explain the matters and proposals to be deliberated and fully disclose all proposals. If any changes are proposed to matters resolved at a previous Shareholders' General Meeting, the original resolution's relevant contents shall be completely listed in the proposal, not just the changes;2. It must explain the matters and proposals to be deliberated submitted for consideration at the meeting and fully disclose all proposals. If any changes are proposed to matters resolved at a previous Shareholders' General Meeting, the original resolution's relevant contents shall be completely listed in the proposal, not just the changes; 4. It must provide shareholders with information and explanations necessary for them to make informed decisions on the matters to be discussed. This principle includes (but is not limited to) providing specific conditions and contracts (if any) for proposed mergers, share buybacks, capital restructurings, or other reorganizations, along with a serious explanation of their causes and consequences; 5. If any director, supervisor, president, or other senior management member has a significant interest in the matters to be discussed, the nature and extent of such interest must be

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	<p>6. It must contain the full text of any special resolutions proposed to be passed at the meeting;</p> <p>7. It must clearly state that shareholders entitled to attend and vote have the right to appoint one or more proxies to attend and vote on their behalf, and that such proxies do not need to be shareholders of the Bank;</p> <p>8. It must specify the time and place for the delivery of proxy voting authorization forms;</p> <p>9. It must indicate the record date for determining shareholders eligible to attend the Shareholders' General Meeting;</p> <p>10. It must include the name and telephone number of the permanent liaison person responsible for meeting arrangements.</p>	<p>disclosed. If the impact on these individuals as shareholders differs from that on other shareholders of the same class, this difference must be explained;</p> <p>6. It must contain the full text of any special resolutions proposed to be passed at the meeting;</p> <p>3. It must a clearly statement state that indicating all ordinary shareholders (including preference shareholders with restored voting rights) are entitled to attend the shareholders' meeting and may entrust proxies in writing to attend and participate in voting at the meeting shareholders entitled to attend and vote have the right to appoint one or more proxies to attend and vote on their behalf, and that such proxies the proxy do not need not to be shareholders a shareholder of the Bank;</p> <p>8. It must specify the time and place for the delivery of proxy voting authorization forms;</p> <p>4. It must indicate the record date for determining shareholders eligible that are entitled to attend the Shareholders' General Meeting shareholders' meeting;</p> <p>5. It must include the name and telephone number of the permanent liaison contact person responsible for the meeting arrangements;</p> <p>6. the voting time and procedures for voting via Internet or other methods.</p>
36	<p>Article 33</p> <p>The notice for the Shareholders' General Meeting shall be delivered to shareholders (regardless of whether they have voting rights at the meeting) either by a designated person or through prepaid mail, with the address for</p>	<p>Article 33</p> <p>The notice for the Shareholders' General Meeting shall be delivered to shareholders (regardless of whether they have voting rights at the meeting) either by a designated person or through prepaid mail, with the address for</p>

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	<p>delivery being that recorded in the register of shareholders. For shareholders holding shares listed domestically, the notice may also be given by means of announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published between 45 and 50 days before the Shareholders' General Meeting in one or more newspapers designated by the securities regulatory body under the State Council. Once announced, it will be considered that all shareholders holding domestically listed shares have received notification of the Shareholders' General Meeting. To the extent practicable, Chinese and English versions of such announcement must be published simultaneously in a major Chinese-language newspaper and an English-language newspaper in Hong Kong.</p> <p>After issuing the notice for the Shareholders' General Meeting, there shall be no postponement or cancellation without just cause, and proposals listed in the notice shall not be withdrawn. In the event of a postponement or cancellation, the convener shall announce this along with the reasons at least two business days before the originally scheduled date of the meeting.</p>	<p>delivery being that recorded in the register of shareholders. For shareholders holding shares listed domestically, the notice may also be given by means of announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published between 45 and 50 days before the Shareholders' General Meeting in one or more newspapers designated by the securities regulatory body under the State Council. Once announced, it will be considered that all shareholders holding domestically listed shares have received notification of the Shareholders' General Meeting. To the extent practicable, Chinese and English versions of such announcement must be published simultaneously in a major Chinese language newspaper and an English-language newspaper in Hong Kong.</p> <p>(Moved to revised Article 39.)</p> <p>After issuing the notice for the Shareholders' General Meeting, there shall be no postponement or cancellation without just cause, and proposals listed in the notice shall not be withdrawn. In the event of a postponement or cancellation, the convener shall announce this along with the reasons at least two business days before the originally scheduled date of the meeting.</p>
37		<p>(Newly added article)</p> <p>Article 35</p> <p>The notice and supplementary notice of the shareholders' meeting shall fully and completely disclose the specific contents of all proposals, and all materials or explanations necessary to enable the shareholders to make reasonable judgments on the matters to be discussed.</p>

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38		<p>(Newly added article)</p> <p>Article 36</p> <p>If a shareholders' meeting intend to discuss the election of directors, the notice of shareholders meeting shall fully disclose the detailed information of the candidates for directors, and contain at least the following contents:</p> <p>(1) educational background, working experience, concurrent positions and other personal information;</p> <p>(2) whether there is related-party relationship with the Bank or its controlling shareholders or de facto controllers;</p> <p>(3) the number of shares held by them in the Bank;</p> <p>(4) whether they have received any penalty from the CSRC and other relevant authorities or any disciplinary action from the stock exchanges.</p>
39	<p>Article 34</p> <p>Shareholders intending to attend the Shareholders' General Meeting shall deliver a written reply confirming their attendance to the Bank at least 20 days before the meeting is held.</p>	<p>Article 34</p> <p>Shareholders intending to attend the Shareholders' General Meeting shall deliver a written reply confirming their attendance to the Bank at least 20 days before the meeting is held.</p>
40	<p>Article 35</p> <p>The Bank shall calculate the number of voting shares represented by shareholders who have indicated their intention to attend the meeting based on written replies received 20 days before the Shareholders' General Meeting. If the number of voting shares represented by shareholders planning to attend reaches more</p>	<p>Article 35</p> <p>The Bank shall calculate the number of voting shares represented by shareholders who have indicated their intention to attend the meeting based on written replies received 20 days before the Shareholders' General Meeting. If the number of voting shares represented by shareholders planning to attend reaches more</p>

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	<p>than half of the total issued voting shares, the Bank may convene the Shareholders' General Meeting. If this threshold is not met, the Bank must issue a second notice at least 15 days before the scheduled meeting date, reannouncing the matters to be deliberated, the date, and the location of the meeting. The proposed agenda items for this second notice shall be identical to those of the original notice, without any additions or deletions. After this public announcement, the Bank can hold the Shareholders' General Meeting.</p>	<p>than half of the total issued voting shares, the Bank may convene the Shareholders' General Meeting. If this threshold is not met, the Bank must issue a second notice at least 15 days before the scheduled meeting date, reannouncing the matters to be deliberated, the date, and the location of the meeting. The proposed agenda items for this second notice shall be identical to those of the original notice, without any additions or deletions. After this public announcement, the Bank can hold the Shareholders' General Meeting.</p>
41	<p>Article 36</p> <p>In the event that the Bank postpones the Shareholders' General Meeting, it shall not change the record date for determining shareholders eligible to attend the meeting as originally specified in the notice.</p>	<p>Article 37</p> <p>The interval between the record date for holding the shareholders' meeting and the date of the meeting shall not exceed seven (7) working days. If the record date for holding the shareholders' meeting is otherwise stipulated by the stock exchanges where the shares of the Bank are listed, such provisions shall prevail.</p> <p>Once confirmed, the record date shall not be changed. In the event that the Bank postpones the Shareholders' General Meeting shareholders' meeting, it shall not change the record date for determining shareholders eligible to attend the meeting as originally specified in the notice.</p>
42	<p>Article 38</p> <p>Notices for Class Shareholders' General Meetings need only be sent to shareholders who have voting rights at such meetings. The provisions regarding the notification procedures for Shareholders' General Meetings in this section also apply to Class Shareholders' General Meetings.</p>	<p>(This Article has been moved to revised Article 40.)</p> <p>Article 38</p> <p>Notices for Class Shareholders' General Meetings need only be sent to shareholders who have voting rights at such meetings. The provisions regarding the notification procedures for Shareholders' General Meetings in this section also apply to Class Shareholders' General Meetings.</p>

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43		<p>(Original Article 33 has been moved to this Article.)</p> <p>Article 39</p> <p>The notice for the Shareholders' General Meeting shall be delivered to shareholders (regardless of whether they have voting rights at the meeting) either by a designated person or through prepaid mail, with the address for delivery being that recorded in the register of shareholders. For shareholders holding shares listed domestically, the notice may also be given by means of announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published between 45 and 50 days before the Shareholders' General Meeting in one or more newspapers designated by the securities regulatory body under the State Council. Once announced, it will be considered that all shareholders holding domestically listed shares have received notification of the Shareholders' General Meeting. To the extent practicable, Chinese and English versions of such announcement must be published simultaneously in a major Chinese language newspaper and an English-language newspaper in Hong Kong.</p> <p>After issuing the notice for the Shareholders' General Meeting shareholders' meeting, there shall be no postponement or cancellation without just cause, and proposals listed in the notice shall not be withdrawn. the shareholders' 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 the event of a any postponement or cancellation, the convener shall announce make an announcement this along with the</p>

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		reasons at least two (2) businessworking days before the originally scheduled date of the meeting with reasons explained.
44		(Original Article 38 has been moved to this Article.) Article 40 Notices for Class Shareholders' General Meetings shareholders' meetings for a certain class of shareholders only needs only be sent delivered to shareholders who have the voting rights to vote at such meetings. The provisions regarding on the notification procedures for the notice of Shareholders' General Meetings shareholders' meetings in this section shall be applicable also apply to Class Shareholders' General Meetings the shareholders' meetings for a certain class of shareholders.
45	Section 3 Notification Procedures for a Shareholders' General Meeting Convened by the Board of Supervisors or Shareholders	(The entire section is deleted.) (Provisions relating to the convening of shareholders' meetings proposed by the Audit Committee or shareholders have been moved to "Chapter 4 Convening of Shareholders' Meetings".)
/	Section 4 Registration for Meetings	Section 3 Attendance of and Registration for Meetings
46	Article 44 Shareholders may attend the Shareholders' General Meeting in person or authorize a proxy to attend and vote on their behalf. Directors, supervisors, and the board secretary may attend the meeting, senior management members of the Bank and other individuals invited by the board may also attend the meeting.	(Matters relating to the attendance of directors and senior management members as non-voting attendees are set forth in Article 55 of "Section 4 Convening of Meetings".) Article 41 Shareholders may attend the Shareholders' General Meeting a shareholders' meeting in person and exercise the voting rights or authorize entrust a proxy to attend and vote on their behalf and exercise the voting rights

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	<p>To ensure the seriousness and normal order of the Shareholders' General Meeting, the Bank has the right to legally refuse entry into the meeting place of any persons other than those mentioned above.</p>	<p>within the scope of authorization. Directors, supervisors, and the board secretary may attend the meeting, senior management members of the Bank and other individuals invited by the board may also attend the meeting.</p> <p>To ensure the seriousness and normal order of the Shareholders' General Meeting shareholders' meeting, the Bank has the right to legally refuse entry into the meeting place of any persons other than those mentioned above.</p>
47	<p>Article 45</p> <p>The Bank is responsible for preparing a register of attendees for the Shareholders' General Meeting, which shall be signed by all attendees. The register shall record the names (and/or organization names) of the attendees, identification document numbers, information confirming shareholder identity (such as shareholder account numbers), the number of voting shares held or represented, the name of the principal (or organization name) if applicable, and other relevant matters.</p>	<p>Article 42</p> <p>The Bank is responsible for preparing shall prepare a attendance roster register of attendees for the Shareholders' General Meeting meeting, which shall be signed by all attendees. The registerattendance roster for the meeting shall record the names (and/or organization names) of the attendees, identification document identity certificates numbers, information confirming shareholder identity (such as shareholder account numbers), the number of voting shares held or represented, the name of the principal (or organization name) if applicable, and other relevant matters.</p>
48		<p>(Items 1 and 2 of original Article 51 have been moved to this Article.)</p> <p>Article 43</p> <p><u>Shareholders shall provide the following documents when registering for the meeting registration:</u></p> <p><u>1. For natural person individual individual shareholders who attend attending the meeting in person, they shall present show their identification documents and provide information that allows the Bank to confirm their shareholder status identity certificates or other valid documents</u></p>

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		<p>or certificates that can evidence their identities; for those who have entrusted a proxy toproxies attending the meeting, the proxy shall presentshow his/hertheir own valid identification documents—identity certificates and the power of attorney issued by shareholders, the proxy form for voting, and information that allows the Bank to confirm the principal’s shareholder status.</p> <p><u>2. corporate shareholders shall send their legal representatives or proxies entrusted by the legal representatives to attend the meeting. For the</u>The legal representatives attending the meeting, they shall presentshow their <u>identity certificates identification documents and valid certificates that can evidence the qualification of legal representative a valid proof of their qualification as a legal representative, along with information that allows the Bank to confirm the corporate shareholder’s identity; for proxies or authorized representatives of corporate shareholders</u>attending the meeting, they shall presentshow their own identity certificates identification documents, and the written proxy power of attorney signedissued by the legal representatives of the corporate shareholders <u>according to laws or a copy of the resolution authorizing the representation issued by the Board of Directors or other decision-making body of the corporate shareholder and verified by notarization, along with information that allows the Bank to confirm the principal’s shareholder status.</u></p>

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49		<p>(Certain contents of Paragraph 1 of original Article 51 have been moved to this Article.)</p> <p>Article 44</p> <p>The convener and the Bank's appointed lawyers engaged by the Bank shall jointly verify check the legality legitimacy of shareholders' qualifications based on the shareholder register of shareholders provided by the securities depository and clearing agency registration and settlement institution.</p>
50		<p>(Original Article 52 has been moved to this Article.)</p> <p>Article 45</p> <p><u>The registration contents for shareholders or their proxies attending the Shareholders' General Meeting shareholders' meetings include:</u></p> <ol style="list-style-type: none"> <u>1. Confirmation of their identity as a shareholder or shareholder proxy;</u> <u>2. Requests to speak and recording of the contents of their speech, if any;</u> <u>3. Receipt of voting ballots according to the number of shares held or represented by the shareholder or shareholder proxy.</u>
51		<p>(Certain contents of Paragraph 1 of original Article 51 have been moved to this Article.)</p> <p>Article 46</p> <p><u>The registration for the meeting shall endease once the chair chairman of the meeting announces the number of shareholders and proxies present at attending present at attending the meeting onsite and the total number of voting shares they held by them held by them.</u></p>

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52	<p>Article 46</p> <p>Shareholders shall authorize agents in writing. The proxy form for voting at the Shareholders' General Meeting shall contain the following information:</p> <ol style="list-style-type: none"> 1. The name or title of the principal and the name of the shareholder proxy; 2. The number of shares of the principal represented by the shareholder proxy; 3. Whether the shareholder proxy has the right to vote; 4. Instructions from the principal on whether to cast a vote in favor, against, or abstain for each item listed on the agenda of the Shareholders' General Meeting; 5. Whether the principal grants the shareholder proxy the right to vote on any temporary proposals that may be included in the agenda of the annual general meeting, and if so, specific instructions on how such votes shall be cast; 6. The date of issuance and the validity period of the proxy; 7. Signed by the principal or by a proxy authorized in writing by the principal. If the principal is a corporate shareholder, the document shall bear the official seal of the corporate shareholder or be signed by a director or an officially appointed proxy. 	<p>Article 47</p> <p>Shareholders shall authorize agents in writing. The power of attorney for proxy form for voting at the Shareholders' General Meeting shall containstate the following informationcontents:</p> <ol style="list-style-type: none"> 1. The name or title of the principal and the name of the shareholder proxy; the name and number of shares held in the Bank 2. The number of shares of the principal represented by the shareholder proxy; name of the proxy 3. Whether the shareholder proxy has the right to vote; 4. Instructions from the principal on whether to cast a vote in favor, against, or abstain for each item listed on the agenda of the Shareholders' General Meeting; specific instructions from the principal shareholders, including instruction on whether to cast an affirmative or negative vote in favor, against, or abstain for from each item listed on the agenda of the Shareholders' General Meeting shareholders' meeting; 5. Whether the principal grants the shareholder proxy the right to vote on any temporary proposals that may be included in the agenda of the annual general meeting, and if so, specific instructions on how such votes shall be cast; 6. The date of the issuance date and the validityeffective period of the power of attorney proxy; the power of attorney proxy; 7. Signed by the principal or by a proxy authorized in writing by the principal. The corporate seal shall be given if the principal is a legal person corporate shareholder, the

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		<p>document shall bear the official seal of the corporate shareholder or be signed by a director or an officially appointed proxy.</p> <p>The power of attorney shall indicate that the proxy is allowed to vote at his/her own discretion if the shareholder does not give specific instructions.</p> <p>If the securities regulatory authorities in the places where shares of the Bank are listed provide otherwise, such provisions shall apply.</p>
53	<p>Article 47</p> <p>Any blank proxy form issued by the board to shareholders for appointing shareholder proxies shall allow shareholders to freely choose to instruct their proxies to cast votes in favor, against, or abstain, and provide separate instructions for each matter to be voted upon at the meeting. The proxy form shall indicate that if the shareholder does not provide instructions, the shareholder proxy may vote at his/her own discretion.</p>	<p>Article 47</p> <p>Any blank proxy form issued by the board to shareholders for appointing shareholder proxies shall allow shareholders to freely choose to instruct their proxies to cast votes in favor, against, or abstain, and provide separate instructions for each matter to be voted upon at the meeting. The proxy form shall indicate that if the shareholder does not provide instructions, the shareholder proxy may vote at his/her own discretion.</p>

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54	<p>Article 48</p> <p>The proxy form for voting shall be placed at the Bank's registered office or another location specified in the meeting notice at least 24 hours before the relevant meeting or 24 hours before the designated voting time.</p> <p>If the proxy form is signed by an authorized person on behalf of the principal, the authorization document or other authorization files granting this authority shall be notarized. The notarized authorization document or other authorization files shall be placed alongside the proxy form at the Bank's registered office or another location specified in the meeting notice.</p>	<p>Article 48</p> <p>The power of attorney for proxy form for voting shall be placed at the domicile of the Bank's registered office or other place another location specified designated in the meeting notice of the shareholders' meeting at least twenty-four (24) hours prior to the holding of before the relevant shareholders' meeting or twenty-four (24) hours prior to before the given designated voting time.</p> <p>If the power of attorney proxy form is signed by an authorized a person on behalf of authorized by the principal, the authorization document or power of attorney for signature authority and other relevant authorization documents files granting this authority shall be notarized. The notarized authorization document power of attorney or other relevant authorization documents files shall be placed alongside the proxy form at the domicile of the Bank's registered office or other place designated another location specified in the meeting notice of the shareholders' meeting together with the power of attorney for proxy.</p>
55	<p>Article 49</p> <p>If the principal is a legal entity, its legal representative, Board of Directors, or other decision-making body shall attend the Shareholders' General Meeting of the Bank.</p> <p>If the shareholder is a recognized clearing house or its nominee, the shareholder may authorize one or more individuals it deems fit to act as proxies at any Shareholders' General Meeting or Class Shareholders' General Meeting. However, if more than one individual is authorized, the authorization document shall specify the number and type of shares each such individual represents.</p>	<p>Article 49</p> <p>If the principal is a legal entity, its legal representative, Board of Directors, or other decision making body shall attend the Shareholders' General Meeting of the Bank.</p> <p>If the shareholder is a recognized clearing house or its agent nominee, the shareholder may authorize one or more persons individuals it deems appropriate fit to act as its proxy proxies at any Shareholders' General Meeting shareholders' meetings or Class Shareholders' General Meeting the meeting for a certain class of shareholders. However, if more than one individual is more than two</p>

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	<p>Authorized individuals can exercise rights on behalf of the recognized clearing house or its nominee as if they were natural shareholders of the Bank.</p>	<p>(2) persons are authorized, the power of attorney authorization document shall explicitly indicate specify the number and classtype of shares each proxysuch individual represents. Persons obtaining the above authorization may Authorized individuals can exercise corresponding rights on behalf of the recognized clearing house or its agent in the same way as that of a nominee as if they were natural person shareholders of the Bank.</p>
56	<p>Article 51</p> <p>Shareholders attending the Shareholders' General Meeting shall be registered. The convener and the Bank's appointed lawyer shall jointly verify the legality of shareholders' qualifications based on the shareholder register provided by the securities registration and settlement institution, and record the names (or titles) of shareholders and the number of voting shares they hold. Registration for the meeting shall cease once the chair announces the number of shareholders and proxies present at the meeting and the total number of voting shares they held. Shareholders shall provide the following documents for meeting registration:</p> <p>1. For natural person shareholders attending the meeting, they shall present their identification documents and provide information that allows the Bank to confirm their shareholder status; for those who have entrusted a proxy to attend the meeting, the proxy shall present his/her own identification documents, the proxy form for voting, and information that allows the Bank to confirm the principal's shareholder status;</p>	<p>(This Article has been moved to revised Articles 43, 44 and 46.)</p> <p>Article 51</p> <p>Shareholders attending the Shareholders' General Meeting shall be registered. The convener and the Bank's appointed lawyer shall jointly verify the legality of shareholders' qualifications based on the shareholder register provided by the securities registration and settlement institution, and record the names (or titles) of shareholders and the number of voting shares they hold. Registration for the meeting shall cease once the chair announces the number of shareholders and proxies present at the meeting and the total number of voting shares they held. Shareholders shall provide the following documents for meeting registration:</p> <p>1. For natural person shareholders attending the meeting, they shall present their identification documents and provide information that allows the Bank to confirm their shareholder status; for those who have entrusted a proxy to attend the meeting, the proxy shall present his/her own identification documents, the proxy form for voting, and information that allows the Bank to confirm the principal's shareholder status;</p> <p>2. For the legal representatives attending the meeting, they shall present their identification documents and a valid proof of their</p>

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	<p>2. For the legal representatives attending the meeting, they shall present their identification documents and a valid proof of their qualification as a legal representative, along with information that allows the Bank to confirm the corporate shareholder's identity; for proxies or authorized representatives of corporate shareholders attending the meeting, they shall present their own identification documents, a written proxy signed by the legal representative of the corporate shareholder or a copy of the resolution authorizing the representation issued by the Board of Directors or other decision-making body of the corporate shareholder and verified by notarization, along with information that allows the Bank to confirm the principal's shareholder status.</p>	<p>qualification as a legal representative, along with information that allows the Bank to confirm the corporate shareholder's identity; for proxies or authorized representatives of corporate shareholders attending the meeting, they shall present their own identification documents, a written proxy signed by the legal representative of the corporate shareholder or a copy of the resolution authorizing the representation issued by the Board of Directors or other decision-making body of the corporate shareholder and verified by notarization, along with information that allows the Bank to confirm the principal's shareholder status.</p>
57	<p>Article 52</p> <p>The registration contents for shareholders or their proxies attending the Shareholders' General Meeting include:</p> <ol style="list-style-type: none"> 1. Confirmation of their identity as a shareholder or shareholder proxy; 2. Requests to speak and recording of the contents of their speech, if any; 3. Receipt of voting ballots according to the number of shares held or represented by the shareholder or shareholder proxy. 	<p>(This Article has been moved to revised Article 45.)</p> <p>Article 52</p> <p>The registration contents for shareholders or their proxies attending the Shareholders' General Meeting include:</p> <ol style="list-style-type: none"> 1. Confirmation of their identity as a shareholder or shareholder proxy; 2. Requests to speak and recording of the contents of their speech, if any; 3. Receipt of voting ballots according to the number of shares held or represented by the shareholder or shareholder proxy.
58	<p>Article 53</p> <p>The Bank shall convene the Shareholders' General Meeting at its registered office or another specified location. The meeting shall be held in a physical venue, and the Bank must provide facilities for shareholders to participate</p>	<p>Article 51</p> <p>The Bank shall convene hold the Shareholders' General Meeting shareholders' meeting at its registered office or another specified location. domicile or other designated place</p>

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	<p>in the meeting by secure, economical, and convenient means such as online platforms or other methods, in accordance with laws, administrative regulations, the rules of the securities regulatory body in the jurisdiction where the Bank's stock is listed, or the Bank's Articles of Association. Shareholders who participate in the meeting via these methods will be considered present. If the Bank uses online platforms or other methods for the Shareholders' General Meeting, it shall clearly state the voting time and procedures for these methods in the meeting notice.</p>	<p>The shareholders' meeting shall be held onsite in a physical venue, and the Bank mustshall provide facilities for shareholders to participate in the meeting bywith secure, economical, and convenient means such as online platforms or other methods, in accordance with laws, administrative regulations, the rules of the securities regulatory body in the jurisdiction where the Bank's stock is listed, laws, regulations, regulatory provisions and or the Bank's Articles of Association. Shareholders who participate in the shareholders' meeting via these methods will be considered through the aforesaid means are deemed to be present.</p> <p>If the Bank uses online platforms or other methods for the Shareholders' General Meeting, ‡ The Bank shall clearly state the voting time and procedures for voting via Internet and other these methods in the meeting notice.</p> <p>The starting time for voting at a shareholders' meeting convened via the Internet or other methods shall not be earlier than 3:00 p.m. on the day before the on-site shareholders' meeting and no later than 9:30 a.m. on the day of the on-site shareholders' meeting. The conclusion time shall not be earlier than 3:00 p.m. on the day of the conclusion of the on-site shareholders' meeting.</p> <p>The conclusion time of onsite shareholders' meetings shall not be earlier than the deadline of voting via Internet or other means.</p>

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59		<p>(Original Articles 83, 84 and 85 have been moved to this Article.)</p> <p>Article 52</p> <p><u>The Shareholders' General Meeting shall be held continuously within a reasonable working period—The convener shall ensure that a shareholders' meeting is convened on a continuous basis and comes up with the until a final resolution is reached. The Board of Directors and other conveners shall adopt necessary measures to ensure the normal order of the shareholders' meeting. For acts that interfere with the shareholders' meeting, pick quarrels and make trouble, and infringe upon the legitimate rights and interests of shareholders, measures shall be taken to stop them, and shall promptly report to the relevant authorities for investigation and handling.</u></p> <p><u>During the meeting, if disputes arise among attending shareholders regarding shareholder identity, vote counting results, or other issues that cannot be resolved on-site and affect the order of the meeting, preventing it from continuing, the chairperson chairman of the meeting shall announce a temporary adjournment. Once the situation described in the preceding paragraph above has been resolved, the chairperson chairman shall promptly notify the shareholders to reconvene continue the meeting.</u></p> <p><u>In case that the shareholders' meeting is suspended or cannot make resolutions due to special reasons such as If force majeure, or other extraordinary special reasons cause the adjournment of the Shareholders' General Meeting to exceed one working day, preventing the meeting from being normally convened or resulting in no resolutions being</u></p>

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		<p>made, the Board of Directors shall explain the reason to the securities regulatory body in the jurisdiction where the Bank's stock is listed and make an announcement. The Board of Directors has the obligation to take measures necessary measures shall be adopted to resume the Shareholders' General Meeting shareholders' meeting as soon as possible or the meeting should be directly terminated with a timely announcement. The convener shall make report to the local office of CSRC in the place where the Bank is located and the stock exchanges of the places where the shares of the Bank are listed.</p>
60	<p>Article 54</p> <p>Unless otherwise provided by the Bank's Articles of Association or this Procedural Rules, the chairman of the board shall preside over the Shareholders' General Meeting as the chairperson. In the event that the chairman is unable to perform his duties, the vice-chairman shall preside over the meeting as the chairperson.</p> <p>If both the chairman and vice-chairman are unable to attend the meeting, the board may designate one director to serve as the chairperson. If the board does not designate a chairperson, the attending shareholders may elect one person to serve as the chairperson. If shareholders are unable to elect a chairperson for any reason, the shareholder (including a proxy) holding the most voting shares present at the meeting shall serve as the chairperson.</p>	<p>Article 53</p> <p>UnlessExcept otherwise provided by the Bank's Articles of Association or this the Procedural Rules, the chairman of the Board of Directorsboard shall preside over the Shareholders' General Meeting shareholders' meeting as the chairperson. In the event thatIf the chairman is unable or fails to perform his/her duties for any reason, the vice chairman of the Board of Directors shall preside over the meeting as the chairperson.</p> <p>If both the chairman and vice chairman are both unable or fail to attend the meeting, perform their duties, a director voted by more than half (1/2) of the directors shall preside over the meeting. the board may designate one director to serve as the chairperson. If the board does not designate a chairperson, the attending shareholders may elect one person to serve as the chairperson. If shareholders are unable to elect a chairperson for any reason, the shareholder (including a proxy) holding the most voting shares present at the meeting shall serve as the chairperson.</p>

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61	<p>Article 55</p> <p>For Extraordinary Shareholders' General Meetings decided to be convened by proposing shareholders or the Board of Supervisors on their own, the Board of Directors and the board secretary shall diligently perform their duties. Directors and supervisors shall attend the meeting, and the board secretary must attend to ensure the normal order of the meeting.</p> <p>For Shareholders' General Meetings convened by the Board of Supervisors, the chairman of the Board of Supervisors shall serve as the chairperson and preside over the meeting. If the chairman of the Board of Supervisors is unable to perform or does not perform his duties, a supervisor elected by more than half of the supervisors present shall serve as the chairperson and preside over the meeting; if no chairperson is designated, attending shareholders may elect one person to serve as the chairperson and preside over the meeting; if shareholders are unable to elect a chairperson for any reason, the shareholder (including a proxy) holding the most voting shares present at the meeting shall serve as the chairperson and preside over the meeting.</p> <p>For Shareholders' General Meetings convened by shareholders on their own, the convening shareholders shall elect a representative to serve as the chairperson and preside over the meeting; if the convening shareholders are unable to elect a chairperson, the shareholder (including a proxy) holding the most voting shares present at the meeting shall serve as the chairperson and preside over the meeting.</p>	<p>Article 54</p> <p>For Extraordinary Shareholders' General Meetings decided to be convened by proposing shareholders or the Board of Supervisors on their own, the Board of Directors and the board secretary shall diligently perform their duties. Directors and supervisors shall attend the meeting, and the board secretary must attend to ensure the normal order of the meeting.</p> <p>For Shareholders' General Meetings The shareholders' meeting convened by the Audit Committee on its own shall be presided over by Board of Supervisors, the chairman of the Audit Committee. Board of Supervisors shall serve as the chairperson and preside over the meeting. If the chairman of the Board of Supervisors is unable to perform or does not perform his duties, a supervisor The member of the Audit Committee elected by more than half (1/2) of the members shall of the supervisors present shall serve as the chairperson and preside over the meeting if the chairman of the Audit Committee fails or is unable to perform his/her duties; if no chairperson is designated, attending shareholders may elect one person to serve as the chairperson and preside over the meeting; if shareholders are unable to elect a chairperson for any reason, the shareholder (including a proxy) holding the most voting shares present at the meeting shall serve as the chairperson and preside over the meeting.</p> <p>For Shareholders' General Meetings The shareholders' meeting convened by shareholders on their own, initiatives shall be presided over by the convening shareholders or the representative elected by the convening shareholders shall elect a representative to serve as the chairperson and</p>

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		preside over the meeting; if the convening shareholders are unable to elect a chairperson, the shareholder (including a proxy) holding the most voting shares present at the meeting shall serve as the chairperson and preside over the meeting.
62	<p>Article 56</p> <p>The chairman of the board shall appoint the chairs of all specialized committees, including the Strategy Development Committee, the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee, and the Related Party Transactions, Social Responsibility, and Consumer Protection Committee, or another member of these committees (or an appropriately appointed representative if such a member cannot attend) to answer questions at the annual general meeting. The chairs of special committees under the board shall also answer questions at any Shareholders' General Meeting that approves related-party transactions or other transactions requiring approval by independent shareholders.</p> <p>The management shall ensure that external auditors attend the annual general meeting to answer questions regarding audit work, preparation of the audit report and its contents, accounting policies, and auditor independence, etc.</p>	<p>Article 55</p> <p>Where the Shareholders' Meeting requires directors or senior management members to attend a shareholders' meeting as non-voting attendees, such directors or senior management members shall be present at the meeting and respond to shareholders' inquiries.</p> <p>The chairman of the boardBoard of Directors shall appoint the chairschairmen of all specializedspecial committees, including the Strategy Development Committee, the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee, and the Related Party Transactions, Social Responsibility, and Consumer Protection Committee, or in the absence of the chairmen of such committees, another member of these committees (or an appropriately appointed representative if such a member cannot attend) to answer questions at the annual general meetingan annual shareholders' meeting. The chairschairmen of special committees under the boardBoard of Directors shall also answer questions at any Shareholders' General Meetingshareholders' meeting that approves related-party transactions or other transactions requiring approval by independent shareholders.</p> <p>The management shall ensure that external auditors attend the annual general meetingannual shareholders' meeting to answer</p>

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		questions regarding audit work, preparation of the audit report and its contents, accounting policies, and auditor independence, etc.
63		(Newly added article) Article 56 At an annual shareholders' meeting, the Board of Directors shall report to the Shareholders' Meeting on its work performance over the past year, and each independent director shall also make a report on his or her performance of duties.
64	Article 57 After being informed that the attendees meet the statutory requirements and that shareholder registration for speaking has been completed, the chairperson shall announce the start of the meeting at the time specified in the notice. However, if any of the following situations occurs, the chairperson may announce the start of the meeting after the scheduled time: 1. If there is a malfunction with the venue's equipment that affects the normal convening of the meeting; 2. If there are other significant reasons affecting the normal convening of the meeting.	Article 57 After being informed that the attendees meet the statutory requirements and have registered that shareholder registration for speaking has been completed , the chairperson chairman shall announce the start of the meeting at the time specified in the notice. However, if any of the following situations occurs, the chairperson chairman may announce the start of the meeting after the scheduled time: 1. If there is a malfunction with the venue's equipment that affects the normal convening of the meeting; 2. If there are other significant reasons affecting the normal convening of the meeting.
65	Article 58 Once the chairperson officially announces the start of the meeting, he/she shall first declare that the number of shareholders present and the number of shares represented meet the statutory requirements, and then announce the agenda as stated in the notice and ask if there are any objections to the order of voting on the proposals.	(Original Article 68 has been moved to this Article.) Article 58 Once the chairperson officially announces the start of the meeting, he/she shall first declare that the number of shareholders present and the number of shares represented meet the statutory requirements, and then announce the agenda as

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No.	Provisions before Amendments	Proposed Amendments
	<p>At the Shareholders' General Meeting, no one shall request to deliberate on new proposals that are not listed in the meeting notice or supplementary notices.</p>	<p>stated in the notice and ask if there are any objections to the order of voting on the proposals.</p> <p>Before voting, the chairman The chairperson of the meeting shall announce the number of shareholders and proxies attending present at the meeting onsite and the total number of voting shares held by them, represented before the voting which shall be subject to The number of shareholders and proxies present and the total number of voting shares represented shall be based on the meeting registration.</p> <p>(This Article has been moved to Paragraph 2 of revised Article 61.)</p> <p>At the Shareholders' General Meeting, no one shall request to deliberate on new proposals that are not listed in the meeting notice or supplementary notices.</p>
66	<p>Article 59</p> <p>Proposals included in the Shareholders' General Meeting agenda shall be deliberated before voting. The meeting shall allocate a reasonable amount of time for discussion on each proposal. The chairperson shall orally inquire whether the shareholders present have finished deliberation; if there are no objections from the attendees, it will be considered that deliberation has concluded.</p>	<p>Article 59</p> <p>Proposals included in the Shareholders' General Meeting of the shareholders' meeting agenda shall be deliberated considered before voting. The shareholders' meeting shall allocate a reasonable amount of time for discussion on each proposal. The chairperson shall orally inquire whether the shareholders present have finished deliberation; if there are no objections from the attendees, it will be considered that deliberation has concluded.</p>
/	<p>Section 6 Voting and Resolution</p>	<p>Section 5 Voting and Resolution of the Meeting</p>
67	<p>Article 61</p> <p>The Shareholders' General Meeting shall make a resolution on each proposal individually. The chairperson of the meeting shall ensure that voting is conducted separately for each distinct matter.</p>	<p>Article 61</p> <p>The Shareholders' General Meeting shall make a resolution on each proposal individually. The chairperson of the meeting shall ensure that voting is conducted separately for each distinct matter.</p>

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No.	Provisions before Amendments	Proposed Amendments
68	<p>Article 62</p> <p>When the Shareholders' General Meeting deliberates on proposals, it shall not amend any proposal; otherwise, any such amendment shall be considered as a new proposal and shall not be voted on at the current Shareholders' General Meeting.</p>	<p>Article 61</p> <p>When theThe Shareholders' General Meeting deliberates on proposals, it shall not amendrevise any proposal during the process of review; otherwise, any such amendment shall be considered the revision shall be deemed as a new proposal and shall not be voted on at the current Shareholders' General Meeting shareholders' meeting.</p> <p>(Paragraph 2 of original Article 58 has been moved to this Article.)</p> <p>At the Shareholders' General Meeting, no one shall request to deliberate on new proposals that are Proposals not listed in the meeting notice of the shareholders' meeting or its supplementary notices shall not be voted on and resolved by the Shareholders' Meeting.</p>
69		<p>(Original Article 64 has been moved to this Article.)</p> <p>Article 62</p> <p><u>Shareholders' meetings shall vote upon all the proposals one by one. Votes shall be cast upon the different proposals for the same matter in the chronological order based on the submission of the proposal. The Shareholders' General Meeting shall conduct voting on all agenda items item by item. Except that the shareholders' meeting is suspended or cannot make resolutions due to for special reasons such as force majeure, it shall not lay aside or withhold voting upon any proposal. causing the suspension of the Shareholders' General Meeting or preventing it from making a resolution, no agenda item shall be postponed or left unvoted for any reason. If the annual general meeting has different proposals on the</u></p>

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No.	Provisions before Amendments	Proposed Amendments
		<p>same matter, voting shall proceed in the order of when the proposals were submitted, and resolutions shall be made accordingly.</p>
70		<p>(Original Article 65 has been moved to this Article.)</p> <p>Article 63</p> <p>The Shareholders' General Meeting A shareholders' meeting shall adopt a registered named voting method for ballot casting for voting.</p>
71		<p>(Original Article 66 has been moved to this Article.)</p> <p>Article 64</p> <p>Each shareholder or shareholder proxy shall exercise his/her voting rights When voting at the shareholders' meeting, a shareholder (including the proxy) shall exercise the voting rights according to the number of voting shares they the shareholder represents that carry voting rights, with one vote per share.</p> <p>Each share held by the shareholder (including the proxy) represents one (1) vote, except for holders of class shares.</p>
72		<p>(Paragraph 2 of original Article 63 has been moved to this Article.)</p> <p>Article 65</p> <p>Shares held by the Bank itself do not have voting rights, and these shares shall not be counted included in the total number of voting shares present at the Shareholders' General Meeting attending a shareholders' meeting.</p>

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73		<p>(Newly added article)</p> <p>Article 66</p> <p>The Board of Directors of the Bank, independent directors, shareholders holding more than one percent (1%) of the voting shares, or investor protection institutions established according to laws, regulations, and regulatory provisions can publicly solicit voting rights from shareholders. In soliciting shareholder voting rights, information, including specific voting intentions, shall be fully disclosed to the shareholders whose voting rights are to be solicited. The voting rights of shareholders shall not be solicited by means of compensation or disguised compensation. Except for statutory conditions, the Bank is not allowed to impose minimum shareholding ratio limits on the solicitation of voting rights.</p>
74		<p>(Original Article 75 has been moved to this Article.)</p> <p>Article 67</p> <p><u>When voting, shareholders (including shareholder proxies) shall carefully fill out the ballot according to the requirements. Shareholders attending the shareholders' meeting shall put forth expressing one of the following opinions on the proposals submitted for voting: for, against or abstaining from voting, and place the ballot in the ballot box, except the report made by the securities depository and clearing agency with the instructions of the actual beneficial owner, acting as the nominal holder of shares under the Programme of an Interconnection Mechanism for Transactions in the Mainland and Hong Kong Stock Markets.</u></p>

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No.	Provisions before Amendments	Proposed Amendments
		<p><u>Blank ballots, ballots not cast, incorrectly filled ballots or ballots with unidentifiable characters as well as ballots not cast shall be deemed as that the voters waive the voting rights, and the voting result for the shares held by them shall be recorded as “abstaining from voting”.</u></p>
75		<p>(Original Article 70 has been moved to this Article.)</p> <p>Article 68</p> <p><u>Resolutions of the Shareholders’ General Meeting shareholders’ meeting are divided into ordinary resolutions and special resolutions.</u></p> <p><u>1. Ordinary resolutions</u></p> <p><u>(1) An The ordinary resolutions adopted can be made at the Shareholders’ General Meeting a shareholders’ meeting shall be approved by more than half (1/2) only when it has been passed by a simple majority of the voting rights held represented by shareholders (or including shareholder proxies) present at attending the meeting.</u></p> <p><u>(2) The following matters shall be approved are subject to approval by an ordinary resolutions at a of the Shareholders’ General Meeting shareholders’ meeting:</u></p> <p><u>1) The Bank’s business strategy and investment plans;</u></p> <p><u>1) reports on the work of the Board of Directors and the Board of Supervisors;</u></p> <p><u>2) profit distribution plan and plan for making up for losses drafted by the Board of Directors;</u></p> <p><u>3) The election and removal, remuneration, payment methods, and professional liability</u></p>

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No.	Provisions before Amendments	Proposed Amendments
		<p>insurance for members of the Board of Directors and the Board of Supervisors (excluding employee representative supervisors) election and replacement of directors and decision on remuneration of relevant directors;</p> <p><u>4) the Bank's annual financial budget plan; and final accounts; and annual report;</u></p> <p>5) the Bank's significant acquisitions, except where approval by a special resolution is required;</p> <p><u>6) the Bank's significant Major equity investments, bond investments, asset purchases, asset disposals, asset mortgages, and other non-commercial banking business guarantees, except where approval by a special resolution is required;</u></p> <p>7) engagement, or removal of dismissal, or non-renewal of appointment of the accounting auditing firms that conducts regular statutory audit on the financial reports of the Bank;</p> <p><u>8) Any other matters not specifically required by law, regulations, rules, the securities regulatory body in the jurisdiction where the Bank's stock is listed, or the Bank's Articles of Association to be passed by a special resolution. matters other than those required to be approved with special resolutions as provided for by laws, regulations and regulatory provisions or the Bank's Articles of Association.</u></p>

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No.	Provisions before Amendments	Proposed Amendments
		<p><u>2. Special resolutions</u></p> <p><u>(1) AThe special resolutions adopted can be made at the Shareholders' General Meeting a shareholders' meeting shall be approved only when it has been passed by two-thirds (2/3) a simple majority of the voting rights held represented by shareholders (or including shareholder proxies) present at attending the meeting.</u></p> <p><u>(2) The following matters shall be approved are subject to approval by an ordinary resolutions at a of the Shareholders' General Meeting shareholders' meeting:</u></p> <p><u>1) increase or reduction of the Bank's share capital and the issuance of any class of shares, warrants, or other similar securities;</u></p> <p><u>2) repurchase of the Bank's shares;</u></p> <p><u>3) Issuance of convertible bonds by the Bank;</u></p> <p><u>4) Issuance of subordinated bonds by the Bank;</u></p> <p><u>3) issuance of corporate bonds;</u></p> <p><u>4) division, split, merger, dissolution, or liquidation or change of corporate form of the Bank;</u></p> <p><u>5) purchase or sale of material assets or provision of guarantee to others by the Bank of which the total amounts in a year exceeds thirty percent (30%) of the Bank's audited total assets in the latest period;</u></p> <p><u>6) share incentive plans;</u></p> <p><u>7) adjustments to the profit distribution policy;</u></p>

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No.	Provisions before Amendments	Proposed Amendments
		<p>8) amendments to the Bank's Articles of Association, this—the <u>Procedural Rules, and thisthe Procedural Rules for the Board of Directors of China Construction Bank Corporation—and this Procedural Rules for the Board Supervisors of China Construction Bank Corporation.</u></p> <p>9) removing independent directors;</p> <p>10) Except in cases of crisis or other special circumstances affecting the Bank, entering into contracts with parties other than directors, supervisors, the president, and other senior management members, under which the management of all or important business operations of the Bank is entrusted to such parties;</p> <p>10) other matters that the Shareholders' General Meeting deems, through an ordinary resolution, prescribed by laws, regulations and regulatory provisions or the Bank's Articles of Association as well as approved by via ordinary resolutions of the Shareholders' General Meeting—shareholders' meeting that are considered to have would have a material impact on the Bank and require approval shall be approved by special resolutions.</p>
76		<p>(Original Article 71 has been moved to this Article.)</p> <p>Article 69</p> <p><u>If the Bank intends to change or abolish the rights of class shareholders, the shareholders of the class of share that is affected, whether or not having voting rights at the former Shareholders' General Meeting—shareholders' meeting, shall have the voting rights at the meeting for this class of shareholders when on the matters specified in involve items (2) to (8), and (11) to (12) under Article 29-31 of the</u></p>

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No.	Provisions before Amendments	Proposed Amendments
		<p>this Procedural Rules at the meeting for this class of shareholders, but However, the shareholders with a conflict of interests therein shall do not have no voting rights at the meeting for this class of shareholders.</p> <p>The term “shareholders with a conflict of interests” as mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>1. In cases where the Bank issues a repurchase tender offer at the same proportion to all shareholders according to Article 29 of the Bank’s Articles of Association or repurchases its own the Bank’s shares through public trading at a transaction on the stock exchanges, the “shareholders with a conflict of interests” refer to shall mean the controlling shareholder as defined in Article 57-251 of the Bank’s Articles of Association;</p> <p>2. In cases where the Bank repurchases its own shares with contractual agreements outside the stock exchange according to Article 29 of the Bank’s Articles of Association, the “shareholders with a conflict of interests” refer to shall mean shareholders who are relevant to the aforementioned agreement;</p> <p>3. In if the Bank’s restructuring plans of the Bank is concerned, the “shareholders with a conflict of interests” refer to 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.</p>
77		(Original Article 73 has been moved to this Article.)

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		<p>Article 71</p> <p>The special voting procedure at a Shareholders' General Meeting for a certain class of shareholders shall not be applicable for the following circumstances:</p> <p>1. Upon the approval of the Shareholders' General Meeting with special resolutions, the Bank independently or simultaneously issuing domestic listed shares and overseas listed shares at intervals of twelve (12) months, of which and the number of the domestic listed 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, it shall not be applicable to the special voting procedure at a shareholders' meeting for a certain class of shareholders.</p> <p>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 the approval by the securities regulatory body of the State Council.</p> <p>The domestic shares mentioned herein do not include overseas listed shares.</p>
78		<p>(Original Article 74 has been moved to this Article.)</p> <p>Article 72</p> <p>In case a related party transaction is reviewed at the Shareholders' General Meeting shareholders' meeting, the related 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 shareholders' meeting. The announcement on resolutions of the Shareholders' General Meeting</p>

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		<p><u>shareholders' meeting shall fully disclose information on voting of non-related shareholders.</u></p> <p><u>The "related party transaction" as mentioned in the preceding paragraph shall mean those defined by the securities regulatory authorities in the places where shares of the Bank are listed and the banking regulatory institution of the State Council in the place where the Bank is located.</u></p> <p><u>If any shareholder cannot exercise any voting right regarding a certain proposal, or is restricted to cast either affirmative or negative vote regarding a certain proposal in accordance with the <i>Hong Kong Listing Rules</i>, the vote cast by such shareholder or the proxy, which violates the aforesaid provisions or restrictions, shall not be counted into the voting result.</u></p>
79	<p>Article 63</p> <p>The same voting right can only choose one method of voting among on-site, online, or other methods. In case of repeated voting using the same voting right, the first vote cast shall be taken as valid.</p> <p>Shares held by the Bank itself do not have voting rights, and these shares shall not be counted in the total number of voting shares present at the Shareholders' General Meeting.</p>	<p>(This Article has been moved to revised Article 65.)</p> <p>Article 73</p> <p>The same voting right can only choose one method of voting among on-site, online, or other methods. In case of repeated voting using the same voting right, the first vote cast shall be taken as valid.</p> <p>Shares held by the Bank itself do not have voting rights, and these shares shall not be counted in the total number of voting shares present at the Shareholders' General Meeting.</p>
80	<p>Article 64</p> <p>The Shareholders' General Meeting shall conduct voting on all agenda items item by item. Except for special reasons such as force majeure causing the suspension of the</p>	<p>(This Article has been moved to revised Article 62.)</p> <p>Article 64</p> <p>The Shareholders' General Meeting shall</p>

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	Shareholders' General Meeting or preventing it from making a resolution, no agenda item shall be postponed or left unvoted for any reason. If the annual general meeting has different proposals on the same matter, voting shall proceed in the order of when the proposals were submitted, and resolutions shall be made accordingly.	conduct voting on all agenda items item by item. Except for special reasons such as force majeure causing the suspension of the Shareholders' General Meeting or preventing it from making a resolution, no agenda item shall be postponed or left unvoted for any reason. If the annual general meeting has different proposals on the same matter, voting shall proceed in the order of when the proposals were submitted, and resolutions shall be made accordingly.
81	Article 65 The Shareholders' General Meeting adopts a named voting method for ballot casting.	(This Article has been moved to revised Article 63.) Article 65 The Shareholders' General Meeting adopts a named voting method for ballot casting.
82	Article 66 Each shareholder or shareholder proxy shall exercise his/her voting rights according to the number of shares they represent that carry voting rights, with one vote per share.	(This Article has been moved to the revised Article 64.) Article 66 Each shareholder or shareholder proxy shall exercise his/her voting rights according to the number of shares they represent that carry voting rights, with one vote per share.
83	Article 67 When casting votes, shareholders (including shareholder proxies) who have more than one voting right may distribute their votes among options for approval, rejection, or abstention.	Article 67 When casting votes, shareholders (including shareholder proxies) who have more than one voting right may distribute their votes among options for approval, rejection, or abstention.
84	Article 68 The chairperson of the meeting shall announce the number of shareholders and proxies present at the meeting and the total number of voting shares represented before the voting. The number of shareholders and proxies present	(This Article has been moved to revised Article 58.) Article 68 The chairperson of the meeting shall announce the number of shareholders and proxies present at the meeting and the total number of voting

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	and the total number of voting shares represented shall be based on the meeting registration.	shares represented before the voting. The number of shareholders and proxies present and the total number of voting shares represented shall be based on the meeting registration.
85	<p>Article 69</p> <p>For proposals concerning the election of directors and supervisors, the Shareholders' General Meeting shall conduct voting on each director and supervisor candidate individually. If the Shareholders' General Meeting approves a proposal regarding the election of directors, it must submit the new directors' qualifications to the banking regulatory body under the State Council for approval. The term of office for newly appointed directors shall commence from the date the State Council's banking regulatory body approves their qualifications.</p>	<p>(This Article has been moved to revised Article 85.)</p> <p>Article 69</p> <p>For proposals concerning the election of directors and supervisors, the Shareholders' General Meeting shall conduct voting on each director and supervisor candidate individually. If the Shareholders' General Meeting approves a proposal regarding the election of directors, it must submit the new directors' qualifications to the banking regulatory body under the State Council for approval. The term of office for newly appointed directors shall commence from the date the State Council's banking regulatory body approves their qualifications.</p>
86	<p>Article 70</p> <p>Resolutions of the Shareholders' General Meeting are divided into ordinary resolutions and special resolutions.</p> <p>1. Ordinary resolutions</p> <p>(1) An ordinary resolution can be made at the Shareholders' General Meeting only when it has been passed by a simple majority of the voting rights held by shareholders (including shareholder proxies) present at the meeting.</p> <p>(2) The following matters are subject to approval by an ordinary resolution of the Shareholders' General Meeting:</p> <p>1) The Bank's business strategy and investment plans;</p>	<p>(This Article has been moved to revised Article 68.)</p> <p>Article 70</p> <p>Resolutions of the Shareholders' General Meeting are divided into ordinary resolutions and special resolutions.</p> <p>1. Ordinary resolutions</p> <p>(1) An ordinary resolution can be made at the Shareholders' General Meeting only when it has been passed by a simple majority of the voting rights held by shareholders (including shareholder proxies) present at the meeting.</p> <p>(2) The following matters are subject to approval by an ordinary resolution of the Shareholders' General Meeting:</p>

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	<p>2) Reports on the work of the Board of Directors and the Board of Supervisors;</p> <p>3) Profit distribution plan and plan for making up for losses drafted by the Board of Directors;</p> <p>4) The election and removal, remuneration, payment methods, and professional liability insurance for members of the Board of Directors and the Board of Supervisors (excluding employee representative supervisors);</p> <p>5) The Bank's annual budget plan, final accounts, and annual report;</p> <p>6) The Bank's significant acquisitions, except where approval by a special resolution is required;</p> <p>7) Major equity investments, bond investments, asset purchases, asset disposals, asset mortgages, and other non-commercial banking business guarantees, except where approval by a special resolution is required;</p> <p>8) Engagement, dismissal, or non-renewal of appointment of auditing firms;</p> <p>9) Any other matters not specifically required by law, regulations, rules, the securities regulatory body in the jurisdiction where the Bank's stock is listed, or the Bank's Articles of Association to be passed by a special resolution.</p> <p>2. Special resolutions</p> <p>(1) A special resolution can be made at the Shareholders' General Meeting only when it has been passed by more than two-thirds of the voting rights held by shareholders (including shareholder proxies) present at the meeting.</p>	<p>1) The Bank's business strategy and investment plans;</p> <p>2) Reports on the work of the Board of Directors and the Board of Supervisors;</p> <p>3) Profit distribution plan and plan for making up for losses drafted by the Board of Directors;</p> <p>4) The election and removal, remuneration, payment methods, and professional liability insurance for members of the Board of Directors and the Board of Supervisors (excluding employee representative supervisors);</p> <p>5) The Bank's annual budget plan, final accounts, and annual report;</p> <p>6) The Bank's significant acquisitions, except where approval by a special resolution is required;</p> <p>7) Major equity investments, bond investments, asset purchases, asset disposals, asset mortgages, and other non commercial banking business guarantees, except where approval by a special resolution is required;</p> <p>8) Engagement, dismissal, or non-renewal of appointment of auditing firms;</p> <p>9) Any other matters not specifically required by law, regulations, rules, the securities regulatory body in the jurisdiction where the Bank's stock is listed, or the Bank's Articles of Association to be passed by a special resolution.</p> <p>2. Special resolutions</p>

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No.	Provisions before Amendments	Proposed Amendments
	<p>(2) The following matters are subject to approval by a special resolution of the Shareholders' General Meeting:</p> <p>1) Increase or reduction of the Bank's share capital and the issuance of any class of shares, warrants, or other similar securities;</p> <p>2) Repurchase of the Bank's shares;</p> <p>3) Issuance of convertible bonds by the Bank;</p> <p>4) Issuance of subordinated bonds by the Bank;</p> <p>5) Issuance of corporate bonds;</p> <p>6) Division, merger, dissolution, or liquidation of the Bank;</p> <p>7) Purchase or sale of material assets or provision of guarantee by the Bank of which the total amounts in a year exceeding thirty percent (30%) of the Bank's audited total assets in the latest period;</p> <p>8) Share incentive plans;</p> <p>9) Amendments to the Bank's Articles of Association, this Procedural Rules, this Procedural Rules for the Board Directors of China Construction Bank Corporation and this Procedural Rules for the Board Supervisors of China Construction Bank Corporation;</p> <p>10) Except in cases of crisis or other special circumstances affecting the Bank, entering into contracts with parties other than directors, supervisors, the president, and other senior management members, under which the management of all or important business operations of the Bank is entrusted to such parties;</p>	<p>(1) A special resolution can be made at the Shareholders' General Meeting only when it has been passed by more than two thirds of the voting rights held by shareholders (including shareholder proxies) present at the meeting.</p> <p>(2) The following matters are subject to approval by a special resolution of the Shareholders' General Meeting:</p> <p>1) Increase or reduction of the Bank's share capital and the issuance of any class of shares, warrants, or other similar securities;</p> <p>2) Repurchase of the Bank's shares;</p> <p>3) Issuance of convertible bonds by the Bank;</p> <p>4) Issuance of subordinated bonds by the Bank;</p> <p>5) Issuance of corporate bonds;</p> <p>6) Division, merger, dissolution, or liquidation of the Bank;</p> <p>7) Purchase or sale of material assets or provision of guarantee by the Bank of which the total amounts in a year exceeding thirty percent (30%) of the Bank's audited total assets in the latest period;</p> <p>8) Share incentive plans;</p> <p>9) Amendments to the Bank's Articles of Association, this Procedural Rules, this Procedural Rules for the Board Directors of China Construction Bank Corporation and this Procedural Rules for the Board Supervisors of China Construction Bank Corporation;</p> <p>10) Except in cases of crisis or other special circumstances affecting the Bank, entering into contracts with parties other than directors,</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE SHAREHOLDERS' GENERAL MEETING**

No.	Provisions before Amendments	Proposed Amendments
	11) Other matters that the Shareholders' General Meeting deems, through an ordinary resolution, would have a material impact on the Bank and require approval by a special resolution.	supervisors, the president, and other senior management members, under which the management of all or important business operations of the Bank is entrusted to such parties;

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE SHAREHOLDERS' GENERAL MEETING**

No.	Provisions before Amendments	Proposed Amendments
		<p>11) Other matters that the Shareholders' General Meeting deems, through an ordinary resolution, would have a material impact on the Bank and require approval by a special resolution.</p>
87	<p>Article 71</p> <p>If the Bank intends to change or abolish the rights of class shareholders, the shareholders of the class of share that is affected, whether or not having voting rights at the former Shareholders' General Meeting, shall have voting rights at the meeting for this class of shareholders when matters involve items (2) to (8), and (11) to (12) under Article 29 of this Procedural Rules. However, shareholders with a conflict of interest do not have voting rights at the meeting for this class of shareholders.</p> <p>The term "shareholders with a conflict of interest" as mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>1. In cases where the Bank issues a repurchase tender offer at the same proportion to all shareholders according to Article 29 of the Bank's Articles of Association or repurchases its own shares through public trading at a stock exchange, "shareholders with a conflict of interest" refer to the controlling shareholder as defined in Article 57 of the Bank's Articles of Association;</p> <p>2. In cases where the Bank purchases its own shares with contractual agreements outside the stock exchange according to Article 29 of the Bank's Articles of Association, "shareholders with a conflict of interest" refer to shareholders who are relevant to the aforementioned agreement;</p> <p>3. In restructuring plans of the Bank, "shareholders with a conflict of interest" refer to shareholders who assume the liability in a</p>	<p>(This Article has been moved to revised Article 69.)</p> <p>Article 71</p> <p>If the Bank intends to change or abolish the rights of class shareholders, the shareholders of the class of share that is affected, whether or not having voting rights at the former Shareholders' General Meeting, shall have voting rights at the meeting for this class of shareholders when matters involve items (2) to (8), and (11) to (12) under Article 29 of this Procedural Rules. However, shareholders with a conflict of interest do not have voting rights at the meeting for this class of shareholders.</p> <p>The term "shareholders with a conflict of interest" as mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>1. In cases where the Bank issues a repurchase tender offer at the same proportion to all shareholders according to Article 29 of the Bank's Articles of Association or repurchases its own shares through public trading at a stock exchange, "shareholders with a conflict of interest" refer to the controlling shareholder as defined in Article 57 of the Bank's Articles of Association;</p> <p>2. In cases where the Bank purchases its own shares with contractual agreements outside the stock exchange according to Article 29 of the Bank's Articles of Association, "shareholders with a conflict of interest" refer to shareholders who are relevant to the aforementioned agreement;</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE SHAREHOLDERS' GENERAL MEETING**

No.	Provisions before Amendments	Proposed Amendments
	<p>lower proportion than other shareholders of the same class or those who own different interests as compared with other shareholders of the same class.</p>	<p>3. In restructuring plans of the Bank, "shareholders with a conflict of interest" refer to 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.</p>
88	<p>Article 73</p> <p>The special voting procedure at a Shareholders' General Meeting for a certain class of shareholders shall not be applicable for the following circumstances:</p> <p>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;</p> <p>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 the approval by the securities regulatory body of the State Council.</p> <p>The domestic shares mentioned herein do not include overseas listed shares.</p>	<p>(This Article has been moved to revised Article 71.)</p> <p>Article 73</p> <p>The special voting procedure at a Shareholders' General Meeting for a certain class of shareholders shall not be applicable for the following circumstances:</p> <p>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;</p> <p>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 the approval by the securities regulatory body of the State Council.</p> <p>The domestic shares mentioned herein do not include overseas listed shares.</p>
89	<p>Article 74</p> <p>In case a related party transaction is reviewed at the Shareholders' General Meeting, the related shareholders shall not vote; the voting shares represented by them shall not be included into the total effective voting shares of the</p>	<p>(This Article has been moved to revised Article 72.)</p> <p>Article 74</p> <p>In case a related party transaction is reviewed at the Shareholders' General Meeting, the related</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE SHAREHOLDERS' GENERAL MEETING**

No.	Provisions before Amendments	Proposed Amendments
	<p>Shareholders' General Meeting. The announcement on resolutions of the Shareholders' General Meeting shall fully disclose information on voting of non-related shareholders.</p> <p>The "related party transaction" as mentioned in the preceding paragraph shall mean those defined by the securities regulatory authorities in the places where shares of the Bank are listed.</p>	<p>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 related shareholders.</p> <p>The "related party transaction" as mentioned in the preceding paragraph shall mean those defined by the securities regulatory authorities in the places where shares of the Bank are listed.</p>
90	<p>Article 75</p> <p>When voting, shareholders (including shareholder proxies) shall carefully fill out the ballot according to the requirements, expressing one of the following opinions on the proposals submitted for voting: for, against or abstaining from voting, and place the ballot in the ballot box. Blank ballots, ballots not cast, incorrectly filled ballots, or ballots with unidentifiable characters shall be deemed as that the voter waives the voting rights, and the voting result for the shares held by them shall be recorded as abstaining from voting.</p>	<p>(This Article has been moved to revised Article 67.)</p> <p>Article 75</p> <p>When voting, shareholders (including shareholder proxies) shall carefully fill out the ballot according to the requirements, expressing one of the following opinions on the proposals submitted for voting: for, against or abstaining from voting, and place the ballot in the ballot box. Blank ballots, ballots not cast, incorrectly filled ballots, or ballots with unidentifiable characters shall be deemed as that the voter waives the voting right, and the voting result for the shares held by them shall be recorded as abstaining from voting.</p>
91	<p>Article 76</p> <p>After voting on the proposals is completed at the Shareholders' General Meeting, the lawyer, shareholder representatives and supervisor representatives shall jointly be responsible for counting the votes and inspecting the process. The results shall be announced at the meeting in general case, and be recorded in the minutes of the meeting.</p>	<p>Article 74</p> <p>Before voting on proposals at the shareholders' meetings, two (2) shareholder representatives shall be elected to count votes and scrutinize the ballot. If any shareholder has any interest in the matter under review, such shareholders or their proxies shall not participate in counting votes and scrutinizing the ballot.</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE SHAREHOLDERS' GENERAL MEETING**

No.	Provisions before Amendments	Proposed Amendments
	The Bank's shareholders or their proxies who vote through Internet or other methods may inquire their own voting result through corresponding voting system.	When After voting on the proposals is completed at the Shareholders' General Meeting shareholders' meetings , the lawyer, and shareholder representatives and supervisor representatives shall jointly be responsible for counting the votes and inspecting scrutinizing the process ballot . The results shall be announced at the meeting in general case, and be recorded in the minutes of the meeting. The Bank's shareholders or their proxies who vote through Internet or other methods may inquire their own voting result through corresponding voting system.
92		(Newly added article) Article 75 When the shareholders' meeting considers major matters affecting the interests of minority investors, the votes of minority investors shall be counted separately. The separate vote counting results shall be disclosed publicly in a timely manner.
93	Article 77 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 76 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 at the meeting who dispute the announced voting results shall have the right to request for counting the ballots should they question a recount immediately following the voting results announcement , in which case the chairman of the meeting shall tally the ballots immediately.
94	Article 78 The end time of the on-site Shareholders' General Meeting shall not be earlier than that of Shareholders' General Meeting held online or by other means.	(This Article has been moved to revised Article 51.) Article 77

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE SHAREHOLDERS' GENERAL MEETING**

No.	Provisions before Amendments	Proposed Amendments
	<p>Before officially announcing the voting results, all parties involved in the Shareholders' General Meeting, including the Bank, vote counters, vote supervisors, major shareholders, and network service providers, are obligated to keep the voting situation confidential.</p>	<p>The end time of the on site Shareholders' General Meeting shall not be earlier than that of Shareholders' General Meeting held online or by other means.</p> <p>(Paragraph 1 of original Article 80 has been moved to this Article.)</p> <p><u>The chairperson chairman of the shareholders' meeting is shall be responsible for announcing determining whether a proposal the resolutions of the Shareholders' General Meeting shareholders' meeting is approved pass based on pursuant to the Bank's Articles of Association, the this Procedural Rules, and the meeting's voting results, and his/her the decisions of the chairman are is final.</u></p> <p>Before officially announcing the voting results, all Relevant parties involved in the Shareholders' General Meeting, including the Bank, vote counters, scrutineers vote supervisors, major shareholders, Internet network service providers involved in onsite, via Internet and other voting methods of the shareholders' meetings shall be subject to the confidentiality obligation toward the voting before the voting result is announced formally are obligated to keep the voting situation confidential.</p>
95	<p>Article 79</p> <p>If a recount is conducted during the Shareholders' General Meeting, the results of the recount shall be recorded in the meeting minutes.</p>	<p>Article 79</p> <p>If a recount is conducted during the Shareholders' General Meeting, the results of the recount shall be recorded in the meeting minutes.</p>
96	<p>Article 80</p> <p>The chairperson of the meeting is responsible for determining whether the resolutions of the Shareholders' General Meeting pass based on</p>	<p>(This Article has been moved to revised Paragraph 1 of Article 77.)</p> <p>Article 80</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE SHAREHOLDERS' GENERAL MEETING**

No.	Provisions before Amendments	Proposed Amendments
	<p>the Bank's Articles of Association, this Procedural Rules, and the meeting's voting results, and his/her decision is final.</p> <p>The resolutions of the Shareholders' General Meeting shall be formalized into written resolutions, announced at the meeting, and recorded in the meeting minutes.</p>	<p>The chairperson of the meeting is responsible for determining whether the resolutions of the Shareholders' General Meeting pass based on the Bank's Articles of Association, this Procedural Rules, and the meeting's voting results, and his/her decision is final.</p> <p>The resolutions of the Shareholders' General Meeting shall be formalized into written resolutions, announced at the meeting, and recorded in the meeting minutes.</p>
97		<p>(Original Article 6 has been moved to this Article.)</p> <p>Article 78</p> <p>To convene The Shareholders' General Meeting—a shareholders' meeting, of the Bank—implements a system where shall engage a lawyer to provides witness services and issues and announce the relevant a—legal opinions on the following matters:</p> <p><u>1. whether the convening and holding procedures of the meeting Shareholders' General Meeting are in compliance with applicable laws, regulations, rules, regulatory provisions, and the Bank's Articles of Association and the Procedural Rules;</u></p> <p><u>2. whether the qualification of attendees and convener of the meeting is legal and valid;</u></p> <p><u>3. The qualifications and shareholding ratio of shareholders making new proposals at the annual general meeting;</u></p> <p><u>3. whether the voting procedures and results of the Shareholders' General Meeting—meeting are legally—legal and valid;</u></p> <p><u>5. Whether the contents of the resolutions made at the Shareholders' General Meeting is lawful;</u></p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE SHAREHOLDERS' GENERAL MEETING**

No.	Provisions before Amendments	Proposed Amendments
		<u>4. legal opinions on other matters issued as required by the Bank.</u>
98	<p>Article 81</p> <p>The Shareholders' General Meeting shall have meeting minutes, which must be signed by the directors present and the recorder, and shall be kept as part of the Bank's archives by the board secretary at the Bank's registered office along with the attendance register of shareholders and any proxies. If no director is present at the meeting, then the shareholders (or their proxies) presiding over the meeting and the recorder shall sign the meeting minutes.</p> <p>The meeting minutes shall record the following contents:</p> <ol style="list-style-type: none"> 1. The number of voting shares held by shareholders (including shareholder proxies) attending the Shareholders' General Meeting and the proportion this represents to the total issued share capital of the Bank; 2. The date, location, and name or title of the convener of the meeting; 3. The names of the chairperson of the meeting, directors, supervisors, president, and other senior management members attending or present as non-voting participants, along with the meeting agenda; 4. The deliberation process for each proposal and key points of speeches made by speakers on the matters under review; 5. The voting results for each matter voted upon (signed by the vote counters); 	<p>Article 79</p> <p>The Shareholders' General Meeting A shareholders' meeting shall have meeting minutes, which mustshall be signed by the directors present at the meeting or attending the meeting as non-voting attendees, the secretary to the Board of Directors, the convener or its representative, the chairman of the meeting and the recorder, and together with the attendance roster and the power of attorney for proxy shall be kept as part of the Bank's archives by the boardsecretary to the Board of Directors as the Bank's archives at the Bank's domicileregistered office along with the attendance register of shareholders and any proxies. If no director is present at the meeting, then the shareholders (or their proxies) presiding over the meeting and the recorder shall sign the meeting minutes.</p> <p>The meeting minutes of a shareholders' meeting shall record the following contents:</p> <ol style="list-style-type: none"> 1. The number of voting shares held by shareholders (including shareholder proxies) attending the Shareholders' General Meeting and the proportion this represents to the total issued share capital of the Bank; 1. The date, location, agenda and name or title of the convener of the meeting; 2. Names of the chairpersonchairman of the meeting, and names of the directors, supervisors, president, and other senior management members who attend the meeting attending or present as non-voting attendees participants, along with the meeting agenda;

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE SHAREHOLDERS' GENERAL MEETING**

No.	Provisions before Amendments	Proposed Amendments
	<p>6. Resolutions made on shareholder proposals, including the name or title of the proposing shareholder, his/her shareholding ratio, and the contents of the proposal;</p> <p>7. Opinions, suggestions from shareholders, and responses or explanations provided by directors and supervisors;</p> <p>8. Other contents that the Bank's Articles of Association stipulate or that the Shareholders' General Meeting deems shall be recorded in the meeting minutes.</p>	<p>3. The number of shareholders and their proxies present at the shareholders' meeting, the total number of voting shares held by them and the proportion thereof relative to the Bank's total number of shares;</p> <p>4. The deliberation Review process and main views of for each proposal, and key points of speeches made by speakers on the matters under review voting results;</p> <p>5. The voting results for each matter voted upon (signed by the vote counters);</p> <p>6. Resolutions made on shareholder proposals, including the name or title of the proposing shareholder, his/her shareholding ratio, and the contents of the proposal;</p> <p>5. Opinions, Inquiries or suggestions from of corresponding answers responses or explanations provided by directors and supervisors;</p> <p>6. Names of lawyers, vote counters and vote supervisors;</p> <p>7. Other matters contents that shall be included into the minutes in accordance with the Bank's Articles of Association stipulate or that of which the Shareholders' General Meeting shareholders' meeting concludes should deems shall be recorded in the meeting minutes.</p>
99	<p>Article 82</p> <p>The Bank shall engage a law firm to attend the Shareholders' General Meeting and provide a legal opinion on the matters specified in Article 6 of this Procedural Rules. The legal opinion shall be announced together with the resolution of the Shareholders' General Meeting.</p>	<p>Article 82</p> <p>The Bank shall engage a law firm to attend the Shareholders' General Meeting and provide a legal opinion on the matters specified in Article 6 of this Procedural Rules. The legal opinion shall be announced together with the resolution of the Shareholders' General Meeting.</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE SHAREHOLDERS' GENERAL MEETING**

No.	Provisions before Amendments	Proposed Amendments
	For Extraordinary Shareholders' General Meetings presided over by proposing shareholders or the Board of Supervisors, the proposing shareholders or the Board of Supervisors shall legally engage a law firm to issue a witnessing legal opinion in accordance with the provisions mentioned in the preceding paragraph. The procedures for convening such meetings shall also comply with relevant laws, regulations, rules, requirements of the securities regulatory body in the jurisdiction where the Bank's stock is listed, the Bank's Articles of Association, and this Procedural Rules.	For Extraordinary Shareholders' General Meetings presided over by proposing shareholders or the Board of Supervisors, the proposing shareholders or the Board of Supervisors shall legally engage a law firm to issue a witnessing legal opinion in accordance with the provisions mentioned in the preceding paragraph. The procedures for convening such meetings shall also comply with relevant laws, regulations, rules, requirements of the securities regulatory body in the jurisdiction where the Bank's stock is listed, the Bank's Articles of Association, and this Procedural Rules.
100	Section 7. Adjournment	(The entire section has been deleted.) (The articles of this section has been moved to revised Article 52.)
101	Section 8. Follow-up Items	(The entire section has been deleted.) (The articles of this section has been moved to revised Articles 81 to 83.)
102	Article 88 The attendance register, proxies, voting statistics, meeting minutes, legal opinions from lawyers, and other textual materials shall be kept by the Board Secretary.	Article 80 The attendance register, proxies power of attorney , voting statistics, meeting minutes, legal opinions from lawyers, and other textual materials shall be kept by the Board Secretary to the Board of Directors for a period of no less than ten (10) years.
/		(Newly added section heading) Section 6 Announcement of the Meeting Resolutions
103		(Paragraph 1 of original Article 87 has been moved to this Article.) Article 81 The announcement of the Shareholders' General Meeting resolution The resolutions of a shareholders' meeting shall be announced

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE SHAREHOLDERS' GENERAL MEETING**

No.	Provisions before Amendments	Proposed Amendments
		<p><u>in a timely manner. The announcement shall specify the number of shareholders (or shareholder and proxies) attending the meeting, the total number of voting shares held (represented) and its proportion to the total voting shares of the Bank, the voting method, and the voting results of each proposal vote. For resolutions made on shareholder proposals, the name or title of the proposing shareholder, his/her shareholding ratio, and the contents of the proposal shall be listed. If the supervisory board or shareholder proposals are not included in the agenda of the annual general meeting of shareholders, the proposal content and the explanation by the board or the chairman at the annual general meeting shall be announced together with the resolution of the annual general meeting.</u></p>
104		<p>(Paragraph 2 of original Article 87 has been moved to this Article.)</p> <p>Article 82</p> <p><u>If a proposal is not passed or if this the current Shareholders' General Meeting shareholders' meeting alters a previous Shareholders' General Meeting resolution of the previous shareholders' meeting, an explanation a special notice shall be provided in the announcement of the Shareholders' General Meeting on the resolutions of the shareholders' meeting.</u></p>
105		<p>(Paragraph 3 of original Article 87 has been moved to this Article.)</p> <p>Article 83</p> <p><u>The announcement of the Shareholders' General Meeting on the resolutions of shareholders' meeting shall be published on the media that meet the requirements set by the securities</u></p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE SHAREHOLDERS' GENERAL MEETING**

No.	Provisions before Amendments	Proposed Amendments
		<u>regulatory authorities in the places where the shares of the Bank are listed and the websites of the stock exchanges.</u>
106	<p>Article 89</p> <p>The resolutions formed at the Shareholders' General Meeting shall be organized and implemented by the Board of Directors, which will assign the President to specifically execute the tasks according to the contents of the resolution and the division of responsibilities; matters that require implementation by the Supervisory Board as per the Shareholders' General Meeting resolutions shall be directly organized and implemented by the Chairman of the Supervisory Board.</p>	<p>Article 84</p> <p>The resolutions formed at the Shareholders' General Meeting a shareholders' meeting shall be organized and implemented by the Board of Directors, which will assign the President to specifically execute the tasks according to the contents of the resolution and the division of responsibilities; matters that require implementation by the Supervisory Board as per the Shareholders' General Meeting resolutions shall be directly organized and implemented by the Chairman of the Supervisory Board. The Bank, directors and senior management members shall earnestly perform their duties and promptly implement the resolutions of the shareholders' meetings.</p>
107		<p>(Paragraph 2 of original Article 69 has been moved to this Article.)</p> <p>Article 85</p> <p>If the Shareholders' General Meeting approves In case a proposal on regarding the election of directors is approved at shareholders' meetings, it must submit the new directors' shall assume office in accordance with the Bank's Articles of Association. qualifications to the banking regulatory body under the State Council for approval. The term of office for newly appointed directors shall commence from the date the State Council's banking regulatory body approves their qualifications.</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE SHAREHOLDERS' GENERAL MEETING**

No.	Provisions before Amendments	Proposed Amendments
108	<p>Article 90</p> <p>The execution status of the resolution items shall be reported to the Board of Directors by the President, and then the Board of Directors shall report to the Shareholders' General Meeting. For matters involving implementation by the Supervisory Board, the Supervisory Board shall report to the Shareholders' General Meeting, and if deemed necessary, may also first inform the Board of Directors.</p>	<p>(Provisions regarding the implementation of resolutions of shareholders' meetings by the Board of Directors and senior management members have been reflected in revised Article 84.)</p> <p>Article 90</p> <p>The execution status of the resolution items shall be reported to the Board of Directors by the President, and then the Board of Directors shall report to the Shareholders' General Meeting. For matters involving implementation by the Supervisory Board, the Supervisory Board shall report to the Shareholders' General Meeting, and if deemed necessary, may also first inform the Board of Directors.</p>
109		<p>(Newly added article)</p> <p>Article 86</p> <p>If a shareholders' meeting approves a proposal for cash dividend distribution, bonus issue or capitalization of capital reserve, the Bank shall implement the specific plan within two (2) months after the conclusion of the shareholders' meeting.</p>
110	<p>Article 92</p> <p>The revision of this Procedural Rules shall take effect upon being passed by a special resolution at the Shareholders' General Meeting.</p>	<p>(The relevant provisions have been set out in revised Article 68.)</p> <p>Article 92</p> <p>The revision of this Procedural Rules shall take effect upon being passed by a special resolution at the Shareholders' General Meeting.</p>
111	<p>Article 93</p> <p>Matters not covered by this Procedural Rules or any conflicts between this Procedural Rules and laws, regulations, relevant provisions of the securities regulatory body of the location where the Bank's stock is listed, or the Bank's</p>	<p>Article 88</p> <p>Matters not covered by this the Procedural Rules or any conflicts between this the Procedural Rules and newly promulgated laws, regulations, relevant provisions of the securities regulatory body of the location where</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE SHAREHOLDERS' GENERAL MEETING**

No.	Provisions before Amendments	Proposed Amendments
	Articles of Association that are issued from time to time after the effectiveness of this Procedural Rules shall be governed by the aforementioned laws, regulations, relevant provisions, or the Articles of Association of the Bank.	the Bank's stock is listed, and regulatory provisions or the Bank's Articles of Association that are issued from time to time after the effectiveness of this the Procedural Rules shall be governed by the aforementioned laws, regulations, relevant and regulatory provisions, or the Articles of Association of the Bank.
112	Article 94 Unless otherwise provided in this Procedural Rules, the terms "more than" "within" and "less than" referred to herein shall be inclusive; while terms "below", "other than", "over" or "prior to" shall be exclusive.	Article 94 Unless otherwise provided in this Procedural Rules, the terms "more than" "within" and "less than" referred to herein shall be inclusive; while terms "below", "other than", "over" or "prior to" shall be exclusive.
113		(Newly added article) Article 89 The formulation and revision of the Procedural Rules shall be submitted to the Shareholders' Meeting for approval after being reviewed by the Board of Directors.
114	Article 95 The authority to interpret this Procedural Rules belongs to the Board of Directors.	Article 90 The authority to interpret this Procedural Rules belongs to the The Board of Directors of the Bank shall be responsible for the interpretation of the Procedural Rules.

Note: The Comparative Table of the Amendments to the Procedural Rules for the Shareholders' General Meeting is prepared in both Chinese and English. In the case of discrepancy between the two versions, the Chinese version shall prevail.

**APPENDIX III COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE BOARD OF DIRECTORS**

**Comparative Table of the Amendments to the
Procedural Rules for the Board of Directors**

No.	Provisions before Amendments	Proposed Amendments ¹
1	<p>Article 1 To ensure that the Board of Directors of China Construction Bank Corporation (“the Bank”) exercises its functions and powers in an independent, standardized and effective way in accordance with the law, operates efficiently and makes decisions in a sound way, and improves the Bank’s governance structure, this Procedural Rules is hereby formulated pursuant to the <i>Company Law of the People’s Republic of China</i>, the <i>Law of the People’s Republic of China on Commercial Banks</i>, the <i>Securities Law of the People’s Republic of China</i>, the <i>Special Regulations of the State Council concerning Overseas Offering and Listing of Shares by Joint Stock Limited Companies</i>, the <i>Mandatory Provisions for Articles of Association of Companies Listed Abroad</i>, the <i>Guidance on Articles of Association of Listed Companies</i>, relevant regulations issued by securities regulators on listing place of the Bank, other relevant laws, regulations and rules and the <i>Articles of Association of China Construction Bank Corporation</i> (the “Articles of Association of the Bank”), taking into account the Bank’s actual conditions.</p>	<p>Article 1 To ensure that the Board of Directors of China Construction Bank Corporation (“the Bank”) exercises its functions and powers in an independent, standardized and effective way in accordance with the law, operates efficiently and makes decisions in a sound way, and improves the Bank’s governance structure, this Procedural Rules is hereby formulated pursuant to the <i>Company Law of the People’s Republic of China</i>; (the “Company Law”), the <i>Law of the People’s Republic of China on Commercial Banks</i>, the <i>Securities Law of the People’s Republic of China</i>; the <i>Special Regulations of the State Council concerning Overseas Offering and Listing of Shares by Joint Stock Limited Companies</i>, the <i>Mandatory Provisions for Articles of Association of Companies Listed Abroad</i>, the <i>Guidance on Articles of Association of Listed Companies</i>, relevant regulations issued by securities regulators on listing place of the Bank, other relevant laws, regulations and, rules and regulatory provisions (including relevant provisions of the securities regulatory authorities in the places where shares of the Bank are listed, collectively referred to as “laws, regulations and regulatory provisions”) and the <i>Articles of Association of China Construction Bank Corporation</i> (the “Articles of Association of the Bank”), taking into account the Bank’s actual conditions.</p>

¹ In this comparative table, “underline” indicates a change in the position of clauses, bold font indicates newly added or modified content, and “~~strike through~~” indicates the deletion of the original clause content.

**APPENDIX III COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE BOARD OF DIRECTORS**

No.	Provisions before Amendments	Proposed Amendments
2	<p>Article 2 The Board of Directors is the executive body of the Shareholders' General Meeting and reports to it. Board meetings are the primary format for the Board of Directors to conduct its deliberations.</p> <p>Attending Board meetings as required is a fundamental method for directors to fulfill their duties.</p>	<p>Article 2 The Board of Directors is responsible to the executive body of the Shareholders' General Meeting² and reports to it. Board meetings Meetings of the Board of Directors are the primary format for the Board of Directors to conduct its deliberations.</p> <p>Attending Board meetings of the Board of Directors as required is a fundamental method for directors to fulfill their duties.</p>
3	<p>Article 3 The Board of Directors exercises the following functions and powers:</p> <ol style="list-style-type: none"> 1. convene Shareholders' General Meeting and report work to the Shareholders' General Meeting; 2. implement resolutions of Shareholders' General Meeting; 3. determine the Bank's development strategies and supervise the implementation of such development strategies; 4. decide on the Bank's business plans, investment proposals and risk capital allocation scheme; 5. develop the Bank's annual financial budget and final accounting plans; 6. develop the Bank's profit allocation scheme and loss recovery scheme; 	<p>Article 3 The Board of Directors shall exercises the following functions and powers:</p> <ol style="list-style-type: none"> 1. to convene Shareholders' General Meeting shareholders' meetings and report its work to the Shareholders' General Meeting; 2. to implement resolutions of the Shareholders' General Meeting; 3. to determine the Bank's development strategies strategy, and supervise the its implementation of such development strategies; 4. to decide on the Bank's business plans, and investment plans proposals and risk capital allocation scheme; 5. to develop prepare the Bank's annual financial budget and final accounts accounting plans of the Bank; 6. develop to prepare the Bank's profit allocation scheme distribution plan and loss recovery scheme plan for making up for losses of the Bank;

² In the *Company Law of the People's Republic of China (Revised in 2023)*, no distinction is made between the Shareholders' General Meeting and the Shareholders' Meeting, and the term "Shareholders' Meeting" is uniformly adopted. Accordingly, all references to "Shareholders' General Meeting" in the Procedural Rules will be adjusted to "Shareholders' Meeting", "the shareholders' meetings" or "a shareholders' meeting", as appropriate, without separate elaboration.

**APPENDIX III COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
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No.	Provisions before Amendments	Proposed Amendments
	<p>7. make the Bank’s plans regarding increase or decrease of registered capital, issuance of convertible bonds, secondary bonds, corporate bonds or other securities and listing;</p> <p>8. make plans on the Bank’s significant acquisition or buy-back of the Bank’s shares;</p> <p>9. make plans on the Bank’s merger, division, dissolution and liquidation;</p> <p>10. determine the Bank’s equity investment, bond investment, assets purchase, assets disposal, assets write-off, assets mortgage, other guarantee matters of non-commercial banking business and external donations within the authorization of the Shareholders’ General Meeting;</p> <p>11. decide the establishment of the Bank’s internal management organizations;</p> <p>12. decide the establishment of domestic tier-1 branches, overseas branches and domestic and overseas subsidiaries;</p> <p>13. appoint or dismiss the Bank’s president, chief auditor and Board Secretary and determine their remuneration and matters concerning rewards and disciplinary actions;</p> <p>14. appoint or dismiss vice presidents and other senior management members (except for the chief auditor and the Board Secretary) of the Bank according to the nominations by the President and determine their remuneration and matters concerning rewards and disciplinary actions;</p> <p>15. formulate the Bank’s basic management policies and supervise their implementation;</p>	<p>7. make the Bank’s regarding to prepare plans for the increase or decrease of the Bank’s registered capital, capital replenishment plan, and plans for the issuance and listing of issuance of convertible bonds, secondary bonds, corporate bonds or other marketable securities and listing;</p> <p>8. make plans on the Bank’s significant to prepare plans for the Bank’s major acquisition or buy-back and repurchase of the Bank’s shares;</p> <p>9. to prepare plans for share incentive plan and employee stock ownership plan;</p> <p>10. make to prepare plans on the Bank’s for prepare plans on the Bank’s for merger, division, dissolution and, liquidation and change of corporate form of the Bank;</p> <p>11. determine to decide on to decide on the Bank’s equity investment, bond investment, assets acquisition purchase, assets disposal, assets write-off, assets mortgage, other guarantee matters of guarantees, and external donations within the authorization of the Shareholders’ General Meeting and data governance in accordance with laws, regulations, regulatory provisions and the Articles of Association of the Bank;</p> <p>12. to decide on the establishment of the Bank’s internal management organizations departments;</p> <p>13. to decide on the establishment of domestic tier-one branches, overseas branches, and domestic and overseas subsidiaries;</p> <p>14. to appoint or dismiss the Bank’s remove president and other senior management members, chief auditor and Board Secretary</p>

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No.	Provisions before Amendments	Proposed Amendments
	<p>16. decide the risk management policy and internal control policy of the Bank, formulate relevant systems of risk management and internal control, and supervise their implementation;</p> <p>17. submit proposals to the Shareholders' General Meeting for the engagement, dismissal, or reappointment of accounting firms;</p> <p>18. report to the Shareholders' General Meeting the implementation of the related party transaction management system and the related party transaction status;</p> <p>19. hear the work reports of the Bank's senior management, supervise, inspect and assess the President's work and implement an accountability system for senior management;</p> <p>20. assess the performance of duties of senior management members;</p> <p>21. hear the reports of the chief auditor and the heads of Bank's internal audit departments, and inspect, supervise, assess and evaluate the internal audit work;</p> <p>22. carry out regular assessment on and continue to improve the Bank's corporate governance, and regularly assess the performance of the Board of Directors, which shall include:</p> <p>(1) Develop and check the Bank's corporate governance policies and practices;</p> <p>(2) inspect and oversee the training and professional development of directors and senior management;</p>	<p>and determine their remuneration, reward and penalty and matters concerning rewards and disciplinary actions;</p> <p>14. appoint or dismiss vice presidents and other senior management members (except for the chief auditor and the Board Secretary) of the Bank according to the nominations by the President and determine their remuneration and matters concerning rewards and disciplinary actions;</p> <p>15. to formulate the Bank's basic management rules policies, and supervise their—the implementation of these rules;</p> <p>16. to approve risk appetites, formulate decide the risk management policy— policies of the Bank, formulate relevant systems of— and assume the ultimate responsibilities for comprehensive risk management and internal control, and supervise their implementation;</p> <p>17. submit proposals the Shareholders' General Meeting for— to propose the engagement, dismissal, or reappointment— removal of accounting firms;— firm that conducts regular statutory audit on the financial reports of the Bank to the Shareholders' Meeting;</p> <p>18. report to approve major the Shareholders' General Meeting the implementation of the related party transaction management system and the— transactions and make a special report to the Shareholders' Meeting on the overall status of related party transaction status transactions annually;</p> <p>19. hear—to listen to the work reports of the Bank's— senior management members, and supervise, inspect— check and assess the</p>

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No.	Provisions before Amendments	Proposed Amendments
	<p>(3) inspect and supervise the Bank's policies and practices regarding compliance with laws and regulatory requirements;</p> <p>(4) formulate, examine and supervise the code of conduct and compliance code for employees and directors of the Bank;</p> <p>(5) examine the compliance with the Code on Corporate Governance Practices, Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules") and disclosure in the Corporate Governance Report prepared in accordance with Appendix 23 of the Hong Kong Listing Rules;</p> <p>(6) evaluate on a regular basis the contribution to the Bank that should be made by directors as a result of duty performance, and examine whether the directors have devoted enough time to performing their duties; and</p> <p>(7) develop policies on smooth communication with shareholders and carry out regular reviews to ensure their effectiveness.</p> <p>23. establish the Articles of Association, the Procedural Rules for the Shareholder's General Meeting of China Construction Bank Corporation, the amendment to the Procedural Rules for the Board of Directors of China Construction Bank Corporation, and other regulations, rules and measures of the Bank's Board;</p> <p>24. formulate the capital plan and relevant systems on capital adequacy ratio assessment and management, and supervise the implementation of such systems;</p>	<p>President's their work and implement adopt an accountability system for senior management;</p> <p>20. to assess and evaluate duty the performance—of duties of the senior management members;</p> <p>21. hear the to listen to work reports of chief audit officer and the heads of Bank's or internal audit departments, and inspect exam, supervise, assess and evaluate the internal audit work;</p> <p>22. carry out regular assessment to regularly evaluate on and continue to improve the Bank's corporate governance, and regularly asses risk management and internal control systems of the Bank, and conduct a regular evaluation of the performance of the Board of Directors in accordance with relevant provisions of the listing rules of the places where the Bank's shares are listed; which shall include:</p> <p>(1) Develop and check the Bank's corporate governance policies and practices;</p> <p>(2) inspect and oversee the training and professional development of directors and senior management;</p> <p>(3) inspect and supervise the Bank's policies and practices regarding compliance with laws and regulatory requirements;</p> <p>(4) formulate, examine and supervise the code of conduct and compliance code for employees and directors of the Bank;</p> <p>(5) examine the compliance with the Code on Corporate Governance Practices, Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong</p>

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No.	Provisions before Amendments	Proposed Amendments
	<p>25. formulate the systems on consolidated management of the Bank and its affiliates, and supervise the implementation of such systems;</p> <p>26. manage information disclosure of the Bank;</p> <p>27. determine the Bank’s development strategy of green credit as well as strategy, policy and objective for protection of consumer rights and interests, examine and approve green credit objectives formulated by and green credit reports submitted by the senior management, and supervise and assess the implementation of the Bank’s development strategy of green credit;</p> <p>28. exercise any other functions and powers granted by laws, regulations, rules, relevant provisions of relevant regulators, the provisions of the Articles of Association and the Shareholders’ General Meeting.</p> <p>The Board shall exercise the foregoing functions and powers by means of convening Board meetings and adopting Board resolutions.</p>	<p>Listing Rules”) and disclosure in the Corporate Governance Report prepared in accordance with Appendix 23 of the Hong Kong Listing Rules;</p> <p>(6) evaluate on a regular basis the contribution to the Bank that should be made by directors as a result of duty performance, and examine whether the directors have devoted enough time to performing their duties; and</p> <p>(7) develop policies on smooth communication with shareholders and carry out regular reviews to ensure their effectiveness.</p> <p>23. to establish formulate the amendments to the Articles of Association of the Bank, the Procedural Rules for the Shareholder’s General Meeting of China Construction Bank Corporation, and the amendment to this Procedural Rules for the Board of Directors of China Construction Bank Corporation, and formulate other regulations policies, rules and measures of the Bank’s Board of Directors;</p> <p>24. to formulate the capital plan and relevant systems on planning of the Bank, and assume the ultimate responsibility for capital management capital adequacy ratio assessment and management, and supervise the implementation of such systems;</p> <p>25. to formulate the systems policies on consolidated management the management of accounting consolidation of the Bank and its affiliates, and supervise the implementation of such systems policies;</p> <p>26. to be responsible for the manage information disclosure of the Bank, and assume the ultimate responsibility for the authenticity, accuracy, integrity and timeliness of the accounting and financial reports;</p>

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No.	Provisions before Amendments	Proposed Amendments
		<p>27. determine the Bank's development strategy of green credit as well as strategy, policy and objective for protection of consumer rights and interests, examine and approve green credit objectives formulated by and green credit reports submitted by the senior management, and supervise and assess the implementation of the Bank's development strategy of green credit;</p> <p>27. to determine the Bank's environmental, social and governance policies and objectives, to determine the Bank's development strategy for green finance, and supervise and assess the implementation of the strategy;</p> <p>28. to determine the strategy, policy and objective for the Bank's consumer protection to safeguard the lawful rights and interests of financial consumers and other stakeholders;</p> <p>29. to establish a mechanism to identify, review and manage the conflicts of interest between the Bank and its shareholders, especially the substantial shareholders;</p> <p>30. to be responsible for the management of shareholders' affairs;</p> <p>31. to exercise any other functions and powers granted-stipulated by laws, regulations, rules, relevant regulatory provisions of relevant regulators, the provisions of and the Articles of Association and-of the Bank as well as those authorized by the Shareholders' General Meeting.</p> <p>The Board shall exercise the foregoing functions and powers by means of convening Board meetings and adopting Board resolutions.</p>

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RULES FOR THE BOARD OF DIRECTORS**

No.	Provisions before Amendments	Proposed Amendments
4	<p>Article 4 The Board of Directors shall deliberate on any matters that shall be submitted by the Board to Shareholders' General Meeting for decision-making as provided by laws, regulations, rules, relevant provisions of the securities supervisory institution of the place where shares of the Bank are listed and the Bank's Articles of Association (including any matters that shall be proposed by more than half of the independent directors) and adopt resolutions on such matters.</p>	<p>Article 4 The Board of Directors shall deliberate on any matters that shall be submitted by the Board of Directors to the Shareholders' General Meeting for decision-making as provided by laws, regulations, rules, relevant and regulatory provisions of the securities supervisory institution of the place where shares of the Bank are listed and the Bank's as well as the Articles of Association of the Bank (including any matters that shall be proposed by more than half of the independent directors) and adopt resolutions on such matters.</p>
5	<p>Article 5 Provided that there is no violation of mandatory provisions of laws, regulations and rules, according to the authorization by the Shareholders' General Meeting, the Board of Directors has certain approval authorities regarding matters such as the Bank's equity investment, bond issuance, bond investment, asset purchase, asset disposal, asset write-off, asset mortgage, other non-commercial banking business guarantee, and charitable donations for public welfare and relief and revision to corporate governance documents. Specific authorization plan shall be otherwise formulated by the Bank and requires approval from the Shareholders' General Meeting through deliberations.</p> <p>The Board of Directors may transfer all or part of its authorities granted by the Shareholders' General Meeting to the chairman of the Board of Directors, the special committees of the Board of Directors, the president and other institutions or personnel according to actual needs. Such transfer of authorization shall be determined by formulating a specific authorization plan.</p> <p>The Bank shall regularly review the aforementioned authorities to ensure they are in line with Bank's needs.</p>	<p>Article 5 Provided that there is no violation of mandatory provisions of laws, regulations and rules, according to the authorization by the Shareholders' General Meeting, The authority of the Board of Directors has certain approval authorities regarding matters such as the to decide on the Bank's equity investment, bond issuance, bond investment, asset acquisition purchase, asset disposal, asset write-off, asset mortgage, other non-commercial banking business and charitable guarantees, external donations for public welfare and relief and revision to corporate governance documents. Specific authorization plan shall be otherwise formulated by the Bank and requires approval from the Shareholders' General Meeting through deliberations. and other matters shall be decided by the Shareholders' Meeting. The Board of Directors shall establish strict examination and decision procedures for exercising the above authority.</p> <p>For major investment projects, relevant experts and professionals shall be organized to review, and these projects shall be reported to the Shareholders' Meeting for approval.</p>

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No.	Provisions before Amendments	Proposed Amendments
		<p>For equity investment, bond investment, asset acquisition, asset disposal, asset write-off, asset mortgage, other non-commercial banking business guarantees and external donations within the scope of authority of the Board of Directors up to a certain limit, the Board of Directors may grant limited authority to the president of the Bank. The Board of Directors shall formulate a specific authorization system for the foregoing authorizations. The Board of Directors may transfer all or part of its authorities granted by the Shareholders' General Meeting to the chairman of the Board of Directors, the special committees of the Board of Directors, the president and other institutions or personnel according to actual needs. Such transfer of authorization shall be determined by formulating a specific authorization plan.</p> <p>The Bank shall regularly review the aforementioned authorities to ensure they are in line with Bank's needs.</p>
6	<p>Article 6 The following provisions shall be observed in terms of financial statements and internal control:</p> <p>1. The management shall provide the Board with sufficient explanation and adequate information so that the Board may render grounded approvals in respect of the submitted financial reports or other documents;</p> <p>2. Directors shall acknowledge their responsibility for accounts preparation in the Corporate Governance Report made in accordance with Appendix 23 of the <i>Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</i> (hereinafter "Hong Kong Listing Rules"), and the accounting firm shall make statement in terms of its reporting responsibilities under the audit reports of relevant financial statements. Unless</p>	<p>(Consolidated into revised Article 3 of the Board of Directors' functions and powers)</p> <p>Article 6 The following provisions shall be observed in terms of financial statements and internal control:</p> <p>1. The management shall provide the Board with sufficient explanation and adequate information so that the Board may render grounded approvals in respect of the submitted financial reports or other documents;</p> <p>2. Directors shall acknowledge their responsibility for accounts preparation in the Corporate Governance Report made in accordance with Appendix 23 of the <i>Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</i> (hereinafter "Hong Kong Listing Rules"), and the</p>

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No.	Provisions before Amendments	Proposed Amendments
	<p>it is not appropriate to presume that the Bank will continue its business, directors shall prepare accounts based on the assumption of business continuity and, if necessary, shall supplement with assumptions or make reservation. If directors are aware of any uncertain material matter or condition that may materially impact on the Bank's ability of continuous business, such directors shall explicitly disclose such uncertainty under the <i>Corporate Governance Report</i> and carry out detailed discussions. Such <i>Corporate Governance Report</i> shall have sufficient information so that the investors may understand the materiality and significance of such event. To the reasonable and appropriate extent, the Bank may quote any relevant part in the annual report. Any such quote shall be clear without any vagueness; and, discussion and reasoning shall be provided for any such quote in the <i>Corporate Governance Report</i>.</p> <p>3. Relevant responsibility of the Board in respect of presenting fair, clear and understandable evaluation is applicable to annual report, interim report, other announcements regarding stock price-sensitive information, other financial disclosures made in accordance with the Hong Kong Listing Rules, report submitted to the regulatory authorities and any other materials that ought to be disclosed in accordance with laws, regulations and rules.</p> <p>4. Directors shall at least once a year review the efficiency of the internal control system of the Bank and its affiliates and report the completion of such review to shareholders in the Corporate Governance Report. Relevant review shall cover all the important aspects of the internal control, including financial control, operation control, compliance control and risk management function control.</p>	<p>accounting firm shall make statement in terms of its reporting responsibilities under the audit reports of relevant financial statements. Unless it is not appropriate to presume that the Bank will continue its business, directors shall prepare accounts based on the assumption of business continuity and, if necessary, shall supplement with assumptions or make reservation. If directors are aware of any uncertain material matter or condition that may materially impact on the Bank's ability of continuous business, such directors shall explicitly disclose such uncertainty under the <i>Corporate Governance Report</i> and carry out detailed discussions. Such <i>Corporate Governance Report</i> shall have sufficient information so that the investors may understand the materiality and significance of such event. To the reasonable and appropriate extent, the Bank may quote any relevant part in the annual report. Any such quote shall be clear without any vagueness; and, discussion and reasoning shall be provided for any such quote in the <i>Corporate Governance Report</i>.</p> <p>3. Relevant responsibility of the Board in respect of presenting fair, clear and understandable evaluation is applicable to annual report, interim report, other announcements regarding stock price sensitive information, other financial disclosures made in accordance with the Hong Kong Listing Rules, report submitted to the regulatory authorities and any other materials that ought to be disclosed in accordance with laws, regulations and rules.</p> <p>4. Directors shall at least once a year review the efficiency of the internal control system of the Bank and its affiliates and report the completion of such review to shareholders in the Corporate Governance Report. Relevant review shall cover all the important aspects of the internal</p>

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No.	Provisions before Amendments	Proposed Amendments
		control, including financial control, operation control, compliance control and risk management function control.
7	<p>Article 7 Directors shall comply with the provisions of Appendix 10 “Model Code for Securities Transactions by Directors of Listed Issuers” to Hong Kong Listing Rules; and the Board shall establish written guidance on purchasing the Bank’s securities by relevant employees, which shall be not less stringent than those provisions under the Model Code. In this regard, the “relevant employees” refer to any employee of the Bank or any director or employee of the Bank’s affiliates or parent company that may access the Bank’s sensitive information or any unpublished sensitive information in connection with the stock price by virtue of their positions or employment with the Bank.</p>	<p>Article 7 Directors shall comply with the provisions of Appendix 10 “Model Code for Securities Transactions by Directors of Listed Issuers” to Hong Kong Listing Rules; and the Board shall establish written guidance on purchasing the Bank’s securities by relevant employees, which shall be not less stringent than those provisions under the Model Code. In this regard, the “relevant employees” refer to any employee of the Bank or any director or employee of the Bank’s affiliates or parent company that may access the Bank’s sensitive information or any unpublished sensitive information in connection with the stock price by virtue of their positions or employment with the Bank.</p>
8	<p>Article 8 The responsibilities and powers of any non-executive director shall include, but be not limited to, the following:</p> <ol style="list-style-type: none"> 1. attend the Board meeting and provide independent opinion in respect of any matters regarding strategy, policy, the Bank’s performance, accountabilities, resources, major appointment and operating principles; 2. provide guidance in case of potential conflict of interest; 3. have a seat in the Strategy Development Committee, the Audit Committee, the Nomination and Remuneration Committee or any other special committee if invited; and 4. Carefully review whether the Bank’s performance has met the established corporate goals and objectives, and oversee matters related to the Bank’s performance reports. 	<p>Article 8 The responsibilities and powers of any non-executive director shall include, but be not limited to, the following:</p> <ol style="list-style-type: none"> 1. attend the Board meeting and provide independent opinion in respect of any matters regarding strategy, policy, the Bank’s performance, accountabilities, resources, major appointment and operating principles; 2. provide guidance in case of potential conflict of interest; 3. have a seat in the Strategy Development Committee, the Audit Committee, the Nomination and Remuneration Committee or any other special committee if invited; and 4. Carefully review whether the Bank’s performance has met the established corporate goals and objectives, and oversee matters related to the Bank’s performance reports.

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9	<p>Article 9 The Board of Directors consists of nine to seventeen directors, including executive directors, non-executive directors and independent directors.</p> <p>The number of independent directors shall comply with relevant regulations of regulatory authorities.</p> <p>The number of executive directors shall not be less than one fourth of the total number of the directors but not more than one third of the same; and the number of the non-executive directors shall not be less than two thirds of the total number of the directors.</p> <p>The Board shall have one chairman and one vice chairman.</p> <p>The roles of chairman and vice chairman shall be filled by directors and shall be appointed or removed by a simple majority vote of all the directors.</p> <p>The Chairman shall not concurrently hold the position of President.</p> <p>The legal representative of the controlling shareholder shall not be appointed as the Board Chairman of the Bank.</p> <p>The number of individuals holding concurrent positions as Chairman, Vice Chairman, or Executive Director of both the controlling shareholder and the Bank shall be limited to no more than two.</p>	<p>Article 6³ The Board of Directors shall consists of nine thirteen (13) to nineteen seventeen (19) directors, including and its members are composed of executive directors; and non-executive directors and (including independent directors). At least one (1) of the members of the Board of Directors shall be employee director. The number of independent directors shall comply with relevant regulations of regulatory authorities. The number of executive directors shall not be less than one fourth of the total number of the directors but not more than exceed one-third (1/3) of the same; and the number total number of members of the Board of Directors, of the non-executive directors shall not be less than two thirds of the and the total number of the executive directors and employee director(s) shall not exceed one-half (1/2) of the total number of members of the Board of Directors.</p> <p>The Board of Directors shall consist of no less than one-third (1/3) independent directors and shall include at least one (1) accounting professional.</p> <p>The Board of Directors shall have one (1) chairman and may have one (1) to two (2) vice chairman chairmen. The roles positions of chairman and vice chairman of the Board of Directors shall be filled assumed by directors, and shall be appointed elected or removed by a simple majority vote more than half (1/2) of all the directors.</p> <p>The chairman of the Board of Directors shall not concurrently hold the position of President the president of the Bank. The number of individuals holding concurrent</p>

³ Adjustments will be made to the numbering of relevant chapters and articles as well as to cross-references affected by this amendments to the Procedural Rules; the same applies hereinafter without separate elaboration.

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No.	Provisions before Amendments	Proposed Amendments
		<p>positions as No more than two (2) members from the controlling shareholders' chairman of the board, vice chairman of the board, or and executive director of both the controlling shareholder and the Bank shall be limited to no more than two concurrently hold positions of chairman of the Board of Directors, vice chairman of the Board of Directors or executive director of the Bank.</p> <p>The legal Legal representatives of the controlling shareholders shall not be appointed as assume the position of the Board chairman of the Board of Directors of the Bank concurrently.</p>
10	<p>Article 10 The qualifications of directors shall be submitted to the banking regulatory authority under the State Council for review and approval.</p> <p>Directors shall have sufficient time and necessary knowledge and capabilities to fulfill their duties.</p>	<p>Article 7 The term of office of a director shall be three (3) years and he/she may serve consecutive terms if re-elected. Directors shall have their appointment qualifications and requirements approved by The qualifications of directors shall be submitted to the banking regulatory institution of the State Council for review and approval, or reported as required by laws, regulations and regulatory provisions, with the specific scope of personnel determined in accordance with the regulatory requirements of the banking regulatory institution of the State Council. A director's term of office will start from the date of approval by the banking regulatory authority of the State Council. For directors whose appointment qualifications do not require approval under relevant provisions, or for directors re-elected consecutively after the expiration of their term, the commencement of their term will be calculated from the date of election.</p> <p>Directors shall have sufficient time and necessary knowledge and capabilities to fulfill their duties.</p>

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11	<p>Article 11 The Board Chairman shall exercise the following responsibilities and powers:</p> <ol style="list-style-type: none"> 1. preside over the Shareholders’ General Meeting and convene and preside over the Board meetings; 2. ensure all the directors attending the Board meetings have appropriate awareness of the current matters; 3. ensure the directors have received sufficient information in a timely manner and such information shall be complete and reliable; 4. supervise, urge and inspect the execution of the Board resolutions; 5. sign the Bank’s stock, corporate bonds and other securities; 6. sign any important document of the Board and other documents that shall be signed by the legal representative of the Bank; 7. exercise other powers of the legal representative; 8. exercise special discretionary powers in accordance with laws, regulations, rules, and the best interests of the Bank in the event of extraordinary natural disasters or other force majeure emergencies, and report such actions promptly to the Board of Directors and the Shareholders’ General Meeting following the emergency; 9. hold at least one meeting per year with non-executive directors (including independent non-executive directors) without the presence of executive directors; and 	<p>Article 8 The Board Chairmanchairman of the Board of Directors shall exerciseperform the following responsibilities and powersduties:</p> <ol style="list-style-type: none"> 1. to preside over the Shareholders’ General Meetingshareholders’ meetings, and convene and preside over the Boardmeetings of the Board of Directors; 2. ensure all the directors attending the Board meetings have appropriate awareness of the current matters; 2. to ensure that the directors have receivedcan timely receive sufficient information in a timely manner and suchrelevant information isshall be complete and reliable; 3. to supervise, urge and inspect the execution of the Board resolutionsthe implementation of resolutions of the Board of Directors; 4. to sign the Bank’s stock, corporate bondscertificates of shares and other marketable securities of the Bank; 5. to sign any important documents of the Board of Directors and other documents that shall be signed by the legal representative of the Bank; 6. to exercise other functions and powers of the legal representative; 8. exercise special discretionary powers in accordance with laws, regulations, rules, and the best interests of the Bank in the event of extraordinary natural disasters or other force majeure emergencies, and report such actions promptly to the Board of Directors and the Shareholders’ General Meeting following the emergency;

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	10. any other authorities stipulated in relevant laws, regulations, rules and regulations of the local securities regulatory authority where the Bank’s shares are listed or given by the Board of Directors.	9. hold at least one meeting per year with non-executive directors (including independent non-executive directors) without the presence of executive directors; and
12	Article 12 The Vice-chairman shall assume the duties and responsibilities of the Chairman when the Chairman is unable or refuses to perform them. If the Vice-chairman is also unable or refuses to perform these duties, they shall be assumed by a director elected by a majority vote of all directors.	<p>7. any other functions and powers stipulated by authorities stipulated in relevant laws, regulations and rules and regulations regulatory provisions or granted of the local securities regulatory authority where the Bank’s shares are listed or given by the Board of Directors.</p> <p>The chairman of the Board of Directors shall hold a meeting with the independent directors at least once a year without the presence of other directors.</p> <p>The vice chairman assists the chairman of the Board of Directors. The Vice-chairman shall assume the duties and responsibilities of the Chairman when the Chairman is unable or refuses to perform them. When the chairman of the Board of Directors cannot or fails to perform his/her duties, the vice chairman designated by the chairman or elected by more than half (1/2) of all the directors shall act on his/her behalf; If the Vice chairman is also unable or refuses when the vice chairman cannot or fails to perform these his/her duties, they shall be assumed by a director elected by a majority vote more than half (1/2) of all the directors shall act on his/her behalf.</p>
/	Section 3 Special Committees	Section 3 Special Committees under the Board of Directors
13	Article 13 The Board of Directors of the Bank shall have the Strategy Development Committee, the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Related Party Transactions, Social Responsibility, and Consumer Protection Committee. The Board	Article 9 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 Transaction , Social Responsibility, and Consumer Protection Committee. The Board of Directors may

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	<p>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 collaboration, and establish a follow-up and implementation mechanism to ensure that their professional recommendations and requirements are properly executed.</p>	<p>set up other special committees whenever necessary or make adjustments to the aforesaid special committees. Special committees under of the Board of Directors shall be responsible to and report to the Board of Directors, and assist the Board of Directors in performing its perform their duties and powers according to the authorization laws, regulations and regulatory provisions as well as the Articles of Association of the Board of Directors-Bank and this Procedural Rules. Special committees of the Board of Directors shall maintain communication and collaboration, and establish a follow-up and implementation mechanism to ensure that their the implementation of professional recommendations opinions and requirements of the committees are properly executed. The Board of Directors is responsible for formulating the working rules for its special committees.</p>
14	<p>Article 14 The Strategy Development Committee shall be comprised of at least five directors, and its chairman shall be the Chairman of the Board.</p> <p>The main duties and responsibilities of the Strategy Development Committee shall include:</p> <p>(1) formulate the Bank’s strategies and development plans, monitor and assess their implementation and provide recommendations to the Board;</p> <p>(2) review the Bank’s annual business plan and fixed assets investment budget and submit them to the Board for deliberation;</p> <p>(3) review the report on the implementation of the annual business plan and fixed assets investment budget;</p> <p>(4) assess the coordinated development of different business lines and provide recommendations to the Board of Directors;</p>	<p>Article 10 The Strategy Development Committee shall be comprised consist of at least five (5) directors, and its the chairman shall be assumed by the Chairman-chairman of the Board of Directors.</p> <p>The main Main duties and powers responsibilities of the Strategy Development Committee shall include are:</p> <p>1. formulate to prepare the Bank’s strategies strategy and development plans, monitor and assess their implementation supervise and evaluate the implementation of plan, and provide recommendations suggestions to the Board of Directors;</p> <p>2. to examine review the Bank’s annual business plan and fixed assets investment budget plan, and submit them to the Board of Directors for deliberation consideration;</p>

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	<p>(5) review major organizational adjustments and plans on institutional structure and provide recommendations to the Board;</p> <p>(6) review major investment and financing plans of the Bank and provide recommendations to the Board of Directors; and</p> <p>(7) carry out any other matters authorized by the Board.</p>	<p>3. review to examine the report on the implementation of the annual business plan and fixed assets investment budget plan;</p> <p>(4) assess the coordinated development of different business lines and provide recommendations to the Board of Directors;</p> <p>4. to examine review major significant organizational adjustments and institutional layout plans on institutional structure, and provide suggestions recommendations to the Board of Directors;</p> <p>5. to examine review major investment and financing plans of the Bank and provide suggestions recommendations to the Board of Directors; and</p> <p>(7) carry out any other matters authorized by the Board.</p> <p>6. to examine basic IT architecture plan of the Bank, and provide suggestions to the Board of Directors;</p> <p>7. to examine the Bank’s policies on the assessment and management of capital adequacy ratio;</p> <p>8. other duties stipulated by laws, regulations, regulatory provisions and the Articles of Association of the Bank.</p>
15	<p>Article 15 The Audit Committee shall consist of at least five directors, and its chairman shall be 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 independent director shall have appropriate professional qualification or specialize in accounting or financial management.</p>	<p>Article 11 The Audit Committee shall consist of at least five (5) directors, and its chairman shall be an independent director. The Audit Committee shall only be composed of non-executive directors, with a majority of and independent directors shall account for majority of the committee, and at least one independent director shall have appropriate professional qualification or specialize in accounting or financial management. Members of the Audit</p>

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	<p>The chairman of the Audit Committee shall work at the Bank for no fewer than twenty-five working days per year.</p> <p>Main duties and powers of the Audit Committee are:</p> <ol style="list-style-type: none"> 1. oversee the Bank’s financial reports, and review its accounting information and disclosures of its significant matters; 2. supervise and assess internal control of the Bank; 3. supervise and evaluate internal audit of the Bank; 4. supervise and assess external audit of the Bank, propose to the Board of Directors on engagement or replacement of independent audit firms, and ensure effective communication and coordination between internal audit and external auditors; 5. report its work to the Board of Directors, and maintain communication and collaboration with other special committees; 6. address other matters authorized by the Board of Directors. 	<p>Committee shall have expertise and work experience in finance, auditing, accounting, law, etc. Employee directors may serve as members of the Audit Committee.</p> <p>The chairman of the Audit Committee shall be an independent director who is an accounting professional. The chairman of the Audit Committee shall work at the Bank for no fewer than twenty-five (20) working days per every year.</p> <p>Main duties and powers of the Audit Committee are:</p> <ol style="list-style-type: none"> 1. oversee to check the Bank’s financial reports finances, and review its accounting the Bank’s financial information and disclosures of its significant matters disclosure; 2. to supervise and assess evaluate internal control of the Bank; 3. to supervise and evaluate internal audit of the Bank; 4. to supervise and assess evaluate external audit of the Bank, propose to the Board of Directors on engagement the appointment or replacement removal of independent the accounting firm that conducts regular statutory audit firms on the financial reports of the Bank, and ensure effective facilitate communication and coordination between internal audit and external and internal auditors; 5. report its work to the Board of Directors, and maintain communication and collaboration with other special committees; 6. address other matters authorized by the Board of Directors.

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		<p>5. to monitor possible misconduct;</p> <p>6. to supervise the conduct of directors and senior management members in performing their duties;</p> <p>7. to require directors and senior management members to correct their actions that harm the interests of the Bank;</p> <p>8. to propose the removal of or to file a lawsuit against directors and senior management members who violate laws, administrative regulations, the Articles of Association of the Bank, or resolutions of the Shareholders' Meeting;</p> <p>9. other duties stipulated by laws, regulations, and regulatory provisions as well as the Articles of Association of the Bank.</p>
16	<p>Article 16 The Risk Management Committee shall consist of at least three directors.</p> <p>The chairman of the Risk Management Committee shall work at the Bank for no fewer than twenty-five working days per year.</p> <p>Main duties and powers of the Risk Management Committee are:</p> <ol style="list-style-type: none"> 1. review the Bank's risk management policies according to the overall strategy of the Bank, and supervise and evaluate implementation and effects of these polices; 2. continually supervise and review the effectiveness of the Bank's risk management system; 3. guide the building of risk management system of the Bank; 	<p>Article 12 The Risk Management Committee shall consist of at least three (3) directors, and independent directors shall account for not less than one third (1/3) of the committee members in principle.</p> <p>The chairman of the Risk Management Committee shall work at the Bank for no fewer less than twenty five twenty (20) working days per every year.</p> <p>Main duties and powers of the Risk Management Committee are:</p> <ol style="list-style-type: none"> 1. review to examine the Bank's risk management policies and risk appetite according to the overall strategy of the Bank, and supervise and evaluate implementation and effects of these polices policies;

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	<p>4. supervise and evaluate the structure, organizational approach, work procedures, and effectiveness of the risk management department, and provide recommendations for improvement;</p> <p>5. review the Bank’s risk reports, conduct regular assessments of the Bank’s risk status, and provide recommendations for improving the Bank’s risk management;</p> <p>6. evaluate relevant work of the senior management of the Bank in charge of risk management;</p> <p>7. supervise the compliance of core businesses, management systems and major business activities of the Bank;</p> <p>8. concurrently fulfill the duties and responsibilities of the U.S. Risk Management Committee;</p> <p>9. address other matters authorized by the Board of Directors.</p>	<p>2. continually to continuously supervise and review the effectiveness of the Bank’s risk management system;</p> <p>3. to guide the building of risk management system of the Bank;</p> <p>4. to supervise and evaluate the structuresetting, organizational approachorganization, work procedures, and effectivenesseffect of the risk management departments, and makeprovide recommendations for improvement;</p> <p>5. to review the Bank’s risk reports, conductcarry out regular assessmentsevaluation on the Bank’s risks status, such as credit risk, market risk, liquidity risk, operational risk, country risk, interest rate risk in the banking book, reputation risk, strategy risk, information technology risk and model risk, supervise the Bank’s climate-related risks and opportunity management, and provide recommendations for improvingimproving give opinions on the improvement of the Bank’s risk management;</p> <p>6. to evaluate the relevant work of the senior management of the Bank in charge of risk management;</p> <p>7. to supervise the compliance of core businesses, management systems and major businessoperation activities of the Bank;</p> <p>8. concurrently fulfillto perform the duties and responsibilitiespowers of the U.S. Risk Management Committee concurrently;</p> <p>9. address other matters authorizedduties and powers stipulated by laws, regulations, regulatory provisions and the Board of DirectorsArticles of Association of the Bank.</p>

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17	<p>Article 17 The Nomination and Remuneration Committee shall consist of at least five directors, and its chairman shall be an independent director. Independent directors shall account for majority of the committee.</p> <p>The chairman of the Nomination and Remuneration Committee shall work at the Bank for no fewer than twenty-five (25) working days per year.</p> <p>Main duties and powers of the Nomination and Remuneration Committee are:</p> <ol style="list-style-type: none"> 1. organize the development of criteria and procedures for selecting and appointing directors and senior management, and submit them to the Board of Directors for approval; 2. propose to the Board of Directors on candidates for directors, president, chief audit officer and the Board Secretary; 3. make proposal to the Board regarding the candidates for members of the special committees; 4. review the candidates for senior management positions nominated by the Bank’ President, and submit recommendations to the Board of Directors; 5. draft the development plan for senior management members and training plan for key backup talents; 6. review the Bank’s remuneration management system submitted by the President and propose it to Board for approval; 	<p>Article 13 The Nomination and Remuneration Committee shall consist of at least five (5) directors, and itsthe chairman shall be assumed by an independent director. Independent directors shall account for majority of the committee.</p> <p>The chairman of the Nomination and Remuneration Committee shall work at the Bank for no fewer than twenty five (25) working days per year.</p> <p>Main duties and powers of the Nomination and Remuneration Committee are:</p> <ol style="list-style-type: none"> 1. to organize the development of criteria formulation of standards and procedures for selecting and appointing the election of directors and senior management members of the Bank, and submit them the proposed procedures and standards to the Board of Directors for approval decision; 2. propose to the Board of Directors on candidates for directors, president, chief audit officer and the Board Secretary to select and review candidates for directors and senior management members as well as their appointment qualifications; 3. to make suggestions to the Board of Directors on the nomination or appointment/removal of directors as well as the appointment or removal of senior management members; 4. make proposal to propose to the Board of Directors regarding the candidates for members of the special committees of the Board of Directors;

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	<p>7. organize the development of performance assessment measures for directors and the compensation allocation plan for directors and supervisors and submit them to the Board for deliberation;</p> <p>8. organize the development of performance assessment measures and the compensation allocation plan for the Bank’s senior management and submit them to the Board for deliberation;</p> <p>9. organize the performance assessment of directors, provide recommendations for the director compensation allocation plan, and submit them to the Board of Directors for deliberation;</p> <p>10. provide recommendations for the supervisor compensation allocation plan on the basis of the performance assessment conducted by the Board of Supervisors on the supervisors, and submit them to the Board of Directors for deliberation;</p> <p>11. organize the performance assessment of the Bank’s senior management members, provide recommendations for the senior management members, and submit them to the Board of Directors for decision-making;</p> <p>12. supervise the implementation of the Bank’s performance assessment system and remuneration system; and</p> <p>13. address other matters authorized by the Board of Directors.</p>	<p>4. review the candidates for senior management positions nominated by the Bank’s President, and submit recommendations to the Board of Directors;</p> <p>5. draft the to listen to development plans for the senior management members and trainingfostering plans for the key backup talents;</p> <p>6. to review the Bank’s remuneration management policysystem submitted by the Presidentpresident, and proposesubmit it to the Board of Directors for approvaldecision;</p> <p>7. to organize the development of the preparation of performance assessment measures for directors and the compensation allocation planevaluation methods and remuneration plans for directors and supervisors, and submit them to the Board of Directors Directors for deliberationreview;⁴</p> <p>8. to organize the developmentpreparation of performance assessment measures and the compensation allocationevaluation methods and remuneration plans for the Bank’s senior management members, and submit them to the Board of Directors Directors for deliberationdecision;</p> <p>9. to organize the performance assessment of evaluation on directors, provide recommendations for make proposals on the director compensation allocation plandistribution of remuneration of directors, and submit them them to the Board of Directors Directors for deliberationreview;</p>

⁴ In accordance with relevant laws, regulations, and corporate governance requirements, the Board of Supervisors will be cancelled, and the Audit Committee of the Board of Directors will assume the relevant functions. All references to supervisors and the Board of Supervisors will be correspondingly deleted throughout the Procedural Rules without separate elaboration.

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		<p>10. provide recommendations for the supervisor compensation allocation plan on the basis of the performance assessment conducted by the Board of Supervisors on the supervisors, and submit them to the Board of Directors for deliberation;</p> <p>10. to organize the performance assessment evaluation for of the Bank's senior management members, provide recommendations make suggestions on remuneration distribution plan for the senior management members of the Bank, and submit them-it to the Board of Directors for decision-making;</p> <p>11. to supervise the implementation of the Bank's performance assessment system evaluation policy and remuneration policysystem; and</p> <p>12. address other matters authorized duties and powers stipulated by laws, regulations, regulatory provisions and the Articles of Association of the Bank-the Board of Directors.</p> <p>Where the Board of Directors does not adopt or does not fully adopt the recommendations of the Nomination and Remuneration Committee, it shall record the opinion of the committee and the specific reasons for its non-adoption in the resolution of the Board of Directors and disclose the same.</p>
18	<p>Article 18 The Related Party Transactions, Social Responsibility, and Consumer Protection Committee shall consist of at least three directors, and its chairman shall be an independent director. Non-executive directors shall account for majority of the committee. Members of the Related Party Transactions, Social Responsibility, and Consumer Protection Committee shall not include directors nominated by controlling shareholders.</p>	<p>Article 14 The Related Party Transactions Transaction, Social Responsibility; and Consumer Protection Committee shall consist of at least three (3) directors, and the its chairman of the Related Party Transaction, Social Responsibility and Consumer Protection Committee shall be assumed by an independent director. Non executive directors shall account for majority of the committee. Members of the Related Party Transactions, Social Responsibility, and Consumer Protection</p>

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	<p>The chairman of the Related Party Transactions, Social Responsibility, and Consumer Protection Committee shall work at the Bank for no fewer than twenty-five working days per year.</p> <p>The Related Party Transactions, Social Responsibility, and Consumer Protection Committee shall apply a withdrawal system for its proceedings. However, when deliberating on specific matters, the committee may, as needed, resolve to not make withdrawal.</p> <p>Main duties and powers of the Related Party Transactions, Social Responsibility, and Consumer Protection Committee are:</p> <ol style="list-style-type: none"> 1. confirm related parties of the Bank, report them to the Board of Directors and the Board of Supervisors, and timely notify relevant bank staff of related parties confirmed; 2. conduct an initial review of significant related-party transactions and submit them to the Board of Directors for approval, and report major related-party transactions to the Board of Supervisors simultaneously; 3. approve ordinary related-party transactions or accept the filing of such transactions; 4. Studying and formulate the Bank’s social responsibility strategies and policies; 5. review credit policies involving environment and sustainable development; 6. supervise, inspect and evaluate the Bank’s performance in fulfilling its social responsibilities; 	<p>Committee shall not include directors nominated by controlling shareholders. Independent directors shall account for not less than one third (1/3) of the members of the Related Party Transaction, Social Responsibility and Consumer Protection Committee in principle.</p> <p>The chairman of the Related Party TransactionsTransaction, Social Responsibility, and Consumer Protection Committee shall work at the Bank for no fewerless than twenty fivetwenty (20) working days every per-year.</p> <p>The Related Party TransactionsTransaction, Social Responsibility, and Consumer Protection Committee shall apply a withdrawal system for its proceedings. However, when deliberating on specific matters, the committee may, as needed, resolve to not make withdrawalin discussion.</p> <p>Main duties and powers of the Related Party TransactionsTransaction, Social Responsibility, and Consumer Protection Committee areinclude:</p> <p>1. confirm related parties of the Bank, report them to the Board of Directors and the Board of Supervisors, and timely notify relevant bank staff of related parties confirmed;</p> <p>1. to take charge of the management, review and risk control of related party transactions in accordance with laws, regulations and regulatory provisions as well as the Articles of Association of the Bank, and pay extra attention to compliance, fairness and necessity of related party transactions;</p> <p>2. conduct an initial review of significant related-party transactions and submit them to the Board</p>

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	<p>7. study and formulate the strategies, policies, and goals for consumer rights protection, and oversee and evaluate the implementation of consumer protection initiatives of the Bank;</p> <p>8. study and formulate the Bank’s green credit strategy, and supervise and evaluate the implementation of the strategy;</p> <p>9. address other matters authorized by the Board of Directors.</p>	<p>of Directors for approval, and report major related party transactions to the Board of Supervisors simultaneously;</p> <p>3. approve ordinary related party transactions or accept the filing of such transactions;</p> <p>3. Studying to study and formulate prepare the Bank’s social responsibility strategy and policy strategies and policies;</p> <p>5. review credit policies involving environment and sustainable development;</p> <p>4. to supervise, inspect and assessevaluate the Bank’s performance in fulfilling its of social responsibilities, and guide and supervise the preparation of the sustainability report;</p> <p>7. study and formulate the strategies, policies, and goals for consumer rights protection, and oversee and evaluate the implementation of consumer protection initiatives of the Bank;</p> <p>5. to study and prepare environmental, social and governance management policies and strategies, track and assess progress on a regular basis, and guide and monitor the disclosure of relevant information;</p> <p>6. to study and formulate prepare the Bank’s green finance credit strategy, and supervise and evaluate the implementation of the green finance strategy;</p> <p>7. to supervise and guide the management in promoting the work related to inclusive finance;</p> <p>8. to guide and supervise the establishment and improvement of the management policy system of consumer protection, urge the senior management to implement relevant</p>

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		<p>work, guide the disclosure of material information of consumer protection and fulfill other management duties for consumer protection required by laws, regulations and regulatory provisions;</p> <p>9. address other duties and powers stipulated by laws, regulations, regulatory provisions and the Articles of Association of the Bank matters authorized by the Board of Directors.</p>
19	<p>Article 19 The Bank shall appoint a Board Secretary. The Board Secretary is responsible to the Board of Directors and shall fulfill his/her duties in accordance with relevant laws, regulations, rules and the Articles of Association of the Bank.</p>	<p>Article 15 The Bank shall have appoint a Board Secretary one (1) secretary to the Board of Directors, who shall be appointed or removed by the Board of Directors. The Board Secretary secretary to the Board of Directors shall be responsible to the Board of Directors and shall perform fulfill his/her duties in accordance with relevant laws, regulations, rules regulatory provisions and the Articles of Association of the Bank.</p>
20	<p>Article 20 The main responsibilities and duties of the Board Secretary shall include:</p> <p>1. assist directors in carrying out the daily work of the Board, be in charge of the Board Office, provide directors with, remind them of and ensure their understanding of relevant laws, policies and requirements of relevant regulators on banking operation, be responsible for the communications between the directors and the Bank, ensure directors have all necessary information and documents for fulfilling their duties and responsibilities, and assist the directors and President in complying with relevant provisions of laws, regulations and rules, as well as relevant stipulations of the securities regulatory authorities of the listing place, the Bank’s Articles of Association and any other relevant provisions when performing their duties and responsibilities;</p> <p>2. be responsible for the organization and preparation for Board meetings, Shareholders’</p>	<p>Article 16 The main responsibilities and and powers of the Board Secretary secretary to the Board of Directors are shall include:</p> <p>1. to assist directors in handling carrying out the daily operation work of the Board of Directors, be in charge of the Board Office, provide directors with, remind them of and ensure their understanding of relevant laws, policies and requirements of relevant regulators on banking operation, be responsible for the communications between the directors and the Bank, ensure directors have all necessary information and documents for fulfilling their duties and responsibilities, and assist the directors and President in complying with relevant provisions of laws, regulations and rules, as well as relevant stipulations of the securities regulatory authorities of the listing place, the Bank’s Articles of Association and any other relevant provisions when performing their duties and responsibilities;</p>

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	<p>General Meetings and the documents for such meetings, be responsible for taking meeting minutes, ensure the decision-making of such meetings comply with legal procedures, actively track the execution of Board resolutions and reply to directors regarding relevant issues on meeting procedures and applicable rules;</p> <p>3. organize and arrange for each newly appointed director to receive a thorough, formal, and specifically tailored on-boarding package upon their initial appointment, including subsequent orientation and professional development opportunities to ensure they possess an adequate understanding of the Bank’s operations and business activities, as well as complete knowledge of their duties and obligations under relevant laws, regulations, rules, guidelines established by the securities regulatory authorities of the Bank’s stock listing locations, as well as the Bank’s business and management policies;</p> <p>4. be responsible for coordinating information disclosure to enhance the Bank’s transparency;</p> <p>5. be responsible for coordinating and organizing market promotion activities, managing visits, handling investor relations, maintaining communication with regulatory authorities, investors, intermediaries, and media, and coordinating public relations efforts;</p> <p>6. ensure the Bank has complete organizational documents and filings;</p> <p>7. ensure that the bank complies with legal requirements in the preparation for and submission of all reports and documents required by regulatory authorities;</p> <p>8. serve as the designated contact between the Bank and the securities regulatory authorities in the jurisdictions where the Bank’s stock is listed, be responsible for organizing and</p>	<p>2. to prepare be responsible for the organization and preparation for shareholders’ meetings and Board meetings; of the Board of Directors, safekeep documents, and manage the Bank’s shareholder information Shareholders’ General Meetings and the documents for such meetings, be responsible for taking meeting minutes, ensure the decision-making of such meetings comply with legal procedures, actively track the execution of Board resolutions and reply to directors regarding relevant issues on meeting procedures and applicable rules;</p> <p>3. organize and arrange for each newly appointed director to receive a thorough, formal, and specifically tailored on-boarding package upon their initial appointment, including subsequent orientation and professional development opportunities to ensure they possess an adequate understanding of the Bank’s operations and business activities, as well as complete knowledge of their duties and obligations under relevant laws, regulations, rules, guidelines established by the securities regulatory authorities of the Bank’s stock listing locations, as well as the Bank’s business and management policies;</p> <p>3. to be responsible for coordinating organize and coordinate information disclosure to enhance the Bank’s transparency;</p> <p>4. to organize and coordinate investor relations management be responsible for coordinating and organizing market promotion activities, managing visits, handling investor relations, maintaining communication with regulatory authorities, investors, intermediaries, and media, and coordinating public relations efforts ;</p> <p>6. ensure the Bank has complete organizational documents and filings;</p>

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	<p>ensuring the timely preparation for and submission of all documents required by these regulatory bodies, as well as receiving and coordinating any tasks assigned by the securities regulatory authorities of the listing place;</p> <p>9. ensure that the Bank’s register of shareholders is properly established and that individuals entitled to access to the Bank’s relevant records and documents receive them in a timely manner;</p> <p>10. ensure that the Bank’s all communications bearing the names of directors clearly indicate the identity of independent directors; and</p> <p>11. address other matters authorized by the Board.</p>	<p>7. ensure that the bank complies with legal requirements in the preparation for and submission of all reports and documents required by regulatory authorities;</p> <p>8. serve as the designated contact between the Bank and the securities regulatory authorities in the jurisdictions where the Bank’s stock is listed, be responsible for organizing and ensuring the timely preparation for and submission of all documents required by these regulatory bodies, as well as receiving and coordinating any tasks assigned by the securities regulatory authorities of the listing place;</p> <p>9. ensure that the Bank’s register of shareholders is properly established and that individuals entitled to access to the Bank’s relevant records and documents receive them in a timely manner;</p> <p>10. ensure that the Bank’s all communications bearing the names of directors clearly indicate the identity of independent directors; and</p> <p>5. address other matters authorized by the Board duties stipulated by laws, regulations, regulatory provisions and the Articles of Association of the Bank.</p>
21	<p>Article 21 The Board Secretary shall be appointed or dismissed by the Board. If a director also serves as the Board Secretary, in cases where a particular action must be taken separately by a director and the Board Secretary, the individual serving both roles shall not act in dual capacities.</p>	<p>Article 21 The Board Secretary shall be appointed or dismissed by the Board. If a director also serves as the Board Secretary, in cases where a particular action must be taken separately by a director and the Board Secretary, the individual serving both roles shall not act in dual capacities.</p>

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No.	Provisions before Amendments	Proposed Amendments
/	Chapter 4 Convening and Procedures of Board Meetings	(Original Chapter 5 “Procedures for Deliberation at Board of Directors Meetings” has been consolidated into this Chapter.) Chapter 4 Convening and Procedures of Board Meetings of the Board of Directors
/		(Newly added section heading) Section 1 Types of Meeting
22	Article 24 The Board of Directors shall issue written notifications to all directors and supervisors no less than fourteen days prior to the convening of a regular Board meeting. The written notification must specify the matters to be addressed.	(Contents on notification details have been fully outlined in Section 3 of this Chapter.) Article 24 The Board of Directors shall issue written notifications to all directors and supervisors no less than fourteen days prior to the convening of a regular Board meeting. The written notification must specify the matters to be addressed.
23	Article 25 The regular Board meetings shall include: 1. Board meeting on annual results The meeting shall be convened within three months following the conclusion of the Bank’s fiscal year. It is primarily intended to deliberate on the Bank’s annual report and handle other relevant matters, including but not limited to the annual summary, performance assessments, determination of remuneration, and preparations for the Shareholders’ General Meeting. The scheduling of this meeting should guarantee that the Bank’s annual report can be distributed to shareholders in accordance with the timeframes specified by applicable laws, regulations, rules, and the Bank’s Articles of Association. Additionally, it should ensure that the annual general meeting of shareholders can be held within six months after the end of the Bank’s fiscal year. 2. Board meeting on the first quarter results	Article 19 The regular Board meetings of the Board of Directors shall include: 1. Year-beginning work meeting of the Board of Directors The meeting is held in the first quarter of each calendar year, mainly to consider proposals such as annual business plans and fixed investment budgets. 2. Board meeting Meeting of the Board of Directors on annual results The meeting shall be convened within three (3) months following the conclusion of the Bank’s accounting fiscal year. It is primarily intended to consider deliberate on the Bank’s annual report and handle other relevant matters, including but not limited to the annual summary, performance assessments, determination of remuneration, and preparations for the Shareholders’ General Meeting. The meeting of the Board of

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	<p>The meeting shall be convened within one month following the conclusion of the first quarter of the Bank’s fiscal year. The meeting is primarily intended to deliberate on the Bank’s first quarter report and handle other relevant affairs.</p> <p>3. Mid-year work meeting of the Board of Directors</p> <p>The meeting shall be convened during the second quarter of the calendar year. It is mainly intended to hear and deliberate on proposals related to the Bank’s planning as presented by the Strategy Committee, the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee, and the Related Party Transactions, Social Responsibility, and Consumer Protection Committee.</p> <p>4. Board meeting on interim results</p> <p>The meeting shall be convened within two months following the conclusion of the first six months of the Bank’s fiscal year. It is primarily intended to deliberate on the Bank’s interim report and handle other relevant affairs.</p> <p>5. Board meeting on the third quarter results</p> <p>The meeting shall be convened within one month following the conclusion of the third quarter of the Bank’s accounting year. It is primarily intended to deliberate on the Bank’s Third Quarter Report and handle other relevant affairs.</p> <p>6. Year-end work meeting of the Board of Directors</p>	<p>Directors on annual results shall be convened at a time that ensures scheduling of this meeting should guarantee that the Bank’s annual report can be distributed to shareholders in accordance with within the timeframes specified by applicable laws, regulations, rules regulatory provisions, and the Bank’s Articles of Association of the Bank. Additionally, it should ensure that the annual general meeting of shareholders can be held within six months after the end of the Bank’s fiscal year.</p> <p>3. Board meeting Meeting of the Board of Directors on the first quarter results</p> <p>The meeting shall be convened within one (1) month following the conclusion of the first quarter of the Bank’s accountingfiscal year, mainly to consider. The meeting is primarily intended to deliberate on the Bank’s first quarter report and handle other relevant matters affairs.</p> <p>4. Mid-year work meeting of the Board of Directors</p> <p>The meeting shall be convened during the second quarter of the calendar year-, mainly it is mainly intended to hear and consider deliberate on proposals related to the Bank’s planning as presented by the Strategy Committee, the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee, and the Related Party Transactions, Social Responsibility, and Consumer Protection Committeesspecial committees of the Board of Directors.</p> <p>5. Board meeting Meeting of the Board of Directors on interim results</p>

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	<p>The meeting, in principle, shall be convened during the fourth quarter of the calendar year. It is mainly intended to hear and deliberate on the President's report regarding the projected completion of the year's work and the proposed plans for the subsequent year, as well as to assess the President's performance.</p> <p>The aforesaid agendas of the regular Board meetings may be combined or broken down, or new agendas may be added if necessary.</p>	<p>The meeting shall be convened within two (2) months following the conclusion of the first six (6) months of the Bank's accounting fiscal year, mainly to consider. It is primarily intended to deliberate on the Bank's interim report and handle other relevant matters affairs.</p> <p>6. Board meeting Meeting of the Board of Directors on the third quarter results</p> <p>The meeting shall be convened within one (1) month following the conclusion of the third quarter of the Bank's accounting year, mainly to consider. It is primarily intended to deliberate on the Bank's Third Quarter Report third quarter report and handle other relevant matters affairs.</p> <p>6. Year end work meeting of the Board of Directors</p> <p>The meeting, in principle, shall be convened during the fourth quarter of the calendar year. It is mainly intended to hear and deliberate on the President's report regarding the projected completion of the year's work and the proposed plans for the subsequent year, as well as to assess the President's performance.</p> <p>The aforesaid agendas topics of the regular Board meetings of the Board of Directors may be combined or broken down, or new agendas topics may be added if necessary.</p>
24	<p>Article 26 The Board Chairman shall issue notice on convening of interim Board meeting within seven working days after occurrence of any of the following events:</p> <ol style="list-style-type: none"> 1. when deemed necessary by the Board Chairman; 2. when proposed by more than one third of the directors; 	<p>Article 20 The interim meetings of the Board of Directors may be convened when the chairman of the Board of Directors thinks necessary.</p> <p>The Board Chairman chairman of the Board of Directors shall issue sign and deliver a notice on convening of an interim Board meeting of</p>

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	<p>3. when proposed by the Board of Supervisors;</p> <p>4. when proposed by more than half of the independent directors;</p> <p>5. when proposed by the President; or</p> <p>6. when proposed in writing by the shareholder(s) who hold(s) separately or jointly more than 10% of the listed voting shares of the Bank.</p> <p>The Board Office shall issue written notifications to all directors and supervisors no less than five days prior to the convening of an extraordinary Board meeting; in cases of emergency where an extraordinary Board meeting needs to be convened as soon as possible, the meeting may be notified by telephone or other oral means at any time, but the convener shall provide an explanation at the meeting.</p>	<p>the Board of Directors within seven (7) working days after occurrence of any of the following events, if:</p> <p>1. when deemed necessary by the Board Chairman;</p> <p>1. when proposed by more than one third (1/3) of the directors propose to convene the meetings of the Board of Directors;</p> <p>2. when proposed by the Board of Supervisors; the Audit Committee proposes to convene the meetings of the Board of Directors;</p> <p>3. when proposed by more than half of the two (2) or more independent directors propose to convene the meetings of the Board of Directors;</p> <p>4. when proposed by the President; president of the Bank proposes to convene the meetings of the Board of Directors; or</p> <p>5. when proposed in writing by the shareholders(s) who separately or jointly hold(s) separately or jointly more than ten percent (10%) of the listed voting total issued and outstanding shares with voting rights of the Bank propose to convene the meetings of the Board of Directors in writing.</p> <p>(Contents on notification details have been fully outlined in Section 3 of this Chapter.)</p> <p>The Board Office shall issue written notifications to all directors and supervisors no less than five days prior to the convening of an extraordinary Board meeting; in cases of emergency where an extraordinary Board meeting needs to be convened as soon as possible, the meeting may be notified by</p>

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		telephone or other oral means at any time, but the convener shall provide an explanation at the meeting.
25	<p>Article 27 When a proposer suggests convening an extraordinary Board meeting according to items two through six of the first paragraph above, he/she shall submit a signed (or stamped) written proposal through the Board of Directors Office or directly to the Chairman. The written proposal shall include the following matters:</p> <p>(1) name of the proposer;</p> <p>(2) reason for or the underlying facts for such proposal;</p> <p>(3) time, duration, venue and form of the proposed meeting;</p> <p>(4) clear and specific agenda; and (5) contact information of proposer and the proposal date, etc.</p> <p>The content of the proposal shall pertain to matters within the scope of authority of the Board of Directors as stipulated in the Bank’s Articles of Association, and all relevant materials shall be submitted together with the proposal.</p> <p>Upon receiving the aforementioned written proposal and relevant materials, the Board of Directors Office shall promptly forward them to the Chairman. If the Chairman deems that the content of the proposal is unclear or lacks specificity, or that the accompanying materials are insufficient, he/she may request that the proposer revise or supplement the proposal.</p>	<p>Article 21 When a proposer suggests convening an extraordinary Board interim meeting of the Board of Directors according to items two through six of the first paragraph above paragraph 2 of Article 20 of the Procedural Rules, he/she shall submit a signed (or stamped) written proposal through the secretary to the Board of Directors Office or directly to the Chairman chairman of the Board of Directors. The written proposal shall include the following matters:</p> <p>(1) name of the proposer;</p> <p>(2) reason for or the underlying facts for such proposal;</p> <p>(3) time, duration, venue and form of the proposed meeting;</p> <p>(4) clear and specific agenda; and</p> <p>(5) contact information of proposer and the proposal date, etc.</p> <p>The content of the proposal shall pertain to matters within the scope of authority of the Board of Directors as stipulated in laws, regulations, regulatory provisions and the Bank’s Articles of Association of the Bank, and all relevant materials shall be submitted together with the proposal.</p> <p>Upon receiving the aforementioned written proposal and relevant materials, the secretary to the Board of Directors Office secretary to the Board of Directors shall promptly forwards submit them to the Chairman chairman of the Board of Directors. If the Chairman chairman deems that the content of the proposal is unclear or lacks specificity, or that</p>

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		the accompanying materials are insufficient, he/she may request that the proposer revise or supplement the proposal.
26	<p>Article 28 A Board meeting may be held either through on-site meeting or by written proposal. If a Board meeting is held on site, telephone, video conferencing, or other instant communication methods may be used to facilitate directors’ participation in the meeting. Directors who participate via these methods shall be considered as attending the on-site meeting.</p> <p>If a Board meeting is held via telephone, video conferencing, or other instant communication methods, it should ensure that attending directors can clearly hear other directors and engage in mutual exchanges. Board meetings conducted through such means should be recorded either by audio or video, and these recordings must be retained for five years. Directors who cannot immediately sign the meeting resolutions during such meetings should vote orally and promptly complete the written signature procedures via fax or other means. The oral vote of a director has the same effect as a written signature, but any subsequent written signature must be consistent with the oral vote given during the meeting. In the event of inconsistency between the written signature and the oral vote, the oral vote shall prevail.</p> <p>If a Board meeting is held through written proposals, resolutions on the proposals shall be made either by separate delivery for individual review or by circulation among directors for collective review. Directors must clearly indicate their vote as agree, disagree, or abstain. The notification of the meeting should specify the final valid deadline for voting; however, the deadline stipulated in the notification must not be shorter than five days from the date of issuance of the notification,</p>	<p>(This article has been consolidated into revised Article 39.)</p> <p>Article 28 A Board meeting may be held either through on site meeting or by written proposal.</p> <p>If a Board meeting is held on site, telephone, video conferencing, or other instant communication methods may be used to facilitate directors’ participation in the meeting. Directors who participate via these methods shall be considered as attending the on site meeting.</p> <p>If a Board meeting is held via telephone, video conferencing, or other instant communication methods, it should ensure that attending directors can clearly hear other directors and engage in mutual exchanges. Board meetings conducted through such means should be recorded either by audio or video, and these recordings must be retained for five years. Directors who cannot immediately sign the meeting resolutions during such meetings should vote orally and promptly complete the written signature procedures via fax or other means. The oral vote of a director has the same effect as a written signature, but any subsequent written signature must be consistent with the oral vote given during the meeting. In the event of inconsistency between the written signature and the oral vote, the oral vote shall prevail.</p> <p>If a Board meeting is held through written proposals, resolutions on the proposals shall be made either by separate delivery for individual review or by circulation among directors for collective review. Directors must clearly indicate their vote as agree, disagree, or abstain. The notification of the meeting should</p>

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	<p>unless all directors agree in writing to waive this time requirement. A director who casts an early vote is deemed to have waived the time requirement specified in the notification. If the Board has distributed the proposal to all directors and the number of directors who have signed their agreement reaches the quorum necessary to pass a resolution, then from the moment such signed documents are delivered to the Board Secretary, the matters addressed in the proposal shall be regarded as having been resolved by the Board.</p> <p>Regular Board meetings shall not be held through written proposals.</p>	<p>specify the final valid deadline for voting; however, the deadline stipulated in the notification must not be shorter than five days from the date of issuance of the notification, unless all directors agree in writing to waive this time requirement. A director who casts an early vote is deemed to have waived the time requirement specified in the notification. If the Board has distributed the proposal to all directors and the number of directors who have signed their agreement reaches the quorum necessary to pass a resolution, then from the moment such signed documents are delivered to the Board Secretary, the matters addressed in the proposal shall be regarded as having been resolved by the Board.</p> <p>Regular Board meetings shall not be held through written proposals.</p>
27	<p>Article 29 The agenda items and scheduling of regular Board meetings are generally determined by the Chairman. All directors should have the opportunity to propose matters for discussion to be included in the agenda of the regular Board meetings. After confirmation by the Chairman, these proposed items shall be incorporated into the meeting notice and distributed accordingly.</p> <p>The agenda items for an extraordinary Board meeting may be determined by the Chairman and included in the meeting notice for distribution.</p> <p>The scope of the Board’s deliberations should also include hearing regulatory opinions from supervisory authorities, management recommendations proposed by external audits, and evaluation reports from the Board of directors and the Board of supervisors.</p>	<p>Article 22 The topicsagenda items and scheduling of regular Board meetings of the Board of Directors are generally determined by the Chairmanchairman. All directors should have the opportunity tomay propose matters for discussion to be included in the agenda of the regular Board meetings of the Board of Directors. After confirmation by the Chairmanchairman, these proposed items shall be incorporated into the meeting notice and issueddistributed accordingly.</p> <p>The topicsagenda items for an interimextraordinary Board meeting of the Board of Directors may be determined by the Chairmanchairman based on the circumstances and included in the meeting notice for issuancedistribution.</p> <p>The scope of the Board’s consideration shalldeliberations should also include hearing regulatory opinions from regulatorysupervisory authorities, management recommendations</p>

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		proposed by external audits, and evaluation reports from the Board of directors Directors and the Board of supervisors .
28	<p>Article 30 The following individuals or entities may submit proposals to the Board:</p> <p>(1) more than one third of the directors;</p> <p>(2) Board Chairman;</p> <p>(3) President;</p> <p>(4) a special committee under the Board;</p> <p>(5) more than half of the independent directors;</p> <p>(6) the Board of Supervisors; and</p> <p>(7) the shareholder(s) who hold(s) separately or jointly more than 10% of the listed voting shares of the Bank.</p>	<p>Article 23 The following personsindividuals or entities may submit proposals to the Board of Directors:</p> <p>(1) more than one third of the directors;</p> <p>(1) Board Chairman chairman of the Board of Directors;</p> <p>(2) Presidentpresident of the Bank;</p> <p>(3) a special committee under the Board of Directors;</p> <p>(4) more than one third (1/3) of the directors;</p> <p>(5) more than half of themore than two (2) independent directors;</p> <p>(6) the Board of Supervisors; and</p> <p>(6) the shareholder(s) who individually or jointly hold(s) separately or jointly more than ten percent (10%) of the total issued and outstanding listed voting shares with voting rights of the Bank; and</p> <p>(7) other entities stipulated by laws, regulations, regulatory provisions and the Articles of Association of the Bank.</p>
29	<p>Article 31 The Board Secretary is responsible for collecting draft proposals for matters to be discussed at the meeting. Proposers should submit their proposals along with relevant explanatory materials before the meeting is convened. After organizing the collected materials, the Board Secretary shall list the time, location, and agenda of the Board meeting and present them to the Chairman.</p>	<p>Article 24 The Board Secretarysecretary to the Board of Directors is responsible for collecting draft proposals for matters to be discussed at the meeting. Proposers shallshould submit their proposals along with relevant explanatory materials before the meeting is convened. After organizing the collected materials, the Board Secretarysecretary to the Board of Directors shall list the time, location, and</p>

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		agenda of the Board meeting of the Board of Directors and present submit them to the Chairman chairman .
30	Article 32 Board meetings shall be convened and presided over by the Chairman. If the Chairman is unable to perform or does not perform his/her duties, the Vice Chairman shall convene and preside over the meeting. If the Vice Chairman is also unable to perform or does not perform his/her duties, more than half of the directors shall jointly nominate one director to convene and preside over the meeting.	Article 25 Board meetings Meetings of the Board of Directors shall be convened and presided over by the Chairman chairman of the Board of Directors . If the Chairman is unable When the chairman of the Board of Directors cannot or fails to perform or does not perform his/her duties, the Vice Chairman vice chairman designated by the chairman or elected by more than half (1/2) of all the directors shall convene and preside over the meeting. When If the Vice Chairman vice chairman is also unable cannot or fails to perform or does not perform his/her duties, a director elected by more than half (1/2) of all the directors shall jointly nominate one director to convene and preside over the meeting.
31	Article 33 Before a Board meeting is convened, meeting notices shall be issued in advance to all directors, all supervisors, and any other individuals who are required to be present. The convener is responsible for signing and issuing the notice to convene the meeting. The contents of the meeting notice typically include: 1. venue, date and time of the meeting; 2. duration of the meeting; 3. agenda, reasons, topics and relevant materials; 4. issue date of the notice; and 5. Unless the meeting is convened by the Chairman, the notice of the meeting should state that it is not convened by the Chairman and provide the basis for convening the Board meeting.	(The deleted contents have been consolidated into revised Article 28.) Article 26 Before a Board meeting of the Board of Directors is convened, meeting notices shall be issued in advance to all directors, all supervisors , and any other individuals who are required to be present. The convener is responsible for signing and issuing the notice to convene the meeting. The contents of the meeting notice typically include: 1. venue, date and time of the meeting; 2. duration of the meeting; 3. agenda, reasons, topics and relevant materials; 4. issue date of the notice; and

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	<p>In special circumstances such as the Board meetings on the first quarter results and the third quarter results when materials for the Board meeting could not be sent together with the meeting notice, the meeting notice shall be sent within the time limit specified in the Procedural Rules and the materials can be sent within a reasonable period.</p>	<p>5. Unless the meeting is convened by the Chairman, the notice of the meeting should state that it is not convened by the Chairman and provide the basis for convening the Board meeting.</p> <p>In special circumstances such as the Board meetings on the first quarter results and the third quarter results when materials for the Board meeting could not be sent together with the meeting notice, the meeting notice shall be sent within the time limit specified in the Procedural Rules and the materials can be sent within a reasonable period.</p>
32		<p>(Notification-related contents in the original Article 24 and Article 26 are consolidated into this article.)</p> <p>Article 27 The Bank shall give a written notice to all directors fourteen (14) days before the convening of a regular meeting of the Board of Directors. The Bank shall give a written notice to all directors five (5) days before the convening of an interim meeting of the Board of Directors. In case an interim meeting of the Board of Directors 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.</p> <p>Notice of meetings of the Board of Directors shall be delivered by personal service, facsimile, telex or mail. The notices of meetings of the Board of Directors shall be made in Chinese, and may be attached with an English translation if necessary.</p>
33		<p>(The original Article 33 is updated and consolidated into this article.)</p>

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		<p>Article 28 The contents of the meeting notice typically include The notice of meetings of the Board of Directors shall contain the following contents:</p> <ol style="list-style-type: none"> 1. <u>venue, date and time of the meeting;</u> 2. <u>duration of the meeting;</u> 3. <u>agenda, reasons for holding the meeting, topics for discussion and relevant materials;</u> 4. <u>issue date of issuance date of the meeting notice; and</u> 5. except for meetings Unless the meeting is convened by the Chairman chairman of the Board of Directors, the notice of the meeting should shall state that the meeting it is not convened by the Chairman chairman of the Board of Directors and provide the basis for convening the Board meetings of the Board of Directors. <p>In special circumstances such as the Board meetings on the first quarter results and the third quarter results when When materials for the Board meeting of the Board of Directors could not be sent together with the meeting notice due to special reasons, the meeting notice shall be sent within the time limit specified in the Procedural Rules and the materials can be sent within a reasonable period.</p>
34	<p>Article 34 Notifications for Board meetings shall be given according to the following requirements and methods:</p> <ol style="list-style-type: none"> 1. notification methods for Board meetings are as follows: delivery by a designated person, fax, telex, or mail; 	<p>(This article has been consolidated into revised Article 27.)</p> <p>Article 34 Notifications for Board meetings shall be given according to the following requirements and methods:</p>

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	<p>2. notice for regular Board meetings should be given at least fourteen days before the meeting; notice for extraordinary Board meetings should be given at least five days before the meeting (in cases of emergency where an extraordinary Board meeting needs to be convened as soon as possible, the meeting notice can be issued at any time via telephone or other oral means, but the convener shall provide an explanation at the meeting); and</p> <p>3. notifications should be in Chinese, and when necessary, an English translation may be attached.</p>	<p>1. notification methods for Board meetings are as follows: delivery by a designated person, fax, telex, or mail;</p> <p>2. notice for regular Board meetings should be given at least fourteen days before the meeting; notice for extraordinary Board meetings should be given at least five days before the meeting (in cases of emergency where an extraordinary Board meeting needs to be convened as soon as possible, the meeting notice can be issued at any time via telephone or other oral means, but the convener shall provide an explanation at the meeting); and</p> <p>3. notifications should be in Chinese, and when necessary, an English translation may be attached.</p>
35	<p>Article 36 Prior to the convening of a meeting, the Board Secretary is responsible for arranging for communication and coordination with all directors, especially independent directors, to obtain their opinions or suggestions on proposed agenda items and promptly forward these to the proposer to refine the relevant proposals. The Board Secretary should also timely arrange supplementary materials that directors need to make corresponding decisions on the agenda items, including background materials related to the meeting topics and any other information that assists directors in making reasonable, prompt, and prudent decisions. Should any director raise questions, the Board Secretary should act on behalf of the Bank to take steps to respond as comprehensively as possible and as soon as possible.</p> <p>When appropriate, to fulfill their duties to the bank, directors may request independent professional advice at the Bank's expense; such requests should be submitted in writing</p>	<p>Article 30 Prior to the convening of a meeting, the Board Secretarysecretary to the Board of Directors is responsible for arranging for communication and coordination with all directors, especially independent directors, to obtain their opinions or suggestions on proposalsproposed agenda items and promptly forward these opinions or suggestions to the proposer to refine the relevant proposals and give timely feedback to directors on the modification of proposals. The Board Secretarysecretary to the Board of Directors shallshould also timely arrange supplementary materials that directors need to make corresponding decisions on the content of proposalsagenda items, including background materials related to the meeting topics and any other information that assists directors in making reasonable, prompt, and prudent decisions. Should any director raise questions, the Board Secretarysecretary to the Board of Directors shall should act on behalf of the Bank to take steps to respond as comprehensively as possible and as soon as possible.</p>

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	<p>to the Board Secretary, who should reasonably seek suitable professionals to provide efficient opinions.</p> <p>The management has the responsibility to provide the Board and its specialized committees with adequate and timely information so that directors can make decisions based on the available information. The information provided by the management must be complete and reliable. For directors to properly perform their duties, they shall not rely solely on the information voluntarily provided by management in all circumstances; when necessary, directors shall make further inquiries independently. If any director requires additional information from the management beyond what has been voluntarily provided, they should make further inquiries as needed. The Board and each director should have independent access to senior executives. In general, the Board Secretary should serve as the liaison between the management and the Board.</p>	<p>When appropriate, to fulfill their duties to the bank, directors may seek request independent necessary professional advice at the Bank's expense; such requests shall should be submitted in writing to the Board Secretary secretary to the Board of Directors, who shall should reasonably seek suitable professionals to provide efficient opinions make reasonable arrangements.</p> <p>The management has the responsibility to provide When the Board of Directors and its specialized special committees exercise their functions and powers, the Bank shall provide with adequate, complete and reliable information to support the directors in making and timely information so that directors can make decisions based on the relevant available information. The information provided by the management must be complete and reliable. For directors to properly perform their duties, they shall not rely solely on the information voluntarily provided by management in all circumstances; when When necessary, directors shall may make further inquiries independently. If any director requires additional information from the management beyond what has been voluntarily provided, they should make further inquiries as needed. The Board and each director should have independent access to senior executives. In general, the Board Secretary should serve as the liaison between the management and the Board.</p>
36	<p>Article 37 If two or more independent directors consider the materials to be insufficient or the arguments unclear, they may jointly submit a written request to the Board of directors at least three days before the meeting, proposing to postpone the Board meeting or defer deliberation on the matter. The Board of directors should adopt such a request.</p>	<p>Article 31 If two or more than two (2) independent directors consider that the meeting materials are incomplete, the elaboration is insufficient, or the materials are not provided in a timely manner, to be insufficient or the arguments unclear, they may jointly submit propose in writing a written request to the Board of Directors directors at least three days before the meeting, proposing to postpone the convening of the Board</p>

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		meetings of the Board of Directors or defer deliberation on the review of such matter. The Board of directors Directors should shall adopt such proposal request .
37	<p>Article 38 Prior to each Board meeting, the specialized committees of the Board shall convene preparatory discussion meetings in advance to fully prepare for their respective topics and provide necessary materials or information to the directors through the Board Secretary.</p> <p>Topics within the scope of responsibilities of the Board’s specialized committees are to be explained to all directors by the chairman of the committee, after which they will be reviewed by the Board.</p>	<p>Article 32 Prior to each Board meeting of the Board of Directors, the specialized special committees of the Board of Directors shall convene preparatory discussion meetings in advance to discuss matters that fall within their respective scope of duties fully prepare for their respective topics and provide necessary materials or information to the directors through the Board Secretary.</p> <p>Unless otherwise provided by laws, regulations, regulatory provisions and the Articles of Association of the Bank, topics within the scope of duties responsibilities of the Board’s specialized special committees shall be considered by the Board of Directors after the chairmen of the special committees report the opinions and suggestions of the special committee to all directors are to be explained to all directors by the chairman of the committee, after which they will be reviewed by the Board.</p>
38	<p>Article 39 A Board meeting shall be held with the attendance of more than half of the directors. If a shareholder holding more than 10 percent of the total issued shares of the Bank or a director has a significant interest in any matter proposed by the Board, the relevant matters should not be processed through written resolutions or referred to a specialized committee of the Board. Instead, a Board meeting should be convened for such matters, which shall be held with the attendance of more than half of the directors who do not have a significant interest in the proposed matters. Moreover, independent directors who themselves and their associates (as defined by</p>	<p>(The deleted contents have been consolidated into revised Article 35.)</p> <p>Article 33 A Board meeting of the Board of Directors shall be held with the attendance of more than half (1/2) of the directors. If a shareholder holding more than 10 percent of the total issued shares of the Bank or a director has a significant interest in any matter proposed by the Board, the relevant matters should not be processed through written resolutions or referred to a specialized committee of the Board. Instead, a Board meeting should be convened for such matters, which shall be held with the attendance of more than half of the directors who do not have a significant interest</p>

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	<p>the Hong Kong Listing Rules) do not have a significant interest in the transaction should attend the Board meeting.</p> <p>The significant interest referred to in this article shall mean:</p> <ol style="list-style-type: none"> 1. The director is the counterparty of the transaction; 2. The director is the direct or indirect controller of the counterparty of the transaction; 3. The director has a position in the counterparty of the transaction or any legal entity or organization that may directly or indirectly control the counterparty of the transaction; 4. The director is a close relative of the counterparty of the transaction or the direct or indirect controller of the counterparty of the transaction; 5. The director is a close relative of a director, supervisor or senior management member of the counterparty of the transaction or its direct or indirect controller; 6. The director whose independent commercial judgment may be affected according to the securities regulatory authority of the listing place or the Bank based on other grounds; or 7. The director who shall withdraw in according with laws, regulations, rules and relevant provisions of the securities regulatory authority of the listing place and the Bank's Articles of Association. <p>Close relatives referred to in this article include grandparents, parents, grandchildren, spouse, siblings and their spouses, adult children and</p>	<p>in the proposed matters. Moreover, independent directors who themselves and their associates (as defined by the Hong Kong Listing Rules) do not have a significant interest in the transaction should attend the Board meeting.</p> <p>The significant interest referred to in this article shall mean:</p> <ol style="list-style-type: none"> 1. The director is the counterparty of the transaction; 2. The director is the direct or indirect controller of the counterparty of the transaction; 3. The director has a position in the counterparty of the transaction or any legal entity or organization that may directly or indirectly control the counterparty of the transaction; 4. The director is a close relative of the counterparty of the transaction or the direct or indirect controller of the counterparty of the transaction; 5. The director is a close relative of a director, supervisor or senior management member of the counterparty of the transaction or its direct or indirect controller; 6. The director whose independent commercial judgment may be affected according to the securities regulatory authority of the listing place or the Bank based on other grounds; or 7. The director who shall withdraw in according with laws, regulations, rules and relevant provisions of the securities regulatory authority of the listing place and the Bank's Articles of Association.

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	<p>their spouses, spouses' parents, siblings of the spouse and their spouses, siblings of the parents and their spouses, adult children of the parents' siblings and their spouses, and parents of the children's spouses.</p> <p>Whether a director has a significant interest in the proposed matters can be determined by the Board according to the provisions of this article.</p>	<p>Close relatives referred to in this article include grandparents, parents, grandchildren, spouse, siblings and their spouses, adult children and their spouses, spouses' parents, siblings of the spouse and their spouses, siblings of the parents and their spouses, adult children of the parents' siblings and their spouses, and parents of the children's spouses.</p> <p>Whether a director has a significant interest in the proposed matters can be determined by the Board according to the provisions of this article.</p>
39		<p>(Article 40 of the original Procedural Rules is consolidated into this article.)</p> <p><u>Article 34 Directors shall attend Board meetings of the Board of Directors in person. If a director is unable to attend a Board meeting in person for any due to some reasons, he/she may authorize entrust another director in writing to attend the meeting on his/her behalf, but an independent director may only entrust another independent director to attend the meeting on his/her behalf. The authorization letter power of attorney should shall specify the proxy's name of the proxy, the entrusted matters to be handled, the scope of authority, and the duration of validity valid term, and it must shall be signed or stamped by the authorizing director affixed with the signature or seal of the entrustor. A director shall, in principle, accept entrustment from a maximum of two (2) directors who cannot attend the meeting in person. When considering matters of related party transactions, an unrelated director may not entrust a related director to attend the meeting on his/her behalf.</u></p>

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		<p>The director who attends the meetings of the Board of Directorsattending on behalf of another director shouldshall exercise the rights of a director within the scope of authorization. For decisions made by the proxy within the authorized scope at the Board meeting of the Board of Directors, the legal responsibility lies solely with the authorizing director.</p>
40		<p>(Article 39 of the original Procedural Rules is updated and consolidated into this article.)</p> <p>Article 35 If ashareholders who holding more than 10ten percent (10%) of the total issued and outstanding shares of the Bank or a directors hashave a significant material conflict of interests in any the matters proposed by the Board to be considered by the Board of Directors, the relevant matters should not be processed through written resolutions or referred to a specialized committee of the Board shall not be resolved by way of written resolutions or delivered to special committee of the Board of Directors for handling;Instead, a Board meeting should be convened the Board of Directors shall convene a meeting of the Board of Directors for such matters, which shall be held with the attendance of more than half of the directors who do not have a significant interest in the proposed matters and the meeting shall only be held when more than half (1/2) of the directors having no material conflict of interests with the matters to be discussed, attend the meeting. Moreover, independent directors Independent directors who themselves and their associates (as defined byin the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited Hong Kong Listing Rules) have no material interest with the transactions</p>

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		<p>shall do not have a significant interest in the transaction should attend the Board meeting of the Board of Directors.</p> <p><u>The significant material interest referred to in this article shall mean:</u></p> <ol style="list-style-type: none"> <u>1. The director is the counterparty of the transaction;</u> <u>2. The director is the direct or indirect controller of the counterparty of the transaction;</u> <u>3. The director has a position in the counterparty of the transaction or any legal entity or organization that may directly or indirectly control the counterparty of the transaction;</u> <u>4. The director is a close relative of the counterparty of the transaction or the direct or indirect controller of the counterparty of the transaction;</u> <u>5. The director is a close relative of a director, supervisor or senior management member of the counterparty of the transaction or its direct or indirect controller;</u> <u>6. The director whose independent commercial judgment may be affected according to the securities regulatory authority of the listing place authorities in the places where shares of the Bank are listed or the Bank based on other grounds; or</u> <u>7. The director who shall withdraw in according with laws, regulations, regulatory provisions rules and relevant provisions of the securities regulatory authority of the listing place and the Bank's Articles of Association of the Bank.</u>

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		<p><u>Close relatives referred to in this article include grandparents, parents, grandchildren, spouse, siblings and their spouses, adult children and their spouses, spouses' parents, siblings of the spouse and their spouses, siblings of the parents and their spouses, adult children of the parents' siblings and their spouses, and parents of the children's spouses.</u></p> <p><u>Whether a director has a significantmaterial interest in the proposed matters can be determined by the Board of Directors according to the provisions of this article.</u></p>
41	<p>Article 40 Directors shall attend Board meetings in person. If a director is unable to attend a Board meeting for any reason, he/she may authorize another director in writing to attend on his/her behalf. The authorization letter should specify the name of the proxy, the matters to be handled, the scope of authority, and the duration of validity, and it must be signed or stamped by the authorizing director. The director attending on behalf of another should exercise the rights of a director within the scope of authorization. For decisions made by the proxy within the authorized scope at the Board meeting, the legal responsibility lies solely with the authorizing director.</p>	<p>(This article has been consolidated into revised Article 34.)</p> <p>Article 40 Directors shall attend Board meetings in person. If a director is unable to attend a Board meeting for any reason, he/she may authorize another director in writing to attend on his/her behalf. The authorization letter should specify the name of the proxy, the matters to be handled, the scope of authority, and the duration of validity, and it must be signed or stamped by the authorizing director. The director attending on behalf of another should exercise the rights of a director within the scope of authorization. For decisions made by the proxy within the authorized scope at the Board meeting, the legal responsibility lies solely with the authorizing director.</p>
42	<p>Article 41 Directors should dedicate sufficient time to fulfilling their duties. Directors shall personally attend at least two-thirds of the Board meetings each year. If a director fails to personally attend more than two-thirds of the meetings or is absent from two consecutive meetings without authorizing another director to attend on his/her behalf, he/she will be considered unable to fulfill his/her</p>	<p>Article 36 Directors should dedicate sufficient time to fulfilling their duties. Directors shall personally attend at least two-thirds (2/3) of the on-site Board meetings of the Board of Directors in person each during a year. If a director fails to personally attend more than two-thirds (2/3) of the total meetings of the Board of Directors in person during the year or is absent from two consecutive meetings without authorizing another director to attend on his/her behalf neither attends the meeting</p>

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	<p>responsibilities, and the Board should propose to the Shareholders' General Meeting that he/she be replaced.</p> <p>An Independent director may authorize another independent director to attend Board meetings on his/her behalf but should personally attend at least two-thirds of all Board meetings annually. If an independent director fails to personally attend two consecutive Board meetings or attends fewer than two-thirds of the total number of Board meetings in a year, the Board should propose to the Shareholders' General Meeting that they be replaced.</p>	<p>in person nor entrusts other directors to attend the meeting for two (2) consecutive times and if an independent director fails to attend the meetings of the Board of Directors in person for three (3) consecutive times, he/she will be considered unable to fulfill his/her responsibilities such director shall be deemed to have failed to perform his/her duties, and the Board of Directors, the Audit Committee or shareholders who hold more than one percent (1%) of the total issued and outstanding voting shares of the Bank shouldshall propose to the Shareholders' General Meeting that he/she be replaced to remove and replace such director.</p> <p>An Independent director may authorize another independent director to attend Board meetings on his/her behalf but should personally attend at least two-thirds of all Board meetings annually. If an independent director fails to personally attend two consecutive Board meetings or attends fewer than two-thirds of the total number of Board meetings in a year, the Board should propose to the Shareholders' General Meeting that they be replaced.</p>
43	<p>Article 42 A director who wishes to leave a Board meeting early must explain the reason to the presider and take leave. For any remaining agenda items that require a vote, the director may issue a written authorization for another director to exercise his/her voting intention on his/her behalf; if no such authorization is given, it will be considered that the director has waived his/her right to vote on the remaining items.</p>	<p>Article 37 A director who wishes to leave a Boardmeeting of the Board of Directors early mustshall explain the reason to the presider and take leave. For any remaining agenda items that require a vote, the director may issue a writtenan authorization for another director to exercise his/her voting intention on his/her behalf; if no such authorization is given, it will be considered that the director has waived his/her right to vote on the remaining items.</p>
44	<p>Article 43 The Board Secretary and supervisors shall attend Board meetings as non-voting participants; senior management personnel who are not members of the Board and other individuals related to the topics under discussion may also attend the meetings as</p>	<p>Article 38 The Board Secretarysecretary to the Board of Directors and supervisors shall attend Boardmeetings of the Board of Directors as non-voting participants; senior management personnel who are not members of the Board of Directors and other individuals related to the</p>

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	<p>non-voting participants when necessary. Non-voting participants have the right to express opinions on relevant topics but do not have voting rights.</p>	<p>topics under discussion may also attend the meetings as non-voting participants when necessary. Non-voting participants have the right to express opinions on relevant topics but do not have voting rights.</p>
45		<p>(Article 28 of the original Procedural Rules is consolidated into this article.)</p> <p>Article 39 A Board-meeting of the Board of Directors may be held either throughby means of on-site meeting or by written proposals.</p> <p>If a Board-meeting of the Board of Directors is held on site, telephone, video conferencing, or other instant communication methods may be used to facilitate directors' participation in the meeting. Directors who participate via these methods shall be considered as attending the on-site meeting. If a Board-meeting of the Board of Directors is held via telephone, video conferencing, or other instant communication methods, it shouldshall ensure that attending directors can clearly hear other directors and engage in mutual exchanges. The Bank shall record the on-site meeting of the Board of Directors by audio or video. Board meetings conducted through such means should be recorded either by audio or video, and these recordings must be retained for five years. Directors who cannot immediately sign the meeting resolutions during such meetings should vote orally and promptly complete the written signature procedures via fax or other means. The oral vote of a director has the same effect as a written signature, but any subsequent written signature must be consistent with the oral vote given during the meeting. In the event of inconsistency between the written signature and the oral vote, the oral vote shall prevail.</p> <p>Where a Board-meeting of the Board of Directors is held bythrough written proposals, on the proposalsresolution shall be</p>

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		<p>adopted by way of made either by separate delivery for individual review or by circulation among directors for consideration collective review. Directors must shall clearly indicate their vote as agree, disagree, or abstain agreement, disagreement or abstention. The notification of the meeting shall indicate should specify the final valid deadline for voting; however, provided that the such final deadline for voting stipulated in the notification must shall not be shorter than five (5) days from the date of dispatch issuance of the notification, unless all directors agree in writing to waive this time requirement. A director who votes earlier casts an early vote is shall be deemed to have waived the time requirement set forth specified in the notification. If the Board has distributed the proposal to all directors and the number of directors who have signed their agreement reaches the quorum necessary to pass a resolution, then from the moment such signed documents are delivered to the Board Secretary, the matters addressed in the proposal shall be regarded as having been resolved by the Board.</p> <p><u>Regular Board meetings of the Board of Directors shall not be held through written proposals.</u></p> <p>The Bank’s profit distribution plan, remuneration plan, equity investment, asset disposal plan, appointment or dismissal of senior management members, capital replenishment plan and other major matters shall not be considered or voted on at the meeting of the Board of Directors convened by way of a written proposal. If laws, regulations and regulatory provisions provide otherwise, such provisions shall apply.</p>
46		(Newly added article)

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		<p>Article 40 Meetings of the Board of Directors shall be presided over by the chairman of the Board of Directors. When the chairman of the Board of Directors cannot or fails to perform his/her duties, the vice chairman designated by the chairman of the Board of Directors or elected by more than half (1/2) of all the directors shall act on his/her behalf. When the vice chairman of the Board of Directors cannot or fails to perform his/her duties, a director elected by more than half (1/2) of all the directors shall act on his/her behalf.</p>
47	<p>Article 44 The presider of the meeting should announce the start of the meeting at the scheduled time. Once the meeting officially begins, the attending directors should first reach an agreement on the agenda.</p>	<p>Article 41 The presider of the meeting should shall announce the start of the meeting at the scheduled time. Once the meeting officially begins, the attending directors should first reach an agreement on the agenda.</p> <p>The Board of Directors shall not consider any ad-hoc proposals that are not included in the notice of the meeting, nor shall it make resolutions on matters that are not included in the agenda. In case of a special circumstance that shall be reviewed at the meeting of the Board of Directors, the presider of the meeting shall arrange for voting on whether the ad-hoc proposal shall be tabled at the meeting for voting, and it cannot be considered unless passed by more than half (1/2) of all the directors. If it is necessary to adopt a resolution, the votes of the proxy attending the meeting shall not be counted as valid votes because the proxy has not been authorized in advance by the principal to vote on the newly added item, unless the proxy has made a similar commitment in the proxy letter.</p> <p>Removal of any proposal from the notice of meeting is subject to the consent of the convener, who shall make an explanation to the meeting.</p>

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48	<p>Article 45 When the Board meeting deliberates on plans, proposals, and reports, to gain a thorough understanding of the key points and the process involved, it may request the proposer to provide an explanation of the proposal or require the head of the responsible department to attend the meeting as a non-voting participant to hear and inquire about the relevant situation, so as to facilitate making correct resolutions. If during the deliberation, the Board finds any unclear aspects or issues with the feasibility of a proposal, it should require the responsible department to provide explanations and may return the item for further processing without putting it to a vote for the time being.</p>	<p>Article 42 When the Board of Directors meeting deliberates on plans, proposals, and reports, to gain a thorough understanding of the key points and the process involved, it may request the proposer to provide an explanation of the proposal or require the head of the responsible department to attend the meeting as a non-voting participant to hear and inquire about the relevant situation, so as to facilitate help the Board of Directors make making correct resolutions. If during the deliberation, the Board finds For any proposals with any unclear aspects or issues with the feasibility of a proposal, it should require the responsible department to provide explanations and may return the item proposal for further processing without putting it to a vote for the time being and suspend its review.</p>
49	<p>Article 46 Independent directors shall provide objective and impartial independent opinions on the matters discussed by the Board. When expressing their opinions, independent directors shall pay particular attention to the following matters:</p> <ol style="list-style-type: none"> 1. material related party transactions; 2. nomination, appointment and removal of directors; 3. appointment or dismissal of senior management member of the Bank; 4. remuneration of Bank’s directors and senior management members; 5. profits distribution plans of the Bank; 6. new or existing loans or other financial dealings between the Bank and its shareholders, actual controllers, and their related parties that exceed one percent of the Bank’s most recently 	<p>Article 43 Independent directors shall giveprovide objective, and impartial and independent opinions on the discussed discussed matters discussed by of the Board of Directors. When expressing their opinions, independent directors shall pay particular attention to In particular, they shall express their opinions to the Board of Directors especially on the following matters:</p> <ol style="list-style-type: none"> 1. material related party transactions; 2. nomination, appointment and removal of directors; 3. appointment or dismissal and removal of senior management member of the Bank; 4. remuneration of Bank’s directors and senior management members; 5. profits distribution plans of the Bank;

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	<p>audited net capital, as well as whether the Bank has taken effective measures to recover any outstanding debts;</p> <p>7. matters that independent directors believe may harm the rights and interests of minority shareholders;</p> <p>8. matters that independent directors believe may cause significant losses to the Bank; and</p> <p>9. other matters stipulated in the Bank's Articles of Association.</p> <p>Independent directors shall explicitly express one of the following opinions on the aforementioned matters:</p> <p>1. agree;</p> <p>2. qualified opinion along with the reasons thereof;</p> <p>3. disagree along with the reasons thereof; and</p> <p>4. unable to express an opinion along with the obstacles preventing them from doing so.</p>	<p>6. new or existing loans or other financial dealings between the Bank and its shareholders, actual controllers, and their related parties that exceed one percent of the Bank's most recently audited net capital, as well as whether the Bank has taken effective measures to recover any outstanding debts;</p> <p>6. engagement or removal of the accounting firm that conducts regular statutory audit on the financial reports of the Bank;</p> <p>7. matters that independent directors believe may harm matters deemed by independent directors as such that may cause a material impact on the lawful rights and interests of the Bank, minority shareholders or financial consumers; and</p> <p>8. matters that independent directors believe may cause significant losses to the Bank; and</p> <p>8. other matters stipulated by laws, regulations, regulatory provisions and in the Bank's Articles of Association of the Bank.</p> <p>Independent directors shall explicitly express one of the following opinions on the aforementioned matters:</p> <p>1. agree;</p> <p>2. qualified opinion along with the reasons thereof;</p> <p>3. disagree along with the reasons thereof; and</p> <p>4. unable to express an opinion along with the obstacles preventing them from doing so.</p>
/	Section 5 Voting and Resolutions	Section 6 Voting and, Resolutions and Record-keeping
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	<p>Article 47 Generally, resolutions shall be made in respect of all the matters discussed at a Board meeting.</p>	<p>Article 44 Where a resolution shall be made in respect of any item discussed at a meeting of the Board of Directors. Generally, resolutions shall be made in respect of all the matters discussed at a Board meeting. in accordance with laws, regulations, regulatory provisions or the Articles of Association of the Bank, the presider shall request the participating directors to vote on such item at appropriate time.</p>
	<p>Article 48 The Board shall neither deliberate on any ad hoc proposals that are not included in the meeting notice, nor make resolutions on matters not listed on the agenda. In the event of an emergency that requires immediate attention at the Board meeting, the presider should put to vote whether the ad hoc proposal should be submitted for deliberation. Deliberation can only proceed if more than half of all directors agree to it. If a resolution is needed, the votes of a proxy director shall not be counted as valid unless the proxy has received prior authorization from the appointing director regarding the new agenda item, or unless the proxy has a similar mandate within the authorization letter.</p>	<p>(The deleted contents have been consolidated into revised Article 41.)</p> <p>Article 48 The Board shall neither deliberate on any ad hoc proposals that are not included in the meeting notice, nor make resolutions on matters not listed on the agenda. In the event of an emergency that requires immediate attention at the Board meeting, the presider should put to vote whether the ad hoc proposal should be submitted for deliberation. Deliberation can only proceed if more than half of all directors agree to it. If a resolution is needed, the votes of a proxy director shall not be counted as valid unless the proxy has received prior authorization from the appointing director regarding the new agenda item, or unless the proxy has a similar mandate within the authorization letter.</p>
51	<p>Article 49 When the Board deliberates on a proposal, all attending directors must express an opinion of approval, disapproval, or abstention.</p> <p>A director attending on behalf of another should exercise the rights on behalf of the appointing director within the scope of authorization.</p> <p>If a director neither attends the Board meeting nor has authorized a representative to attend the meeting on his/her behalf, it shall be considered that he/she has waived his/her right to vote at the meeting.</p>	<p>Article 45 When the Board of Directors considers a proposal, each director shall have one vote, and the participating directors shall express their opinions in favor of or against or abstain from voting. When the Board deliberates on a proposal, all attending directors must express an opinion of approval, disapproval, or abstention. The directors shall vote cautiously and shall not withdraw their votes once they have voted on an item.</p>

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		<p>A director attending on behalf of another should exercise the rights on behalf of the appointing director within the scope of authorization.</p> <p>If a director neither attends the a Board of the Board of Directors nor has authorized a representative to attend the meeting on his/her behalf, it shall be considered that he/she has waived his/her right to vote at the meeting.</p>
52	<p>Article 50 If a Board resolution is made through oral voting, it becomes effective from the date the oral vote is taken; if made through written proposal, it becomes effective from the date the written vote is cast. Written voting shall be valid within the final time limit specified in the meeting notice. As of the end of the last working day within the specified time limit, any director who has not expressed an opinion will be deemed to have abstained.</p>	<p>(Article 54 of the original Procedural Rules is consolidated into this article.)</p> <p><u>Article 46</u> Board meetings may use a show of hands or voting method for resolutions. Where <u>a meeting of the Board of Directors is held by way of on-site meeting, it may vote by show of hands, orally or by ballot.</u></p> <p>If a Board resolution is made through oral voting, it becomes effective from the date the oral vote is taken; Where a meeting of the Board of Directors is held by way of if made through written resolution proposal, it the director's voting becomes effective from the date the written vote is cast. Written voting shall be valid within the final time limit specified in the meeting notice. As of the end of the last working day within the specified time limit, any director who has not expressed an opinion will be deemed to have abstained been absent from the meeting of the Board of Directors.</p>
53	<p>Article 51 Resolutions made by the Board shall be passed by a majority vote of all directors, except for the following significant matters which require approval by more than two-thirds of the directors present and cannot be decided through written proposals:</p> <ol style="list-style-type: none"> 1. profit allocation plan; 2. buy-back of the Bank's share; 	<p>Article 47 Resolutions of made by of the Board of Directors may be adopted when more than half (1/2) of the directors agree through votingshall be passed by a majority vote of all directors, except for the following significant matters that shall be agreed by more than two thirds (2/3) of all directors through voting which require approval by more than two thirds of the directors present and cannot be decided through written proposals:</p>

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	<p>3. issuance of convertible bonds;</p> <p>4. issuance of subordinated bonds;</p> <p>5. issuance of corporate bonds or other securities and listing plan;</p> <p>6. major investment;</p> <p>7. plans on significant asset acquisition, asset disposal, or asset write-off;</p> <p>8. appointment or dismissal of senior management members and decision on their remuneration;</p> <p>9. change of the registered capital of the Bank;</p> <p>10. merger, division, dissolution or liquidation plan of the Bank;</p> <p>11. Bank's annual financial budget plan and final accounting plan;</p> <p>12. engagement, dismissal, or reappointment of accounting firms;</p> <p>13. management rules on the authorization by the Board to the President;</p> <p>14. amendment to Bank's Articles of Association;</p> <p>15. matters involving donations exceeding the annual total or single-transaction limits authorized by the Shareholders' General Meeting for aid in response to major emergency events; and</p> <p>16. other matters that the Board believes will have a significant impact on the Bank and need to be passed by special resolution, or as</p>	<p>1. profit allocation plan;</p> <p>2. capital replenishment plan;</p> <p>3. repurchase buy back of the Bank's share;</p> <p>3. issuance of convertible bonds;</p> <p>4. issuance of subordinated bonds;</p> <p>4. issuance of corporate bonds or other marketable securities and listing plans;</p> <p>6. major investment;</p> <p>5. plans for equity investment, significant asset acquisition, asset disposal, or and asset write-off;</p> <p>6. remuneration plan;</p> <p>7. engagement appointment or removal dismissal of senior management members and decision on their remuneration;</p> <p>8. change of the registered capital of the Bank;</p> <p>9. plans of merger, division, dissolution or liquidation plan of the Bank;</p> <p>10. the Bank's annual financial budget plan and final accounts accounting plan;</p> <p>11. engagement, dismissal, or reappointment of accounting firmsappointment or removal of accounting firms that conduct regular statutory audit on the financial reports of the Bank;</p> <p>12. authorization management measures of the Board of Directors to the president of the Bank management rules on the authorization by the Board to the President;</p>

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	<p>required by relevant regulations of the securities regulatory body in the location where the Bank's stock is listed.</p> <p>If a director has a significant interest in a matter proposed by the Board, the resolution approving such a matter must also be passed by a majority of the directors who do not have a significant interest in it.</p> <p>If a director has a significant interest in a matter proposed by the Board, such directors should abstain from participating in the deliberation of that matter and temporarily leave the meeting room. When calculating whether the resolution mentioned in the second paragraph of this article has been passed, these directors are not counted in the quorum required for the meeting. The Board may make a resolution that such directors need not abstain if necessary.</p>	<p>13. revisionamendment to Bank's Articles of Association of the Bank;</p> <p>14. 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' Meetingmatters involving donations exceeding the annual total or single-transaction limits authorized by the Shareholders' General Meeting for aid in response to major emergency events; and</p> <p>15. other mattersthat the Board believes will have a significant impact on the Bank and need to be passed by special resolution, or as required by relevant regulations of the securities regulatory body in the location where the Bank's stock is listed that require the adoption by special resolutions in accordance with laws, regulations and regulatory provisions.</p>
54	<p>Article 52 If the number of non-associated directors attending the Board meeting is less than three, the Board should make a resolution to submit the proposal to the Shareholders' General Meeting for deliberation and promptly submit the proposal to the Shareholders' General Meeting. The Board's resolution should include an explanation of its deliberation on the proposal and record the opinions of the directors who do not have a significant interest in the proposal.</p>	<p>Article 48 In caseIf a director has a significant interest in any related party relationship with a matter to be discussed proposed by the Board of Directors, the resolution approving such a matter must also be passed by a majority of the directors who do not have a significant interest in itsuch director shall promptly report the situation in writing to the Board of Directors.</p> <p>If a director has a significant interest in a matter proposed by the Board, such directors The director who has any related party relationship with the relevant matter shall withdrawshould abstain from considering such matterparticipating in the deliberation by the Board of Directors of that matter and temporarily leave the meeting room. He/she may neither vote on the matter nor exercise his/her voting rights on behalf of other directors. The meeting of the Board of</p>

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		<p>Directors shall be convened with the attendance of more than half (1/2) of the directors without any related party relationship. The resolution for approving such matter shall be adopted by more than two thirds (2/3) of the directors unrelated to the matter. When the Board of Directors is deciding calculating whether the resolution mentioned in the second paragraph of this article has been passed whether to approve the resolution on the said matter, these directors such related director are shall not be counted in the quorum of required for the meeting. The Board may make a resolution that such directors need not abstain if necessary.</p> <p>In case less than three (3) If the number of non-associated directors unrelated to the matter are present at attending the Board meeting of the Board of Directors is less than three, the Board of Directors shall should make a resolution to present submit the proposal to the Shareholders' General Meeting for deliberation consideration, and shall promptly submit the such proposal to the Shareholders' General Meeting on a timely basis. The Board's resolution should include an explanation of its deliberation on the proposal and record the opinions of the directors who do not have a significant interest in the proposal Such resolution shall outline the consideration of the Board of Directors on the proposal, and record the opinions on the proposal from directors unrelated to the matter.</p> <p>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 <i>Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong</i>) has material interest, and such director shall not be counted into the quorum of the meeting.</p>

**APPENDIX III COMPARATIVE TABLE OF THE AMENDMENTS TO THE PROCEDURAL
RULES FOR THE BOARD OF DIRECTORS**

No.	Provisions before Amendments	Proposed Amendments
55	<p>Article 53 When the Board makes a resolution concerning related-party transactions of the Bank, it must be signed by all independent directors before it takes effect.</p> <p>The opinions expressed by independent directors shall be specified in the Board’s resolution.</p>	<p>(This article has been consolidated into revised Article 43.)</p> <p>Article 53. When the Board makes a resolution concerning related party transactions of the Bank, it must be signed by all independent directors before it takes effect.</p> <p>The opinions expressed by independent directors shall be specified in the Board’s resolution.</p>
56	<p>Article 54 Board meetings may use a show of hands or voting method for resolutions. Each director has one vote. All attending directors can only vote for approval, disapproval, or abstention, and they should vote with caution as once a vote is cast on an agenda item, it cannot be withdrawn.</p>	<p>(This article has been consolidated into revised Article 46.)</p> <p>Article 54. Board meetings may use a show of hands or voting method for resolutions. Each director has one vote. All attending directors can only vote for approval, disapproval, or abstention, and they should vote with caution as once a vote is cast on an agenda item, it cannot be withdrawn.</p>
57	<p>Article 55 If there is an equal number of votes for and against at a Board meeting, the chairman has the right to cast a deciding additional vote.</p>	<p>Article 55. If there is an equal number of votes for and against at a Board meeting, the chairman has the right to cast a deciding additional vote.</p>
58	<p>Article 56 Any written resolution of the Board that is not formed in accordance with the procedures prescribed by laws, regulations, rules, relevant provisions of the securities regulatory body of the location where the Bank’s stock is listed, or the Bank’s Articles of Association does not have the legal effect of a Board resolution. Directors shall be responsible for the resolutions made at Board meetings. If a Board resolution violates laws, regulations, rules, relevant provisions of the securities regulatory body of the location where the Bank’s stock is listed, the Bank’s Articles of Association, or the Shareholders’ General Meeting resolutions, thereby causing loss to the Bank, directors who participated in adopting the resolution shall bear liability for compensation</p>	<p>(This article has been consolidated into revised Article 54.)</p> <p>Article 56 Any written resolution of the Board that is not formed in accordance with the procedures prescribed by laws, regulations, rules, relevant provisions of the securities regulatory body of the location where the Bank’s stock is listed, or the Bank’s Articles of Association does not have the legal effect of a Board resolution. Directors shall be responsible for the resolutions made at Board meetings. If a Board resolution violates laws, regulations, rules, relevant provisions of the securities regulatory body of the location where the Bank’s stock is listed, the Bank’s Articles of Association, or the Shareholders’ General</p>

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No.	Provisions before Amendments	Proposed Amendments
	to the Bank; however, a director who can prove that he/she expressed dissent during the vote and it was recorded in the minutes may be exempt from liability.	Meeting resolutions, thereby causing loss to the Bank, directors who participated in adopting the resolution shall bear liability for compensation to the Bank; however, a director who can prove that he/she expressed dissent during the vote and it was recorded in the minutes may be exempt from liability.
59		(Item (2) of original Article 59 has been consolidated into this article.) <u>Article 49</u> <u>For meetings held on-site, the presider shall announce the statistical results immediately. For meetings conducted in writing, the secretary to the Board of Directors shall promptly notify the directors of the voting results.</u>
60	Article 57 If a director does not sign the meeting minutes, it shall be treated as if he/she was absent from the Board meeting without cause. Article 58 The minutes of the Board meeting serve as the official record of the resolutions made on the matters discussed. Detailed minutes should be kept for all Board meetings. The minutes of the Board meeting should include the following contents: 1. date and venue of the meeting and names of the convener and presider; 2. names of attending directors, as well as the names of directors who were absent but had authorized another director to attend on their behalf and the names of the proxies; 3. agenda of the meeting;	(Relevant contents in the original Article 60 are consolidated into this article.) Article 50 Resolutions shall be adopted for the items discussed at the meeting of the Board of Directors and the meeting minutes shall be prepared. Minutes of a meeting of the Board of Directors shall be made in Chinese, and the minutes shall be truthful, accurate and complete. The minutes of the Board meeting serve as the official record of the resolutions made on the matters discussed. Detailed minutes should be kept for all Board meetings. The minutes of the Board meeting of the Board of Directors should include the following contents: 1. date and venue place of the meeting and names of the convener and chairperson presider ; 2. names of directors who attend the meeting, directors who entrust other persons to attend the meeting and their proxies attending directors, as well as the names of directors

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No.	Provisions before Amendments	Proposed Amendments
	<p>4. key points of the directors’ speeches, including any concerns or objections raised by directors (for meetings conducted via written proposal, the directors’ written feedback shall prevail); and</p> <p>5. voting method and results for each resolution item (the voting result should specify the number of votes in favor, against, or abstained, along with how each director voted).</p> <p>For Board meetings held through written proposals, complete minutes should also be prepared, detailing the opinions expressed by the directors.</p> <p>The Board Secretary should diligently organize the recording and compilation of the discussed matters. The minutes of each Board meeting should be provided to all attending directors for review within fifteen days after the meeting. Directors wishing to revise or supplement the minutes should submit their written comments to the Chairman within one week after receiving the minutes. Once finalized, the attending directors, the Board Secretary, and the recorder should sign the minutes. The Board Secretary should promptly distribute complete copies of the minutes to each director and non-voting participants supervisors, president, and other senior management members who have attended the Board meeting.</p> <p>The minutes of the Board meetings should be properly and permanently archived as important records of the Bank, under the custody of the Board Secretary.</p>	<p>who were absent but had authorized another director to attend on their behalf and the names of the proxies;</p> <p>3. agenda of the meeting;</p> <p>4. key points of the directors’ speeches, including any concerns doubt or objections raised by directors (for meetings held by means of conducted via written proposal, written feedback from director the directors’ written feedback shall prevail); and</p> <p>5. voting method and results for each resolution item matter discussed (the voting result should shall specify the number of affirmative votes, negative votes or abstaining votes as well as the voting of every director votes in favor, against, or abstained, along with how each director voted); and</p> <p>For Board meetings held through written proposals, complete minutes should also be prepared, detailing the opinions expressed by the directors.</p> <p>6. other contents required by laws, regulations, regulatory provisions and the Articles of Association of the Bank.</p> <p>The Board Secretary secretary to the Board of Directors should shall diligently organize the recording and compilation of the discussed matters. The minutes of each Board Board meeting of the Board of Directors should shall be provided to all attending directors for review within fifteen (15) days after the meeting. Directors wishing to revise or supplement the minutes should submit their written comments to the Chairman within one week after receiving the minutes. Once finalized, the attending directors, the Board Secretary</p>

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No.	Provisions before Amendments	Proposed Amendments
		<p>secretary to the Board of Directors, and the recorder should shall sign the minutes. The Board Secretary should promptly distribute complete copies of the minutes to each director and non voting participants supervisors, president, and other senior management members who have attended the Board meeting. The minutes of the Board meetings of the Board of Directors shall be properly and permanently archived as important records of the Bank, under the eustody of the Board Secretary. <u>After reasonable notice is given within a reasonable time.</u> Directors have the right to review the Board resolutions of the Board of Directors, meeting minutes, etc.</p> <p>If a Any director does not who fails to sign the meeting minutes or resolutions without cause, it shall be treated as if he/she was absent from the Board meeting of the Board of Directors without cause.</p>
61	<p>Article 59 After the attending directors have completed their voting, relevant staff of the Board office should promptly collect the ballots from the directors.</p> <p>For meetings held on-site, the convener shall announce the statistical results immediately. For meetings conducted in writing, the convener shall instruct the Board Secretary to timely notify the directors of the voting results.</p>	<p>(This article has been consolidated into revised Article 49.)</p> <p>Article 59 After the attending directors have completed their voting, relevant staff of the Board office should promptly collect the ballots from the directors.</p> <p>For meetings held on site, the convener shall announce the statistical results immediately. For meetings conducted in writing, the convener shall instruct the Board Secretary to timely notify the directors of the voting results.</p>
62	<p>Article 60 The resolutions and meeting minutes of the Board should be filed with relevant regulatory bodies as required by applicable laws, regulations, rules, and the provisions of the securities regulatory body of the location where the Bank’s stock is listed after the meeting has concluded. Such information</p>	<p>(Certain contents have been consolidated into revised Article 50.)</p> <p>Article 51 Resolutions of the Board of Directors and relevant minutes shall be reported to relevant regulatory authorities for filing after the meeting in accordance</p>

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No.	Provisions before Amendments	Proposed Amendments
	<p>should also be announced in designated newspapers and on websites. After reasonable notice is given within a reasonable time, directors have the right to review the Board resolutions, meeting minutes, etc.</p>	<p>with relevantThe resolutions and meeting minutes of the Board should be filed with relevant regulatory bodies as required by applicable laws, regulations, rules, and the provisions of the securities regulatory body of the location where the Bank's stock is listed and regulatory provisions after the meeting has concluded. Such information should also be announced in designated newspapers and on websites. After reasonable notice is given within a reasonable time, directors have the right to review the Board resolutions, meeting minutes, etc.</p>
63		<p>(Newly added article)</p> <p>Article 52 If any of the following circumstances occurs, the resolution of the Board of Directors of the Bank will be invalid:</p> <p>(1) no meeting of the Board of Directors was held to make resolutions;</p> <p>(2) the meeting of the Board of Directors did not vote on resolution matters;</p> <p>(3) the number of people attending the meeting does not reach the number stipulated in the Company Law or the Articles of Association of the Bank; or</p> <p>(4) the number of people who agree to the resolution does not reach the number of people stipulated in the Company Law or the Articles of Association of the Bank.</p>
64		<p>(Newly added article)</p> <p>Article 53 The resolutions of the Board of Directors of the Bank shall be deemed invalid if they violate laws and administrative regulations. If the convening procedures or voting methods of the Board of Directors of</p>

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No.	Provisions before Amendments	Proposed Amendments
		<p>the Bank violate laws, administrative regulations or the Articles of Association of the Bank, or the content of the resolution violates the Articles of Association of the Bank, shareholders may request the people’s court to revoke the resolution within sixty (60) days from the date the resolution is made, unless there are only minor flaws in the convening procedures or voting methods of the meeting of the Board of Directors, which do not have a substantial impact on the resolution.</p>
65		<p>(Certain contents of the original Article 56 are consolidated into this article.)</p> <p><u>Article 54</u> Any written resolution of the Board that is not formed in accordance with the procedures prescribed by laws, regulations, rules, relevant provisions of the securities regulatory body of the location where the Bank’s stock is listed, or the Bank’s Articles of Association does not have the legal effect of a Board resolution. Directors shall be responsible for the resolutions made at Board meetings by the Board of Directors. If any resolution of the Board of Directors resolution violates any laws, administrative regulations, rules, relevant provisions of the securities regulatory body of the location where the Bank’s stock is listed, the Bank’s Articles of Association of the Bank, or resolutions made by the Shareholders’ General Meeting resolutions, thereby loss to the Bank, directors who participated in adopting the resolution shall bear liability for compensation to the Bank; however, a director who can prove that he/she expressed dissent during the vote and it was recorded in the minutes may be exempt from liability 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</p>

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No.	Provisions before Amendments	Proposed Amendments
		<u>minutes as having expressed their opposition to such resolution when they were put to vote shall not be liable for the losses.</u>
66	Article 61 The Board must strictly adhere to the information disclosure regulations of relevant regulatory bodies, ensuring that matters discussed or resolutions made at Board meetings that require disclosure are communicated comprehensively, timely, and accurately. Information involving significant matters should be filed with relevant regulatory bodies as required.	Article 55 The Board of Directors must shall strictly adhere to the information disclosure regulations of relevant regulatory bodies, ensuring that matters discussed or resolutions made at Board meetings that require disclosure are communicated comprehensively, timely, and accurately. disclose its resolutions truthfully, accurately and completely in accordance with the requirements of relevant laws, regulations and regulatory provisions. The disclosed content shall include the time and means of the dispatch of the notice of the meeting of the Board of Directors, the time, place and form of the meeting, the arrangements of directors present by proxy, the voting result of each proposal, reasons for dissenting or abstention votes by directors concerned, among others. Information involving significant matters should be filed with relevant regulatory bodies as required.
67		(Newly added article) Article 56 Where the information of a meeting of the Board of Directors proposed to be disclosed is recognized as state secrets, and the disclosure thereof might lead to the Bank's violations of the laws and regulations or endanger the national security, then the disclosure of such information may be exempted according to the relevant regulations. Where the information of a meeting of the Board of Directors proposed to be disclosed is trade secrets or business sensitive information, and the disclosure thereof might lead to unfair competition, harm the interests of the Bank and investors,

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No.	Provisions before Amendments	Proposed Amendments
		<p>or mislead investors, the disclosure of such information may be suspended or exempted according to the relevant regulations.</p> <p>If the reasons for the suspension or exemption no longer exist, the Bank shall timely disclose relevant information of the meeting of the Board of Directors, and explain, among others, the reasons for not making timely disclosure, the decision-making procedures performed by it for the suspension or exemption, and the confidentiality measures taken by it.</p>
68	<p>Article 62 If matters on which independent directors express opinions are subject to disclosure requirements, the Bank shall announce the opinions of the independent directors in accordance with the regulations. In cases where independent directors have differing opinions and cannot reach a consensus, the Board should disclose each independent director’s opinion separately.</p>	<p>Article 62 If matters on which independent directors express opinions are subject to disclosure requirements, the Bank shall announce the opinions of the independent directors in accordance with the regulations. In cases where independent directors have differing opinions and cannot reach a consensus, the Board should disclose each independent director’s opinion separately.</p>
69	<p>Article 64 The following matters, after being reviewed and agreed upon by the Board meeting, must be approved by the Shareholders’ General Meeting before they can be implemented:</p> <ol style="list-style-type: none"> 1. annual financial budget plan and final accounting plan of the Bank; 2. profit allocation plan and loss recovery plan of the Bank; 3. plan on increase or decrease of the Bank’s registered capital; 4. plans on issuance and listing of convertible bonds, subordinated bonds, corporate bonds and other securities; 5. plan on buy-back of the Bank’s shares; 	<p>Article 58 Matters that fall within the scope of the functions and powers of the Shareholders’ Meeting The following matters, after being reviewed and agreed upon reviewed and approved by the Board of Directors meeting, mustshall be approved by the Shareholders’ General Meeting Shareholders’ Meeting before they can be implemented:</p> <ol style="list-style-type: none"> 1. annual financial budget plan and final accounting plan of the Bank; 2. profit allocation plan and loss recovery plan of the Bank; 3. plan on increase or decrease of the Bank’s registered capital;

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No.	Provisions before Amendments	Proposed Amendments
	<p>6. plans on Bank’s merger, division, dissolution and liquidation;</p> <p>7. amendment to the Bank’s Articles of Association, the Procedural Rules for the Shareholders’ General Meeting of China Construction Bank Corporation or the Procedural Rules for the Board of Directors of China Construction Bank Corporation;</p> <p>8. plans on engagement, dismissal or reappointment of accounting firms; and</p> <p>9. any other matters that are within the authorization of the Shareholders’ General Meeting.</p>	<p>4. plans on issuance and listing of convertible bonds, subordinated bonds, corporate bonds and other securities;</p> <p>5. plan on buy back of the Bank’s shares;</p> <p>6. plans on Bank’s merger, division, dissolution and liquidation;</p> <p>7. amendment to the Bank’s Articles of Association, the Procedural Rules for the Shareholders’ General Meeting of China Construction Bank Corporation or the Procedural Rules for the Board of Directors of China Construction Bank Corporation;</p> <p>8. plans on engagement, dismissal or reappointment of accounting firms; and</p> <p>9. any other matters that are within the authorization of the Shareholders’ General Meeting.</p>
70	<p>Article 65 Resolutions made by the Board shall be executed by the President or the person designated in the resolution, who must report the execution results to the Chairman. The Board Secretary should timely monitor the execution of the resolutions and report their implementation to the Chairman.</p> <p>The Board Secretary should faithfully convey the Chairman’s opinions to relevant directors and other senior management members of the Bank.</p>	<p>Article 59 Resolutions made by the Board of Directors shall be executed by the President senior management or the person designated in the resolution, who mustshall report the execution results to the ChairmanBoard of Directors in an appropriate manner. The Board Secretary should timely monitor the execution of the resolutions and report their implementation to the Chairman.</p> <p>The Board Secretary should faithfully convey the Chairman’s opinions to relevant directors and other senior management members of the Bank.</p>
71	<p>Article 66 At each Board meeting, the Chairman, President, or relevant personnel should report to the Board on the execution of previous Board resolutions; directors have the right to inquire about this from the executors.</p>	<p>Article 60 At each Board meeting, the Chairman, President, or relevant personnel should report to the Board on the execution of previous Board resolutions; directors Directors shall have the right to inquire about this from</p>

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No.	Provisions before Amendments	Proposed Amendments
		the executors. with the executor about the execution results, and further obtain necessary information.
72	Article 68 Matters not covered by the Procedural Rules or any conflicts between the Procedural Rules and laws, regulations, relevant provisions of the securities regulatory body of the location where the Bank’s stock is listed, or the Bank’s Articles of Association that are issued from time to time after the effectiveness of Procedural Rules shall be governed by the aforementioned laws, regulations, relevant provisions, or the Articles of Association of the Bank.	Article 62 Matters not covered by the Procedural Rules or any conflicts between the Procedural Rules and laws, regulations, relevant provisions of the securities regulatory body of the location where the Bank’s stock is listed, regulatory provisions or the Bank’s Articles of Association of the Bank that are newly issued from time to time after the effectiveness of Procedural Rules shall be governed by the aforementioned laws, regulations, relevant regulatory regulatory provisions, or the Articles of Association of the Bank.
73	Article 69 Amendments to the Procedural Rules shall take effect and be implemented after being approved by a majority of the directors and subsequently passed by the Shareholders’ General Meeting through a special resolution.	Article 63 Formulation of and amendments to the Procedural Rules shall take effect and be implemented after being approved by a majority of the directors and subsequently passed by the Shareholders’ General Meeting through a special resolution be submitted to the Shareholders’ Meeting for approval upon review by the Board of Directors.
74	Article 70 Unless otherwise provided in the Procedural Rules, the terms “more than” “within” and “less than” referred to herein shall be inclusive; while terms “below”, “other than”, “over” or “prior to” shall be exclusive.	Article 70 Unless otherwise provided in the Procedural Rules, the terms “more than” “within” and “less than” referred to herein shall be inclusive; while terms “below”, “other than”, “over” or “prior to” shall be exclusive.

Note: The Comparative Table of the Amendments to the Procedural Rules for the Board of Directors is prepared in both Chinese and English. In the case of discrepancy between the two versions, the Chinese version shall prevail.

Special Report on Related Party Transactions of China Construction Bank Corporation in 2024

In accordance with the *Measures for the Administration for Related Party Transactions of Banking and Insurance Institutions* of the NFRA and the *No. 26 Preparation and Reporting Rules of Information Disclosure of Public Offering Companies – Special Provisions on Information Disclosure* of the China Securities Regulatory Commission (CSRC), we hereby report the related party transactions of CCB in 2024 as follows:

I. RELATED PARTY TRANSACTIONS MANAGEMENT

In 2024, CCB has been in strict compliance with the related party transaction regulatory rules, carried out related party transaction management as required, continuously consolidated the foundation of related party transaction management, continuously optimized the related party transaction management mechanism, and comprehensively improved the quality and efficiency of related party transaction management.

- i. **The Board of Directors diligently fulfilled its responsibilities, continuously promoting the solid and comprehensive implementation of regulatory rules on related party transactions.** The Board of Directors of CCB, along with the Related Party Transaction, Social Responsibility and Consumer Protection Committee of the Board of Directors, strictly complied with regulatory requirements in managing related party transactions. In 2024, they reviewed and approved the *Proposal on Signing the Unified Transaction Agreement with China Construction Bank (Asia) Corporation Limited*, listened to the reports on the management of related party transactions in 2023 and H1 2024, and accepted the filing of general related party transactions. During the reporting period, the Board of Directors and the Related Party transaction, Social Responsibility and Consumer Protection Committee continued to pay attention to the compliance with the regulatory requirements on related party transactions and urged the management to implement them on a regular basis.
- ii. **Enhanced routine management and effectively strengthened regulatory compliance in terms of related party transactions.** CCB strictly followed the regulatory requirements related to related party transactions and continuously conducted monitoring, statistics, analysis, reporting and disclosure of related party transactions to ensure that all types of related party transactions were carried out in a compliant manner within the upper limit of the regulatory indicators. At the same time, it carried out regular self-inspections and inspections of related party transactions, identified problems in a timely manner through digital monitoring and screening, on-site inspections and other means, and put forward targeted recommendations for improvement, so as to promote the change of the management of related party transactions to proactive compliance governance.
- iii. **Strengthened collaboration to effectively leverage the cross-departmental management mechanism.** In terms of ex-ante early warning, the related party transaction management information system (hereinafter referred to as “**the system**”) has interacted with nine business components, including public credit, and has carried out real-time analyses of approximately 42,800 transactions since 2024 to provide early warnings of problematic transactions, continuously improving the efficiency of automatic identification of related party transactions. In terms of in-event monitoring, the system has connected with 31 transaction information components, including the

portfolio and treasury transaction components, to further expand the upstream independent reporting data sources and enhance the efficiency of data monitoring and reporting. In terms of ex-post statistics, a total of approximately 1,118,500 related party transactions were extracted during the year, effectively supporting the timeliness and accuracy of regulatory statements and information disclosure data.

- iv. **Improved system functions and promoted the upgrading of related transaction management.** The system has been put into production 17 times throughout the year, with 335 new or optimized function points. The localized migration and reconstruction of the system have been realized, improving the standardization of related party transactions, the accuracy and timeliness of data reporting, and making the online operation of the whole-procedure related party transaction management more convenient. This not only meets the needs of regulatory reporting and information disclosure, but also empowers the grassroots and reduces their burden effectively.
- v. **Enhanced training and publicity, and continuously solidified the foundation of related party transaction management.** CCB enhanced the relevance and coverage of training sessions on related party transactions by combining specialized and course-based training, continuously strengthened the professional guidance for staff working in related party transaction positions to improve their capability in fulfilling their roles, and intensified the promotion of related party transactions. This involved continuously disseminating information about the basics of related party transactions, pricing requirements, and common questions, with the aim of integrating the concept of related party transactions into operational management and daily activities. This effort sought to elevate the entire organization's compliance awareness on related party transactions.

II. ABOUT RELATED PARTIES

As at December 31, 2024, in accordance with the regulations on related party transactions issued by the NFRA, CSRC, Shanghai Stock Exchange, and Hong Kong Stock Exchange, a total of 5,184 related parties by the full standard had been identified and registered in CCB's related party transaction management system after de-duplication. Among these, there were 1,569 related legal person or non-legal person organizations and 3,615 related natural persons. The number of related parties under different regulatory standards are as follows:

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Number of Related Parties Under Different Regulatory Standards

Regulatory standard	Category of related party	Number in 2024 (December 31, 2024)	Number in 2023 (December 31, 2023)
NFRA	Related legal person or unincorporated organization	1,553	1,289
	Related natural person	3,453	3,469
CSRC (SSE)	Related legal person or unincorporated organization	27	26
	Related natural person	291	312
Hong Kong Stock Exchange	Related legal person or unincorporated organization	5	4
	Related natural person	<u>286</u>	<u>287</u>
Total (After eliminating duplication)	Related legal person or unincorporated organization	1,569	1,292
	Related natural person	<u>3,615</u>	<u>3,617</u>

The related natural persons primarily include the directors, supervisors, senior management members of CCB, important branch managers and deputy managers, individuals who have the authority to approve or make decisions on core businesses such as large credit grants and asset transfers, as well as the close relatives of the aforementioned persons. The related legal persons mainly consist of legal or non-legal organizations that are controlled, jointly controlled, or significantly influenced by CCB or the aforementioned related natural persons.

III. RELATED PARTY TRANSACTIONS

In 2024, CCB strictly complied with the regulatory policy on related party transactions, thoroughly implemented regulatory requirements, continued to enhance daily monitoring of related party transactions, regulatory reporting, summary reporting, information disclosure, etc., and conducted all types of related party transactions in a compliant manner within the upper limit of the regulatory indicators.

i. Standards of the NFRA

Under the statistical scope defined by the NFRA, related transactions of CCB include credit transactions, asset transfer transactions, service transactions, deposits, and other transactions. As at December 31, 2024, after excluding guarantee deposits, pledged certificates of deposit, and CGBs provided by the related party at the time of credit granting, the total credit balance of CCB to all related parties by the NFRA's standard was RMB278,029 million, accounting for 6.87% of the net capital, which did not exceed

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the regulatory limit¹. In 2024, except for transactions under the *Unified Transaction Agreement* (UTA) with China Construction Bank (Asia) Corporation Limited (hereinafter referred to as “CCB Asia”), a related party, the total amount of asset transfer transactions with related parties amounted to RMB16,919 million, the total service transaction amount was RMB21,281 million, and the amount for deposits² and other transactions totaled RMB366,484 million. CCB and CCB Asia entered into a *Unified Transaction Agreement* on November 11, 2024 for a valid period of three years from November 15, 2024 to November 14, 2027. From November 15 to December 31, 2024, the cumulative amount of local and foreign currency bond business under the UTA was RMB16,121 million, and the cumulative amount of foreign exchange spot business was RMB548 million, which did not exceed the caps agreed in the UTA.

ii. Standards of the CSRC and SSE

Within the scope defined by CSRC and SSE, the related transactions of CCB include deposit transactions, credit transactions, asset management product transactions, and service transactions. As at December 31, 2024, the total outstanding credit balance of all related parties at CCB by the standards of CSRC and SSE was RMB3,409 million, and the deposit balance was RMB123 million. Throughout 2024, the total amount of asset management product transactions with related parties was RMB40,373,200, and the total amount of service transactions was RMB31,300.

iii. Standards of the SEHK

The related transactions of CCB under the SEHK standards in 2024 included asset management product transactions and service transactions. Among them, the total amount of asset management product transactions is RMB11,753,700, and the total amount of service transactions is RMB4,000.

¹ According to Article 16 of the *Measures for the Administration for Related Party Transactions of Banking and Insurance Institutions*, the balance of credit granted by a banking institution to all related parties shall not exceed 50% of the net capital of the banking institution as at the end of the previous quarter.

² Excluding demand deposits, Article 57 of the *Measures for the Administration for Related Party Transactions of Banking and Insurance Institutions* provides that demand deposit transactions are exempt from the review and disclosure requirements that apply to related party transactions.

Report on the Implementation of the *Plan on Authorization of the Shareholders' General Meeting to the Board of Directors of China Construction Bank Corporation in 2024*

In accordance with the relevant provisions of the *Plan on Authorization of the Shareholders' General Meeting to the Board of Directors of China Construction Bank Corporation* (hereinafter referred to as the "**Authorization Plan**"), CCB assessed and analyzed the implementation of the *Authorization Plan* from 1 January to 31 December, 2024.

In 2024, the Board of Directors of CCB strictly complied with the provisions of the *Authorization Plan*, conscientiously performed its duties, made rational and prudent decisions, exercised its powers in a standardized manner, and did not approve any matters in excess of the authorization granted by the shareholders' general meeting.

Report on Large Shareholder and Major Shareholder Assessment of China Construction Bank in 2024

According to the *Interim Measures for Equity Management of Commercial Banks, Measures for Supervision of Behaviors of Large Shareholders of Banking and Insurance Institutions (Trial)* and other relevant requirements, the Board of Directors of CCB has assessed the qualifications, financial status, credit granting, shareholding, commitment fulfillment, implementation of the Articles of Association of CCB and the terms of agreements, exercise of shareholder rights and performance of responsibilities and obligations, compliance with laws, regulations and regulatory provisions, nomination of directors, support for CCB's capital replenishment, etc. of the large shareholder and major shareholder of CCB in 2024. The particulars of the assessment are reported as follows:

I. SCOPE OF ASSESSMENT

The scope of this assessment covers the large shareholder and major shareholder of CCB, which is Central Huijin Investment Ltd. (hereinafter referred to as “**Huijin**”).

At the end of 2024, Hong Kong Securities Clearing Company Nominees Limited (“**HKSCC Nominees Limited**”) held 37.52% of shares in CCB. However, HKSCC serves as the depository of the Stock Exchange of Hong Kong (“**SEHK**”) clearing system. It is a centralized agent of anonymous shareholders of companies listed in Hong Kong, rather than a single shareholder, thus falling outside the scope of this assessment.

II. QUALIFICATIONS AND FINANCIAL STATUS OF THE SHAREHOLDER

CCB has assessed Huijin's qualifications, financial status, credit granting, and shareholding, specifically:

i. Qualifications

Huijin is a wholly state-owned investment company funded and established by the state in accordance with the Company Law upon the approval of the State Council.

Huijin makes equity investment in key state-owned financial institutions as authorized by the State Council, and exercises the contributors' rights and obligations in key state-owned financial institutions up to its contribution on behalf of the State to achieve preservation and appreciation of state-owned financial assets. Huijin neither engages in other business activities nor intervenes in the daily operation of the major state-owned financial institutions of which it is the controlling shareholder. The capital Huijin has contributed to CCB comes from legal and compliant sources. Huijin is free of false capital contribution, revolving capital contribution, or capital withdrawal.

ii. Financial status

According to the auditor's report disclosed by Huijin, by the end of 2023, Huijin recorded total assets of RMB6,920,085.1478 million, total liabilities of RMB509,389.8751 million, owners' equity of RMB6,410,695.2727 million, and a liability-to-asset ratio of 7.36%; in 2023, Huijin's operating income was RMB578,350.5256 million, net profit was RMB564,672.0151 million, net cash flows from operating activities were -RMB53,436.9387 million, and net cash flows from investing activities were RMB154,237.8317 million.

iii. Credit granting

As at December 31, 2024, CCB's credit balance for Huijin was RMB116,855 million, accounting for 2.72% of CCB's net capital of RMB4,303,263 million, meeting the relevant requirements of the *Interim Measures for Equity Management of Commercial Banks*, where the proportion should be below ten percentage points.

iv. Shareholding

Huijin has been the controlling shareholder of CCB since September 2004 when CCB was reorganized and restructured into a joint stock company. In 2024, Huijin held a stable quantity of shares at CCB. Specifically, it held 142,590,494,651 H shares and 267,392,944 A shares, accounting for 57.14% of the total share capital of CCB. The shares held were not frozen or pledged.

III. EXERCISE OF RIGHTS AND OBLIGATIONS BY THE SHAREHOLDER

In 2024, Huijin exercised shareholder rights and obligations as per the applicable laws, regulations, and regulatory requirements as well as the provisions set out in the Articles of Association of CCB. Particulars are set out as below:

i. Fulfillment of commitment

In September 2004, Huijin undertook that it would fairly treat its investments in commercial banks, and would not abuse its shareholder position at CCB or the information it would obtain through its shareholder position at CCB to make decisions detrimental to CCB but beneficial to other commercial banks. In April 2016, Huijin undertook not to intervene with the operation and management activities of CCB and not to misappropriate the interests of CCB. Huijin was not found to have violated any of the above undertakings in 2024.

ii. Implementation of the Articles of Association

In 2024, Huijin exercised shareholder rights and performed shareholder obligations in strict accordance with the *Articles of Association* of CCB, and appointed representatives to attend all shareholders' meetings of CCB where it exercised voting rights according to law. It assigned non-executive directors to take part in the decision-making process of CCB's Board of Directors. It gave advice on the operations of CCB according to law. It practiced the principle of good faith, exercised the rights of contributors in

compliance with laws and regulations, and did not abuse its controlling shareholder position to seek improper benefits or harm the interests of CCB, other shareholders, and creditors. It did not trade CCB's shares illegally; the trades between Huijin and CCB are compliant with the regulatory requirements by the NFRA and the *Articles of Association of CCB*; all fund transfers between Huijin and CCB were normal operating transactions. There was no misappropriation of CCB's funds for non-operating purposes.

iii. Compliance with laws, regulations and supervision provisions

In 2024, Huijin abode by the pertinent laws, regulations and supervision provisions, falling none of the following circumstances: subject to any investigation by competent authorities, coercive measures taken by judicial authorities or disciplinary inspection departments, transfer to judicial authorities or investigation for criminal responsibility, investigation or administrative penalty by China Securities Regulatory Commission ("CSRC"), restricted access to market, identification as unqualified, penalty by other administrative authorities such as environmental protection, public security, and taxation administrations, or public reprimand by the stock exchanges. Moreover, Huijin didn't fail to perform any effective judgment of the court or pay off any due debt of large amount.

iv. Nomination of directors

In August 2024, due to a change in work, the director nominated by Huijin, Shao Min, submitted a resignation to CCB's Board of Directors. As at the end of 2024, the number of non-executive directors in the Board of Directors of CCB nominated by Huijin was four.

v. Support for CCB's capital replenishment

In 2024, CCB issued RMB135 billion of tier-2 capital bonds in China with the support of Huijin, a move that replenished its capital effectively. CCB also issued RMB50 billion in RMB TLAC non-capital bonds to enhance TLAC. In addition, Huijin supported CCB's profit distribution plans in previous years, so that CCB could replenish internal capital and guarantee shareholders' dividend income.

For the next step, CCB will strictly follow the provisions of the NFRA for equity management, and thoroughly understand the principles and key points put forth by the NFRA in terms of corporate governance and equity supervision. CCB will continue to strengthen system building, further improve equity management, and conduct shareholder assessment on a regular basis to ensure business development can comply with the pertinent laws and regulations.

The above is hereby reported.

China Construction Bank Corporation
Work Report of the Independent Director – Graeme Wheeler for 2024

In 2024, in accordance with domestic and overseas laws and regulations, regulatory requirements and normative documents including the *Company Law of the People’s Republic of China*, the *Securities Law of the People’s Republic of China*, the *Corporate Governance Guidelines for Banking and Insurance Institutions*, the *Measures for the Administration of Independent Directors of Listed Companies*, the *Rules Governing the Listing of Stocks on Shanghai Stock Exchange*, and the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*, as well as the *Articles of Association of China Construction Bank Corporation* (hereinafter referred to as the “**Articles of Association of CCB**”), the *Independent Director Work System of China Construction Bank Corporation (Version 2024)*, etc., the independent director Graeme Wheeler (hereinafter referred to as “**Director Wheeler**”) of China Construction Bank Corporation (hereinafter referred to as “**CCB**”) attended meetings of the Board of Directors and its special committees on time, actively participated in the discussion of various topics, fully expressed his independent opinions, and vigorously supported the Board of Directors of CCB to make sound decisions. Meanwhile, by leveraging their international vision, professional background, and working experience, through the meetings of the Board of Directors and its special committees, special meetings of independent directors, special communication meetings, and research forums, Wheeler and other independent directors offered valuable opinions and suggestions on CCB’s business operation and management from multiple perspectives such as international and domestic macro situations, latest scientific and technological development trends and risks in key areas.

Over the past year, in accordance with laws and regulations, regulatory requirements, and the provisions of the Bank’s Articles of Association, Wheeler and other independent directors of CCB faithfully and diligently performed their duties, gave full play to their role in participating in decision-making, supervision & check and balance, and consulting, further advanced CCB’s high-quality development of substance, boosted the comprehensive improvement of CCB’s business operation and management, and effectively safeguarded the legitimate rights and interests of CCB as well as its entire shareholders and stakeholders. Below is a report on Director Wheeler’s fulfillment of duties in 2024:

I. PROFILE OF DIRECTOR WHEELER

As at December 31, 2024, CCB had six independent directors accounting for more than one third of the members of the Board of Directors, which complies with relevant laws, regulations and the Articles of Association of CCB. Independent directors of CCB come from the US, the UK, France, and New Zealand, as well as Hong Kong SAR, Macao SAR of China, and other countries or regions. They are experts in financial regulation, finance and tax, bank administration, external audit, credit rating, and accounting. The chairmen of four special committees under the Board of Directors of CCB, i.e., the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Related Party Transaction, Social Responsibility and Consumer Protection Committee are all independent directors. The Board of Directors of CCB has received from each independent director the self-assessment documents on independence signed according to the *Management Measures for Independent Directors of Listed Companies* and the *Guidelines of the Shanghai Stock Exchange for Self-regulation of Listed Companies No. 1 – Standard Operations*. Upon assessment, it has been determined that the independent directors do not hold any other position in CCB other than that of a director, and there are direct or indirect interests between

them and the Bank and its major shareholders and actual controllers. There are neither other relationships that might affect their ability to make independent and objective judgments, nor the eight circumstances that would disqualify them from serving as independent directors as stipulated in the *Management Measures for Independent Directors of Listed Companies*, the *Guidelines No. 1 of the Shanghai Stock Exchange for Self-regulation of Listed Companies – Standard Operations*. They meet the relevant requirements for the independence of independent directors.

Director Wheeler has served as independent director of the Bank since October 2019. He has served as independent director of Rendeavour, an African city builder, since June 2024 and as non-executive director of Thyssen-Bornemisza Group since 2017. He served as governor of Reserve Bank of New Zealand from 2012 to 2017, non-executive director of Thyssen-Bornemisza Group and cofounder of Privatisation Analysis and Consulting Ltd. from 2010 to 2012, managing director responsible for operations of World Bank from 2006 to 2010, vice president and treasurer of World Bank from 2001 to 2006, director of financial products and services department of World Bank from 1997 to 2001, treasurer of New Zealand Debt Management Office (NZDMO) and deputy secretary to New Zealand Treasury from 1993 to 1997, director of macroeconomic Policy of New Zealand Treasury from 1990 to 1993, economic and financial counsellor of New Zealand Delegation to the OECD, Paris, from 1984 to 1990 and an advisor in the New Zealand Treasury from 1973 to 1984. Director Wheeler was awarded Companion of the New Zealand Order of Merit in 2018. He obtained his master's degree of commerce in economics from University of Auckland in 1972.

Training in 2024: To fully perform duties in accordance with laws and regulations and continuously enhance the ability to perform duties, independent directors of CCB strengthened research on domestic and overseas regulatory policies, continued to track latest changes in regulatory policies, actively participated in training on the revision of the Company Law, anti-corruption and anti-bribery, ESG and sustainability disclosure requirements, relevant laws and regulations on prevention of financial fraud, etc., and kept enhancing their duty performance ability and decision-making effectiveness.

II. DIRECTOR WHEELER'S FULFILLMENT OF DUTIES IN THE YEAR

i. Meeting attendance of Director Wheeler

In 2024, CCB convened three Shareholders' General Meetings: The Annual General Meeting of 2023 on June 27, 2024, the First Extraordinary General Meeting of 2024 on April 29, 2024, and the Second Extraordinary General Meeting of 2024 on November 28, 2024. Throughout the year, CCB convened 11 meetings of the Board of Directors, where the attendees discussed 94 proposals, reviewed one proposal, and referred to 44 proposals; and CCB convened 31 meetings of special committees, where the attendees discussed and reviewed 226 proposals.

In 2024, Director Wheeler attended the Shareholders' General Meetings and meetings of the Board of Directors and its special committees on time, reviewed the resolutions made by the Board of Directors and its special committees, and expressed independent opinions. No objection has been raised to the matters for deliberation. No other special powers have been exercised. Director Wheeler's attendance at the Shareholders' General Meeting and meetings of the Board of Directors and its special committees are presented as follows:

Independent Director	Shareholders’	Meetings of	
	General Meeting	the Board of Directors	
	Attendance in	Attendance in	Attendance by
	person	person	proxy
Director Graeme Wheeler	3/3	9/11	2/11

Director Graeme Wheeler’s attendance at meetings of each special committee under the Board of Directors is as follows:

Independent Director	Audit Committee		Risk Management Committee		Nomination and Remuneration Committee		Related Party Transaction, Social Responsibility and Consumer Protection Committee	
	Attendance in	Attendance by	Attendance in	Attendance by	Attendance in	Attendance by	Attendance in	Attendance by
	person	proxy	person	proxy	person	proxy	person	proxy
Director Graeme Wheeler	6/6	0/6	6/6	0/6	7/8	1/8	6/6	0/6

Notes:

- (1) “Attendance in person” refers to attending meetings in person or on telephone or by video conference.
- (2) During the reporting period, independent directors who did not attend the meetings of the Board of Directors and its special committees in person appointed other independent directors to attend the meetings and exercise voting rights on their behalf.

ii. Communication between independent directors, including Wheeler, and parties of corporate governance

Director Wheeler actively performed his duties. In addition to attending the Shareholders’ General Meetings, meetings of the Board of Directors and its special committees, he actively attended special meetings of independent directors, directors’ communication meetings, and special communication meetings, took the initiative to carry out special research, and maintained adequate and effective communication with the shareholders, especially minority shareholders, the chairman and other members of the Board of Directors, members of the Board of Supervisors, Senior Management and other parties of corporate governance. Upon assessment, Director Wheeler performed his duties in conformity with relevant laws, regulations, and relevant requirements of regulatory authorities in terms of the time, methods and work content. According to relevant requirements of laws, regulations and regulatory requirements and work needs, Director Wheeler maintained sufficient communication with the internal audit departments of CCB and the external auditors for CCB on finance, business and other relevant matters and earnestly fulfilled relevant responsibilities and obligations. CCB actively provided necessary working conditions and personnel support for Wheeler and other independent directors to ensure their full performance of duties.

First, accurately judging macroeconomic development trends and promoting CCB's high-quality development of substance. Wheeler and other independent directors expressed their opinions through the meetings of the Board of Directors, the formal meetings of special committees, directors' communication meetings, etc., thoroughly analyzed and assessed the impact of geopolitics, the macroeconomic situation, capital market fluctuations, etc. on the operations of CCB, urged the management to actively seize the development opportunities brought by the transformation and upgrading of the domestic economy, and formulated the development guidelines for the 15th Five-year Plan period in a forward-looking manner. Independent directors continued to strengthen communication with parties of corporate governance, paid attention to key issues in the Bank's operation and development from an international viewpoint, explored new models of technology finance services and wealth management, actively promoted digital transformation, and provided strong support and guarantee for the Board of Directors to make sound decisions.

Second, paying attention to study of major issues and giving full play to the role in providing decision-making references and supervision. Wheeler and other independent directors had special-topic communication with the management. Five special meetings of independent directors were organized and convened centering around topics such as development of retail banking and corporate banking, real estate credit risk, business management of CCB Life, AI application, and execution of the FinTech strategy. Wheeler and other independent directors paid great attention to compliant, steady development of overseas business. They paid survey visits to overseas institutions such as New York Branch and CCB Europe and instructed overseas institutions to implement regulatory requirements, improve risk control and compliance management capacity and level, and take solid steps to enhance CCB's ability to participate in international competition. They urged the management to strengthen management of capital planning and resource allocation to make sure that the Group's capital level fully covers all major risks and maintains sufficient capital cushion, and studied and reviewed proposals on the annual issuance plan of financial bonds of the Group, the planned quota of capital instruments for issuance, the quota of total loss-absorbing capacity (TLAC) non-capital bonds for issuance, subscription and issuance of capital instruments, the annual report on capital adequacy ratio management, the annual disclosure report of capital adequacy ratio, the Pillar 3 capital management information disclosure report, the internal capital adequacy assessment report, etc., fully giving play to their role as independent directors in providing decision-making references and supervision.

Third, always giving prominence to risk prevention and control and providing important guarantees for steady development of CCB. Wheeler and other independent directors were dedicated to urging CCB to strengthen active control of all types of risks and to refine the implementation of the expected credit loss approach, paid adequate attention to the development trends of the real estate industry and inclusive finance areas, risk control of overseas institutions and management of business continuity and IT related risks, and paid great attention to the risks and challenges brought by generative AI. They guided CCB to improve the long-term mechanism for preventing and defusing local government debt risks, follow the principle of being market- and law-based, and support resolution of existing debt risks and strict control of incremental debt in accordance with laws and regulations. Independent directors urged CCB to earnestly implement the regulatory requirements for systemically important banks, studied and reviewed the *Measures for Management of the Work of Systemically Important Banks (Version 2024)*, instructed the management to update and refine the recovery and resolution plan, and urged CCB to strengthen emergency drills for

extreme scenarios. They also paid great attention to AML and sanctions compliance capability building, studied the reports on the Group's AML efforts and the assessment of the AML capacity of overseas institutions, and guided CCB to improve its AML work system and make the AML system more intelligent.

Fourth, adhering to effective combination of Chinese characteristics and international trends and promoting integration of ESG into all respects of operation and management. Independent directors periodically discussed the progress of ESG work, thoroughly studied the fulfillment of ESG goals, the innovation and practice of the ESG rating system, privacy and data security, etc., intensified efforts to build an ESG talent team, and urged CCB to strengthen management of climate-related risks and opportunities and implement the latest requirements on climate-related information disclosures specified by domestic and overseas regulators, helping CCB achieve excellent results in implementing and advancing the ESG work plan. Independent directors periodically reviewed reports on consumer protection, urged the management to follow the guidance of regulatory requirements, periodically assessed branches' implementation of consumer protection work, conducted internal audits of consumer protection work, and conducted special research on the challenges faced in consumer privacy and data security and their response measures. CCB's MSCI ESG rating jumped to AAA, the global leading level, laying a solid foundation for CCB to realize its vision of "becoming a world-leading sustainable development bank".

III. WHEELER AND OTHER INDEPENDENT DIRECTORS' KEY CONCERNS DURING FULFILLMENT OF DUTIES IN THE YEAR

i. Related party transactions that should be disclosed

In 2024, independent directors of CCB attached great importance to and continuously promoted management of related party transactions and performed their duties of supervising related party transactions. Independent directors strengthened supervision and review of related party transactions through the Related Party Transaction, Social Responsibility and Consumer Protection Committee of the Board of Directors, confirmed the information on related parties, and supervised and guided the management in strengthening standardized, systematic and intelligent management of related party transactions, improving the mechanism for risk control of related party transactions, strengthening the capacity for management of related party transactions, and safeguarding the rights and interests of CCB and relevant parties. In 2024, independent directors supervised and guided the management of related party transactions, continuously enhanced the third line of defense for management of related party transactions, optimized risk control measures, and consolidated the foundation for comprehensive management of related party transactions; they established the mechanism for periodically reporting internal audits of related party transactions and cooperated with the Board of Supervisors in completing supervision and assessment of related party transactions; they reviewed and approved the signing of the *Unified Transaction Agreement* between the Head Office and CCB Asia, the special report on related party transactions and their management and other matters, filed general related party transactions in an orderly manner, further improved the ability to enforce policies on related party transactions, and supported high-quality business development through compliance of related party transactions.

ii. Disclosure of financial information in financial and accounting reports and periodic reports and internal control assessment reports

In 2024, independent directors of CCB continued to improve financial and accounting information governance and strengthened supervision and review of financial reports. Independent directors kept abreast of changes in the economic and financial situation, accounting standards, overseas laws and regulations and regulatory policies, and paid adequate attention to the trends and changes of the real estate industry and inclusive finance areas and credit risk exposures of overseas institutions and the changes in the amounts of overdue non-NPLs and loans with modified terms. They promoted the improvement of the implementation of the expected credit loss approach and studied and analyzed the impact of risk exposures on asset classification, the expected credit loss model and provision results in a forward-looking manner. Independent directors urged the Board of Directors to fully perform financial and accounting supervision and review functions, strictly implement the mechanism for pre-communication on periodic reports, and make sure that financial information is authentic, objective, complete and accurate; they strictly ensured fairness of financial information, continuously paid attention to post-reporting-period adjusting events of financial reports and their financial treatment and required adjusting the tables and reconciling the accounts in a timely manner. In 2024, independent directors reviewed and approved the 2023 annual report and the interim report and quarterly reports of 2024, guided the response to asset quality and net interest margin related challenges, strictly implemented the requirements of following the *Accounting Law* and managing the quality of accounting information, and continuously improved the report preparation quality and the level of information disclosure.

Independent directors of CCB attached great importance to the effectiveness of internal control. They took internal control assessment as an important measure for enhancing internal control management level and continuously conducted internal control assessment. They reviewed and approved the 2023 internal control assessment report and the work plan for internal control assessment for 2024, and urged the management to make full use of the internal control assessment results in previous years, improve institutions' self-assessment quality, and re-examine the policies on and measures for internal control assessment such as the identification criteria of internal control defects based on key regulatory concerns and CCB's operation and management priorities. Meanwhile, independent directors continuously paid attention to coordination between internal control assessment and internal auditing, paid attention to internal control defects identified in internal and external audits and internal control assessments, and promoted remediation of internal control defects from the root, further improving the soundness and effectiveness of internal control systems, mechanisms and policies.

iii. Engagement or replacement of the accounting firm providing auditing services for listed companies

CCB continued to engage Ernst & Young Hua Ming LLP (Special General Partnership) as the domestic accounting firm for CCB and its domestic subsidiaries in 2024 and engage EY as the international accounting firm for CCB and its major overseas subsidiaries in 2024 after deliberation and approval at CCB's Annual General Meeting of 2023. Independent directors held that the accounting firm engaged by CCB conducted audit work independently, objectively and fairly, and performed all tasks properly.

iv. Appointment or replacement of the finance manager of listed companies

In 2024, CCB did not engage or replace the finance manager of listed companies. With the approval of regulators, Mr. Sheng Liurong has served as CFO of CCB since November 2022.

v. Nomination, appointment or replacement of Directors, and appointment or replacement of Senior Management members

In 2024, independent directors of CCB paid close attention to changes in members of the Board of Directors and the Senior Management and ensured timely nomination of directors and selection of independent directors. The Board of Directors reviewed and approved the proposal on the appointment of Mr. Zhang Jinliang and Mr. Zhang Yi and relevant arrangements, and the Shareholders' General Meeting and the Board of Directors reviewed and approved the proposal on the reappointment of Mr. William Coen and Mr. Leung Kam Chung, Antony as independent directors and the appointment of Mr. Lin Zhijun as independent director. Meanwhile, independent directors advanced appointment or replacement of senior management members in an orderly manner. The Board of Directors reviewed and approved the proposal on the appointment of Mr. Zhang Yi as President and the proposal on the appointment of Vice President Wang Bing concurrently as Board Secretary of CCB and the appointment of Mr. Li Jianjiang as Vice President and CRO of CCB. Independent directors agreed to the appointment or replacement of Directors and Senior Management members of CCB.

vi. Remuneration of Directors and Senior Management members

In 2024, independent directors of CCB actively promoted the improvement of the remuneration incentive and restraint mechanism, optimized the performance appraisal plan, drafted the 2023 remuneration allocation and settlement plan and 2024 performance appraisal plan for Directors and Senior Management members, and submitted them to the Board of Directors and the Shareholders' General Meeting for approval according to the Articles of Association of CCB. Independent directors agreed to the remunerations of CCB's Senior Management members.

vii. Implementation of information disclosure

In strict accordance with laws, regulations, and provisions of the Articles of Association, CCB promptly, completely, and accurately disclosed periodic reports, such as the 2023 annual report, the interim report and quarterly reports of 2024, and ad-hoc announcements in 2024. CCB released periodic reports four times, monthly return of equity issuer on movements in securities 12 times, and 81 ad-hoc announcements on platforms such as Shanghai Stock Exchange and the Hong Kong Stock Exchange, prepared more than 340 information disclosure documents, and released the Japanese versions of periodic reports at Kanto Local Finance Bureau twice. Independent directors actively performed their duties in the preparation and disclosure of periodic reports and had full communication and discussion with the internal audit departments of CCB and external auditors on the annual audit work. On the basis of performing the statutory disclosure obligation in a legal and compliant manner, independent directors guided CCB to improve the disclosure quality and effectiveness of periodic reports, and paid survey visits to some branches of CCB centering around the priorities such as technology finance, green finance, inclusive finance, pension finance and digital finance, enriched the content and forms of disclosure through periodic reports such as the annual report.

They encouraged CCB to describe in detail CCB's sound financial situation and operating results and information of corporate governance and ESG management with texts and pictures and vividly showcase CCB's achievements in upholding the long-term development philosophy, serving the real economy, and promoting development of substance. Meanwhile, they pushed for the improvement of the institutional system for information disclosure, and reviewed and approved the *Measures of China Construction Bank Corporation for Management of People with Inside Information (Version 2024)*, which has further defined the subjects responsible for management of people with inside information and the management procedures and requirements, enumerated the definitions and scope of inside information and people with inside information and dynamically integrated the information disclosure management system, laying a solid foundation for information disclosure compliance.

viii. Operation of the Board of Directors and its special committees at which Director Wheeler works

With a view to the current and mid- and long-term sustainable development of CCB, independent directors, by their expertise and abundant experience in their respective areas, offered opinions and suggestions and effectively implemented the resolutions of the Board of Directors. They also pushed forward the strategic development of CCB, upheld the legitimate rights and interests of stakeholders of CCB including its shareholders, financial consumers and employees, and continued to refine its systems and mechanisms for corporate governance and ensure the orderly operation of corporate governance.

In 2024, the Board of Directors made rational and prudent decisions in accordance with laws and regulations, the Articles of Association of CCB, and the authorization of the Shareholders' General Meeting. The topics it reviewed cover various areas including revisions of important policies and regulations, the annual and middle-term profit distribution plans, issuance of capital instruments and bonds, the annual business plan and the fixed asset investment budget, periodic financial reports, nomination of directors and appointment of Senior Management members, etc.

In 2024, the Audit Committee convened six official meetings in total, one pre-communication meeting for annual financial report, one pre-communication meeting for interim financial report, and two separate communication meetings with the external auditors. The Committee supervised and reviewed periodic reports. It strictly implemented the pre-communication system for annual and interim financial reports and fully exchanged views with the management and external auditors; continuously followed up the impact of the changes in the macro situation and regulatory policies on CCB's operation and management and asset quality, helping ensure steady operation of CCB; strengthened accounting information governance and improved the level of refined management; and tracked closely the major issues related to business operation and management, risk management and internal control and pushed for the improvement of the quality of financial reports and information disclosure level. The Committee supervised and assessed external auditors' work. It supervised and pushed for the annual assessment of external auditors' work and used it as important reference for engagement of external auditors; periodically listened to external auditors' reports on auditing of financial reports, studied external auditors' management recommendations, strengthened management of non-audit services, communicated with external auditors on key audit matters, and periodically accepted external auditors' work summaries and documents for filing. The Committee pushed for further improvement of the institutional system for external auditor management and fully implemented the regulatory requirements on external auditor management and audit information

security management. The Audit Committee supervised and assessed internal control and internal audit work. It paid attention to internal control work, periodically assessed the effectiveness of internal control, issued an assessment report and disclosed it to the public; paid attention to relevant findings and remediation of internal control defects identified in internal and external audits and internal control assessments and promoted continuous improvement and optimization of internal control. The Committee paid attention to internal audit work, listened to internal audit plans and their updates, conducted assessment of internal audit work, promoted external assessment of internal audit quality, periodically listened to summary reports on internal audit findings, continuously pushed for remediation of internal audit findings, and promoted coordination of internal and external audit efforts.

The Risk Management Committee convened six meetings in total. The Risk Management Committee paid close attention to domestic and overseas economic and financial situations and CCB's risk control, continued to analyze and assess key risk areas, and promoted more scientific, proactive and forward-looking comprehensive risk management. The Risk Management Committee thoroughly studied and judged focuses and hot topics of risk management and conducted special researches on the macro trends and the business situation of the banking industry. The Risk Management Committee supervised and guided the implementation of the expected credit loss approach, strengthened risk compensation capacity, intensified IT risk control, and optimized business continuity management. The Risk Management Committee refined management of environmental and climate risks and continuously followed up the quantification work of ESG related factors and risks, contributing to the transformation toward green and low-carbon development. The Committee pushed for improvement of the Group's compliance management level and actively studied and assessed regulatory trends and the compliance management situation. It comprehensively analyzed domestic and international financial regulatory situations and the compliance management trends of the Group and key risk points, paid attention to AML and sanctions compliance capability building, guided and promoted the establishment of a digital compliance system and remediation of concerns in regulatory inspections, and promoted the building of a more effective case prevention management system. Furthermore, the Committee continued to strengthen Group consolidated management and penetrating management, pushed for the implementation of subsidiary management policies and requirements, and paid close attention to the business development and risk control of domestic and overseas institutions. The Committee also actively implemented the latest regulation on capital and the regulatory requirements on systemically important banks, earnestly performed the duties of the U.S. Risk Management Committee, kept strengthening its own building, and helped improve the effects of risk control across CCB.

The Nomination and Remuneration Committee convened eight meetings in total. The Committee paid high attention to changes in members of the Board of Directors and the Senior Management, earnestly carried out nomination work, provided the Board of Directors with suggestions on the candidates for executive directors and independent directors, the re-election and re-appointment of independent directors, the candidates for members of the special committees under the Board of Directors, and the candidates for Senior Management members, reviewed the qualifications of the candidates nominated, and continued to optimize the composition of the special committees under the Board of Directors and promote diversity of members of the Board of Directors. The Committee held that, during the reporting period, the composition of the Board of Directors of CCB was in conformity with the requirements of the *Diversity Policy for the Board of Directors*. The Committee thoroughly studied remuneration regulation policies, improved the incentive and restraint mechanism, organized the preparation of the plan for remuneration allocation and settlement for Directors and Senior Management members of CCB for 2023, and optimized the 2024

performance appraisal plan for Directors and Senior Management members; studied and standardized the authorization management of liability insurance for Directors, Supervisors and Senior Management members to provide effective guarantee for their duty performance; and thoroughly analyzed the employee remuneration structure and actively promoted the implementation of the policy of “tilting toward primary-level institutions”. Meanwhile, the Committee actively promoted the building of a professional talent team and continuously improved the training system of special talent relating to climate change; paid close attention to employees’ career development and followed the policies and measures for promoting female employees’ career development; and continued to advance employee training and put forward suggestions on how to strengthen talent training and development, etc.

The Related Party Transaction, Social Responsibility and Consumer Protection Committee held a total of six meetings. The Committee strengthened supervision over and management of related party transactions, safeguarded the rights and interests of CCB and relevant parties, continuously enhanced comprehensive management of related party transactions, strengthened the third line of defense for management of related party transactions, and completed the signing procedures of the *Unified Transaction Agreement*. The Committee promoted consumer protection in all respects, deepened overall management of consumer protection work, periodically reviewed reports on consumer protection, paid continuous attention to the complaints transferred by regulators and regulatory assessment, followed up the implementation of the consumer protection plan, and pushed for internal auditing of consumer protection work. The Committee supervised and guided green finance, inclusive finance and rural revitalization finance, promoted integrated development of green finance and key areas such as rural revitalization and inclusive finance, pushed for the establishment of a green finance system, strengthened risk control for inclusive finance, promoted product optimization and structure adjustment, and enriched the product supply spectrum to meet different demands in a targeted manner. The Committee paid attention to the implementation of the environmental, social and governance (ESG) work plan (2023-2025) and recommended launching the preparation of a new plan at an appropriate time. Also, the Committee paid attention to international trends and ratings, periodically listened to special reports, followed up and assessed the progress of ESG work and recommended comparing with the best practices of peers so as to better meet stakeholders’ needs. The Committee paid continuous attention to execution of charitable donation and supervised compliant and orderly use of donations. Meanwhile, the Committee reviewed the CSR report and urged CCB to learn from the assurance of CSR reports of international enterprises and enhance stakeholders’ trust.

IV. OVERALL ASSESSMENT

In 2024, Wheeler and other independent directors fulfilled their duties honestly, diligently in accordance with relevant laws, regulations, regulatory requirements and the Articles of Association of CCB, ensured that no risk arose under the complicated and changeable external situation, enhanced steady and compliant operation, boosted sustainable development, and effectively safeguarded the legitimate rights and interests of CCB as well as its entire shareholders and stakeholders.

In 2025, Wheeler and other independent directors will continue to maintain their independence in accordance with regulatory orientation and requirements, make full use of their professional strengths to further enhance their ability to perform their duties, and make greater contributions to enhancing the scientific, sound and effective corporate governance of CCB.

Graeme Wheeler

China Construction Bank Corporation
Work Report of the Independent Director – Michel Madelain for 2024

In 2024, in accordance with domestic and overseas laws and regulations, regulatory requirements and normative documents including the *Company Law of the People’s Republic of China*, the *Securities Law of the People’s Republic of China*, the *Corporate Governance Guidelines for Banking and Insurance Institutions*, the *Measures for the Administration of Independent Directors of Listed Companies*, the *Rules Governing the Listing of Stocks on Shanghai Stock Exchange*, and the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*, as well as the *Articles of Association of China Construction Bank Corporation* (hereinafter referred to as the “**Articles of Association of CCB**”), the *Independent Director Work System of China Construction Bank Corporation (Version 2024)*, etc., the independent director – Michel Madelain (hereinafter referred to as “**Director Madelain**”) of China Construction Bank Corporation (hereinafter referred to as “**CCB**”) attended meetings of the Board of Directors and its special committees on time, actively participated in the discussion of various topics, fully expressed his independent opinions, and vigorously supported the Board of Directors of CCB to make sound decisions. Meanwhile, by leveraging their international vision, professional background, and working experience, through the meetings of the Board of Directors and its special committees, special meetings of independent directors, special communication meetings, and research forums, Madelain and other independent directors offered valuable opinions and suggestions on CCB’s business operation and management from multiple perspectives such as international and domestic macro situations, latest scientific and technological development trends and risks in key areas.

Over the past year, in accordance with laws and regulations, regulatory requirements, and the provisions of the Bank’s Articles of Association, Madelain and other independent directors of CCB faithfully and diligently performed their duties, gave full play to their role in participating in decision-making, supervision & check and balance, and consulting, further advanced CCB’s high-quality development of substance, boosted the comprehensive improvement of CCB’s business operation and management, and effectively safeguarded the legitimate rights and interests of CCB as well as its entire shareholders and stakeholders. Below is a report on Director Madelain’s fulfillment of duties in 2024:

I. PROFILE OF DIRECTOR MADELAIN

As at December 31, 2024, CCB had six independent directors accounting for more than one third of the members of the Board of Directors, which complies with relevant laws, regulations and the Articles of Association of CCB. Independent directors of CCB come from the US, the UK, France, and New Zealand, as well as Hong Kong SAR, Macao SAR of China, and other countries or regions. They are experts in financial regulation, finance and tax, bank administration, external audit, credit rating, and accounting. The chairmen of four special committees under the Board of Directors of CCB, i.e., the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Related Party Transaction, Social Responsibility and Consumer Protection Committee are all independent directors. The Board of Directors of CCB has received from each independent director the self-assessment documents on independence signed according to the *Management Measures for Independent Directors of Listed Companies* and the *Guidelines of the Shanghai Stock Exchange for Self-regulation of Listed Companies No. 1 – Standard Operations*. Upon assessment, it has been determined that the independent directors do not hold any other position in CCB other than that of a director, and there are direct or indirect interests between

them and the Bank and its major shareholders and actual controllers. There are neither other relationships that might affect their ability to make independent and objective judgments, nor the eight circumstances that would disqualify them from serving as independent directors as stipulated in the *Management Measures for Independent Directors of Listed Companies*, the *Guidelines No. 1 of the Shanghai Stock Exchange for Self-regulation of Listed Companies – Standard Operations*. They meet the relevant requirements for the independence of independent directors.

Director Madelain has served as independent director of the Bank since January 2020. He has served as Managing Director of the IFRS Foundation since September 2024. From April 2018 to October 2024, he was a member of the Supervisory Board of La Banque Postale in France. From January 2018 to December 2023, he was trustee of the IFRS Foundation. In that capacity he chaired the Nominating Committee and played an active role in the setting up of the new sustainability board, the ISSB and the consolidation of existing standard setters in the UK and the United States of America with the IFRS Foundation. From June 2016 to December 2018, he was vice chairman of Moody's Investors Service (MIS). Concurrently, he served as chairman of Moody's European Boards and was a member of MIS US Board. From May 2008 to June 2016, he was president and chief operating officer of MIS, having previously assumed a number of positions in Europe and the USA with MIS from 1994 to May 2008. Under his leadership were launched Moody's first initiatives to support the green bond markets through research and assessments. From May 1980 to May 1994, he worked with Ernst & Young in Belgium and France and was promoted to the partnership in 1989. Director Madelain is a Qualified Chartered Accountant of France. He obtained a master's degree in management from Kellogg Graduate School of Management of Northwestern University (USA) and a bachelor's degree in business administration from the Ecole Supérieure de Commerce de Rouen, France.

Training in 2024: To fully perform duties in accordance with laws and regulations and continuously enhance the ability to perform duties, independent directors of CCB strengthened research on domestic and overseas regulatory policies, continued to track latest changes in regulatory policies, actively participated in training on the revision of the Company Law, anti-corruption and anti-bribery, ESG and sustainability disclosure requirements, relevant laws and regulations on prevention of financial fraud, etc., and kept enhancing their duty performance ability and decision-making effectiveness.

II. DIRECTOR MADELAIN'S FULFILLMENT OF DUTIES IN THE YEAR

i. Meeting attendance of Director Madelain

In 2024, CCB convened three Shareholders' General Meetings: The Annual General Meeting of 2023 on June 27, 2024, the First Extraordinary General Meeting of 2024 on April 29, 2024, and the Second Extraordinary General Meeting of 2024 on November 28, 2024. Throughout the year, CCB convened 11 meetings of the Board of Directors, where the attendees discussed 94 proposals, reviewed one proposal, and referred to 44 proposals; and CCB convened 31 meetings of special committees, where the attendees discussed and reviewed 226 proposals.

In 2024, Director Madelain attended the Shareholders' General Meetings and meetings of the Board of Directors and its special committees on time, reviewed the resolutions made by the Board of Directors and its special committees, and expressed independent opinions. No objection has been raised to the matters

for deliberation. No other special powers have been exercised. Director Madelain’s attendance at the Shareholders’ General Meeting and meetings of the Board of Directors and its special committees are presented as follows:

Independent Director	Shareholders’	Meetings of	
	General Meeting	the Board of Directors	
	Attendance in	Attendance in	Attendance by
	person	person	proxy
Mr. Michel Madelain	3/3	11/11	0/11

Director Michel Madelain’s attendance at meetings of each special committee under the Board of Directors is as follows:

Independent Director	Audit Committee		Risk Management Committee		Nomination and Remuneration Committee		Related Party Transaction, Social Responsibility and Consumer Protection Committee	
	Attendance in	Attendance by	Attendance in	Attendance by	Attendance in	Attendance by	Attendance in	Attendance by
	person	proxy	person	proxy	person	proxy	person	proxy
Mr. Michel Madelain	6/6	0/6	6/6	0/6	8/8	0/8	6/6	0/6

Notes:

- (1) “Attendance in person” refers to attending meetings in person or on telephone or by video conference.
- (2) During the reporting period, independent directors who did not attend the meetings of the Board of Directors and its special committees in person appointed other independent directors to attend the meetings and exercise voting rights on their behalf.

ii. Communication between directors, including Madelain, and parties of corporate governance

Director Madelain actively performed his duties. In addition to attending the Shareholders’ General Meetings, meetings of the Board of Directors and its special committees, he actively attended special meetings of independent directors, directors’ communication meetings, and special communication meetings, took the initiative to carry out special research, and maintained adequate and effective communication with the shareholders, especially minority shareholders, the chairman and other members of the Board of Directors, members of the Board of Supervisors, Senior Management and other parties of corporate governance. Upon assessment, Director Madelain performed his duties in conformity with relevant laws, regulations, and relevant requirements of regulatory authorities in terms of the time, methods and work content. According to relevant requirements of laws, regulations and regulatory requirements and work needs, Director Madelain maintained sufficient communication with the internal audit departments of CCB and the external auditors for CCB on finance, business and other relevant matters and earnestly fulfilled relevant responsibilities and obligations. CCB actively provided necessary working conditions and personnel support for Madelain and other independent directors to ensure their full performance of duties.

First, accurately judging macroeconomic development trends and promoting CCB's high-quality development of substance. Madelain and other independent directors expressed their opinions through the meetings of the Board of Directors, the formal meetings of special committees, directors' communication meetings, etc., thoroughly analyzed and assessed the impact of geopolitics, the macroeconomic situation, capital market fluctuations, etc. on the operations of CCB, urged the management to actively seize the development opportunities brought by the transformation and upgrading of the domestic economy, and formulated the development guidelines for the 15th Five-year Plan period in a forward-looking manner. Independent directors continued to strengthen communication with parties of corporate governance, paid attention to key issues in the Bank's operation and development from an international viewpoint, explored new models of technology finance services and wealth management, actively promoted digital transformation, and provided strong support and guarantee for the Board of Directors to make sound decisions.

Second, paying attention to study of major issues and giving full play to the role in providing decision-making references and supervision. Madelain and other independent directors had special-topic communication with the management. Five special meetings of independent directors were organized and convened centering around topics such as development of retail banking and corporate banking, real estate credit risk, business management of CCB Life, AI application, and execution of the FinTech strategy. Madelain and other independent directors paid great attention to compliant, steady development of overseas business. They paid survey visits to overseas institutions such as New York Branch and CCB Europe and instructed overseas institutions to implement regulatory requirements, improve risk control and compliance management capacity and level, and take solid steps to enhance CCB's ability to participate in international competition. They urged the management to strengthen management of capital planning and resource allocation to make sure that the Group's capital level fully covers all major risks and maintains sufficient capital cushion, and studied and reviewed proposals on the annual issuance plan of financial bonds of the Group, the planned quota of capital instruments for issuance, the quota of total loss-absorbing capacity (TLAC) non-capital bonds for issuance, subscription and issuance of capital instruments, the annual report on capital adequacy ratio management, the annual disclosure report of capital adequacy ratio, the Pillar 3 capital management information disclosure report, the internal capital adequacy assessment report, etc., fully giving play to their role as independent directors in providing decision-making references and supervision.

Third, always giving prominence to risk prevention and control and providing important guarantees for steady development of CCB. Madelain and other independent directors were dedicated to urging CCB to strengthen active control of all types of risks and to refine the implementation of the expected credit loss approach, paid adequate attention to the development trends of the real estate industry and inclusive finance areas, risk control of overseas institutions and management of business continuity and IT related risks, and paid great attention to the risks and challenges brought by generative AI. They guided CCB to improve the long-term mechanism for preventing and defusing local government debt risks, follow the principle of being market- and law-based, and support resolution of existing debt risks and strict control of incremental debt in accordance with laws and regulations. Independent directors urged CCB to earnestly implement the regulatory requirements for systemically important banks, studied and reviewed the *Measures for Management of the Work of Systemically Important Banks (Version 2024)*, instructed the management to update and refine the recovery and resolution plan, and urged CCB to strengthen emergency drills for

extreme scenarios. They also paid great attention to AML and sanctions compliance capability building, studied the reports on the Group's AML efforts and the assessment of the AML capacity of overseas institutions, and guided CCB to improve its AML work system and make the AML system more intelligent.

Fourth, adhering to effective combination of Chinese characteristics and international trends and promoting integration of ESG into all respects of operation and management. Independent directors periodically discussed the progress of ESG work, thoroughly studied the fulfillment of ESG goals, the innovation and practice of the ESG rating system, privacy and data security, etc., intensified efforts to build an ESG talent team, and urged CCB to strengthen management of climate-related risks and opportunities and implement the latest requirements on climate-related information disclosures specified by domestic and overseas regulators, helping CCB achieve excellent results in implementing and advancing the ESG work plan. Independent directors periodically reviewed reports on consumer protection, urged the management to follow the guidance of regulatory requirements, periodically assessed branches' implementation of consumer protection work, conducted internal audits of consumer protection work, and conducted special research on the challenges faced in consumer privacy and data security and their response measures. CCB's MSCI ESG rating jumped to AAA, the global leading level, laying a solid foundation for CCB to realize its vision of "becoming a world-leading sustainable development bank".

III. MADELAIN AND OTHER INDEPENDENT DIRECTORS' KEY CONCERNS DURING FULFILLMENT OF DUTIES IN THE YEAR

i. Related party transactions that should be disclosed

In 2024, independent directors of CCB attached great importance to and continuously promoted management of related party transactions and performed their duties of supervising related party transactions. Independent directors strengthened supervision and review of related party transactions through the Related Party Transaction, Social Responsibility and Consumer Protection Committee of the Board of Directors, confirmed the information on related parties, and supervised and guided the management in strengthening standardized, systematic and intelligent management of related party transactions, improving the mechanism for risk control of related party transactions, strengthening the capacity for management of related party transactions, and safeguarding the rights and interests of CCB and relevant parties. In 2024, independent directors supervised and guided the management of related party transactions, continuously enhanced the third line of defense for management of related party transactions, optimized risk control measures, and consolidated the foundation for comprehensive management of related party transactions; they established the mechanism for periodically reporting internal audits of related party transactions and cooperated with the Board of Supervisors in completing supervision and assessment of related party transactions; they reviewed and approved the signing of the *Unified Transaction Agreement* between the Head Office and CCB Asia, the special report on related party transactions and their management and other matters, filed general related party transactions in an orderly manner, further improved the ability to enforce policies on related party transactions, and supported high-quality business development through compliance of related party transactions.

ii. Disclosure of financial information in financial and accounting reports and periodic reports and internal control assessment reports

In 2024, independent directors of CCB continued to improve financial and accounting information governance and strengthened supervision and review of financial reports. Independent directors kept abreast of changes in the economic and financial situation, accounting standards, overseas laws and regulations and regulatory policies, and paid adequate attention to the trends and changes of the real estate industry and inclusive finance areas and credit risk exposures of overseas institutions and the changes in the amounts of overdue non-NPLs and loans with modified terms. They promoted the improvement of the implementation of the expected credit loss approach and studied and analyzed the impact of risk exposures on asset classification, the expected credit loss model and provision results in a forward-looking manner. Independent directors urged the Board of Directors to fully perform financial and accounting supervision and review functions, strictly implement the mechanism for pre-communication on periodic reports, and make sure that financial information is authentic, objective, complete and accurate; they strictly ensured fairness of financial information, continuously paid attention to post-reporting-period adjusting events of financial reports and their financial treatment and required adjusting the tables and reconciling the accounts in a timely manner. In 2024, independent directors reviewed and approved the 2023 annual report and the interim report and quarterly reports of 2024, guided the response to asset quality and net interest margin related challenges, strictly implemented the requirements of following the *Accounting Law* and managing the quality of accounting information, and continuously improved the report preparation quality and the level of information disclosure.

Independent directors of CCB attached great importance to the effectiveness of internal control. They took internal control assessment as an important measure for enhancing internal control management level and continuously conducted internal control assessment. They reviewed and approved the 2023 internal control assessment report and the work plan for internal control assessment for 2024, and urged the management to make full use of the internal control assessment results in previous years, improve institutions' self-assessment quality, and re-examine the policies on and measures for internal control assessment such as the identification criteria of internal control defects based on key regulatory concerns and CCB's operation and management priorities. Meanwhile, independent directors continuously paid attention to coordination between internal control assessment and internal auditing, paid attention to internal control defects identified in internal and external audits and internal control assessments, and promoted remediation of internal control defects from the root, further improving the soundness and effectiveness of internal control systems, mechanisms and policies.

iii. Engagement or replacement of the accounting firm providing auditing services for listed companies

CCB continued to engage Ernst & Young Hua Ming LLP (Special General Partnership) as the domestic accounting firm for CCB and its domestic subsidiaries in 2024 and engage EY as the international accounting firm for CCB and its major overseas subsidiaries in 2024 after deliberation and approval at CCB's Annual General Meeting of 2023. Independent directors held that the accounting firm engaged by CCB conducted audit work independently, objectively and fairly, and performed all tasks properly.

iv. Appointment or replacement of the finance manager of listed companies

In 2024, CCB did not engage or replace the finance manager of listed companies. With the approval of regulators, Mr. Sheng Liurong has served as CFO of CCB since November 2022.

v. Nomination, appointment or replacement of Directors, and appointment or replacement of Senior Management members

In 2024, independent directors of CCB paid close attention to changes in members of the Board of Directors and the Senior Management and ensured timely nomination of directors and selection of independent directors. The Board of Directors reviewed and approved the proposal on the appointment of Mr. Zhang Jinliang and Mr. Zhang Yi and relevant arrangements, and the Shareholders' General Meeting and the Board of Directors reviewed and approved the proposal on the reappointment of Mr. William Coen and Mr. Leung Kam Chung, Antony as independent directors and the appointment of Mr. Lin Zhijun as independent director. Meanwhile, independent directors advanced appointment or replacement of senior management members in an orderly manner. The Board of Directors reviewed and approved the proposal on the appointment of Mr. Zhang Yi as President and the proposal on the appointment of Vice President Wang Bing concurrently as Board Secretary of CCB and the appointment of Mr. Li Jianjiang as Vice President and CRO of CCB. Independent directors agreed to the appointment or replacement of Directors and Senior Management members of CCB.

vi. Remuneration of Directors and Senior Management members

In 2024, independent directors of CCB actively promoted the improvement of the remuneration incentive and restraint mechanism, optimized the performance appraisal plan, drafted the 2023 remuneration allocation and settlement plan and 2024 performance appraisal plan for Directors and Senior Management members, and submitted them to the Board of Directors and the Shareholders' General Meeting for approval according to the Articles of Association of CCB. Independent directors agreed to the remunerations of CCB's Senior Management members.

vii. Implementation of information disclosure

In strict accordance with laws, regulations, and provisions of the Articles of Association, CCB promptly, completely, and accurately disclosed periodic reports, such as the 2023 annual report, the interim report and quarterly reports of 2024, and ad-hoc announcements in 2024. CCB released periodic reports four times, monthly return of equity issuer on movements in securities 12 times, and 81 ad-hoc announcements on platforms such as Shanghai Stock Exchange and the Hong Kong Stock Exchange, prepared more than 340 information disclosure documents, and released the Japanese versions of periodic reports at Kanto Local Finance Bureau twice. Independent directors actively performed their duties in the preparation and disclosure of periodic reports and had full communication and discussion with the internal audit departments of CCB and external auditors on the annual audit work. On the basis of performing the statutory disclosure obligation in a legal and compliant manner, independent directors guided CCB to improve the disclosure quality and effectiveness of periodic reports, and paid survey visits to some branches of CCB centering around the priorities such as technology finance, green finance, inclusive finance, pension finance and digital finance, enriched the content and forms of disclosure through periodic reports such as the annual report.

They encouraged CCB to describe in detail CCB's sound financial situation and operating results and information of corporate governance and ESG management with texts and pictures and vividly showcase CCB's achievements in upholding the long-term development philosophy, serving the real economy, and promoting development of substance. Meanwhile, they pushed for the improvement of the institutional system for information disclosure, and reviewed and approved the *Measures of China Construction Bank Corporation for Management of People with Inside Information (Version 2024)*, which has further defined the subjects responsible for management of people with inside information and the management procedures and requirements, enumerated the definitions and scope of inside information and people with inside information and dynamically integrated the information disclosure management system, laying a solid foundation for information disclosure compliance.

viii. Operation of the Board of Directors and its special committees at which Director Madelain works

With a view to the current and mid- and long-term sustainable development of CCB, independent directors, by their expertise and abundant experience in their respective areas, offered opinions and suggestions and effectively implemented the resolutions of the Board of Directors. They also pushed forward the strategic development of CCB, upheld the legitimate rights and interests of stakeholders of CCB including its shareholders, financial consumers and employees, and continued to refine its systems and mechanisms for corporate governance and ensure the orderly operation of corporate governance.

In 2024, the Board of Directors made rational and prudent decisions in accordance with laws and regulations, the Articles of Association of CCB, and the authorization of the Shareholders' General Meeting. The topics it reviewed cover various areas including revisions of important policies and regulations, the annual and middle-term profit distribution plans, issuance of capital instruments and bonds, the annual business plan and the fixed asset investment budget, periodic financial reports, nomination of directors and appointment of Senior Management members, etc.

In 2024, the Audit Committee convened six official meetings in total, one pre-communication meeting for annual financial report, one pre-communication meeting for interim financial report, and two separate communication meetings with the external auditors. The Committee supervised and reviewed periodic reports. It strictly implemented the pre-communication system for annual and interim financial reports and fully exchanged views with the management and external auditors; continuously followed up the impact of the changes in the macro situation and regulatory policies on CCB's operation and management and asset quality, helping ensure steady operation of CCB; strengthened accounting information governance and improved the level of refined management; and tracked closely the major issues related to business operation and management, risk management and internal control and pushed for the improvement of the quality of financial reports and information disclosure level. The Committee supervised and assessed external auditors' work. It supervised and pushed for the annual assessment of external auditors' work and used it as important reference for engagement of external auditors; periodically listened to external auditors' reports on auditing of financial reports, studied external auditors' management recommendations, strengthened management of non-audit services, communicated with external auditors on key audit matters, and periodically accepted external auditors' work summaries and documents for filing. The Committee pushed for further improvement of the institutional system for external auditor management and fully implemented the regulatory requirements on external auditor management and audit information

security management. The Audit Committee supervised and assessed internal control and internal audit work. It paid attention to internal control work, periodically assessed the effectiveness of internal control, issued an assessment report and disclosed it to the public; paid attention to relevant findings and remediation of internal control defects identified in internal and external audits and internal control assessments and promoted continuous improvement and optimization of internal control. The Committee paid attention to internal audit work, listened to internal audit plans and their updates, conducted assessment of internal audit work, promoted external assessment of internal audit quality, periodically listened to summary reports on internal audit findings, continuously pushed for remediation of internal audit findings, and promoted coordination of internal and external audit efforts.

The Risk Management Committee convened six meetings in total. The Risk management Committee paid close attention to domestic and overseas economic and financial situations and CCB's risk control, continued to analyze and assess key risk areas, and promoted more scientific, proactive and forward-looking comprehensive risk management. The Risk management Committee thoroughly studied and judged focuses and hot topics of risk management and conducted special researches on the macro trends and the business situation of the banking industry. The Risk management Committee supervised and guided the implementation of the expected credit loss approach, strengthened risk compensation capacity, intensified IT risk control, and optimized business continuity management. The Risk management Committee refined management of environmental and climate risks and continuously followed up the quantification work of ESG related factors and risks, contributing to the transformation toward green and low-carbon development. The Committee pushed for improvement of the Group's compliance management level and actively studied and assessed regulatory trends and the compliance management situation. It comprehensively analyzed domestic and international financial regulatory situations and the compliance management trends of the Group and key risk points, paid attention to AML and sanctions compliance capability building, guided and promoted the establishment of a digital compliance system and remediation of concerns in regulatory inspections, and promoted the building of a more effective case prevention management system. Furthermore, the Committee continued to strengthen Group consolidated management and penetrating management, pushed for the implementation of subsidiary management policies and requirements, and paid close attention to the business development and risk control of domestic and overseas institutions. The Committee also actively implemented the latest regulation on capital and the regulatory requirements on systemically important banks, earnestly performed the duties of the U.S. Risk Management Committee, kept strengthening its own building, and helped improve the effects of risk control across CCB.

The Nomination and Remuneration Committee convened eight meetings in total. The Committee paid high attention to changes in members of the Board of Directors and the Senior Management, earnestly carried out nomination work, provided the Board of Directors with suggestions on the candidates for executive directors and independent directors, the re-election and re-appointment of independent directors, the candidates for members of the special committees under the Board of Directors, and the candidates for Senior Management members, reviewed the qualifications of the candidates nominated, and continued to optimize the composition of the special committees under the Board of Directors and promote diversity of members of the Board of Directors. The Committee held that, during the reporting period, the composition of the Board of Directors of CCB was in conformity with the requirements of the *Diversity Policy for the Board of Directors*. The Committee thoroughly studied remuneration regulation policies, improved the incentive and restraint mechanism, organized the preparation of the plan for remuneration allocation and settlement for Directors and Senior Management members of CCB for 2023, and optimized the 2024

performance appraisal plan for Directors and Senior Management members; studied and standardized the authorization management of liability insurance for Directors, Supervisors and Senior Management members to provide effective guarantee for their duty performance; and thoroughly analyzed the employee remuneration structure and actively promoted the implementation of the policy of “tilting toward primary-level institutions”. Meanwhile, the Committee actively promoted the building of a professional talent team and continuously improved the training system of special talent relating to climate change; paid close attention to employees’ career development and followed the policies and measures for promoting female employees’ career development; and continued to advance employee training and put forward suggestions on how to strengthen talent training and development, etc.

The Related Party Transaction, Social Responsibility and Consumer Protection Committee held a total of six meetings. The Committee strengthened supervision over and management of related party transactions, safeguarded the rights and interests of CCB and relevant parties, continuously enhanced comprehensive management of related party transactions, strengthened the third line of defense for management of related party transactions, and completed the signing procedures of the *Unified Transaction Agreement*. The Committee promoted consumer protection in all respects, deepened overall management of consumer protection work, periodically reviewed reports on consumer protection, paid continuous attention to the complaints transferred by regulators and regulatory assessment, followed up the implementation of the consumer protection plan, and pushed for internal auditing of consumer protection work. The Committee supervised and guided green finance, inclusive finance and rural revitalization finance, promoted integrated development of green finance and key areas such as rural revitalization and inclusive finance, pushed for the establishment of a green finance system, strengthened risk control for inclusive finance, promoted product optimization and structure adjustment, and enriched the product supply spectrum to meet different demands in a targeted manner. The Committee paid attention to the implementation of the environmental, social and governance (ESG) work plan (2023-2025) and recommended launching the preparation of a new plan at an appropriate time. Also, the Committee paid attention to international trends and ratings, periodically listened to special reports, followed up and assessed the progress of ESG work and recommended comparing with the best practices of peers so as to better meet stakeholders’ needs. The Committee paid continuous attention to execution of charitable donation and supervised compliant and orderly use of donations. Meanwhile, the Committee reviewed the CSR report and urged CCB to learn from the assurance of CSR reports of international enterprises and enhance stakeholders’ trust.

IV. OVERALL ASSESSMENT

In 2024, Madelain and other independent directors fulfilled their duties honestly, diligently in accordance with relevant laws, regulations, regulatory requirements and the Articles of Association of CCB, ensured that no risk arose under the complicated and changeable external situation, enhanced steady and compliant operation, boosted sustainable development, and effectively safeguarded the legitimate rights and interests of CCB as well as its entire shareholders and stakeholders.

In 2025, Madelain and other independent directors will continue to maintain their independence in accordance with regulatory orientation and requirements, make full use of their professional strengths to further enhance their ability to perform their duties, and make greater contributions to enhancing the scientific, sound and effective corporate governance of CCB.

Michel Madelain

China Construction Bank Corporation
Work Report of the Independent Director – William Coen for 2024

In 2024, in accordance with domestic and overseas laws and regulations, regulatory requirements and normative documents including the *Company Law of the People’s Republic of China*, the *Securities Law of the People’s Republic of China*, the *Corporate Governance Guidelines for Banking and Insurance Institutions*, the *Measures for the Administration of Independent Directors of Listed Companies*, the *Rules Governing the Listing of Stocks on Shanghai Stock Exchange*, and the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*, as well as the *Articles of Association of China Construction Bank Corporation* (hereinafter referred to as the “**Articles of Association of CCB**”), the *Independent Director Work System of China Construction Bank Corporation (Version 2024)*, etc., the independent director William Coen (hereinafter referred to as “**Director Coen**”) of China Construction Bank Corporation (hereinafter referred to as “**CCB**”) attended meetings of the Board of Directors and its special committees on time, actively participated in the discussion of various topics, fully expressed his independent opinions, and vigorously supported the Board of Directors of CCB to make sound decisions. Meanwhile, by leveraging their international vision, professional background, and working experience, through the meetings of the Board of Directors and its special committees, special meetings of independent directors, special communication meetings, and research forums, Coen and other independent directors offered valuable opinions and suggestions on CCB’s business operation and management from multiple perspectives such as international and domestic macro situations, latest scientific and technological development trends and risks in key areas.

Over the past year, in accordance with laws and regulations, regulatory requirements, and the provisions of the Bank’s Articles of Association, Coen and other independent directors of CCB faithfully and diligently performed their duties, gave full play to their role in participating in decision-making, supervision & check and balance, and consulting, further advanced CCB’s high-quality development of substance, boosted the comprehensive improvement of CCB’s business operation and management, and effectively safeguarded the legitimate rights and interests of CCB as well as its entire shareholders and stakeholders. Below is a report on Director Coen’s fulfillment of duties in 2024:

I. PROFILE OF DIRECTOR COEN

As at December 31, 2024, CCB had six independent directors accounting for more than one third of the members of the Board of Directors, which complies with relevant laws, regulations and the Articles of Association of CCB. Independent directors of CCB come from the US, the UK, France, and New Zealand, as well as Hong Kong SAR, Macao SAR of China, and other countries or regions. They are experts in financial regulation, finance and tax, bank administration, external audit, credit rating, and accounting. The chairmen of four special committees under the Board of Directors of CCB, i.e., the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Related Party Transaction, Social Responsibility and Consumer Protection Committee are all independent directors. The Board of Directors of CCB has received from each independent director the self-assessment documents on independence signed according to the *Management Measures for Independent Directors of Listed Companies* and the *Guidelines of the Shanghai Stock Exchange for Self-regulation of Listed Companies No. 1 – Standard Operations*. Upon assessment, it has been determined that the independent directors do not hold any other position in CCB other than that of a director, and there are direct or indirect interests between

them and the Bank and its major shareholders and actual controllers. There are neither other relationships that might affect their ability to make independent and objective judgments, nor the eight circumstances that would disqualify them from serving as independent directors as stipulated in the *Management Measures for Independent Directors of Listed Companies*, the *Guidelines No. 1 of the Shanghai Stock Exchange for Self-regulation of Listed Companies – Standard Operations*. They meet the relevant requirements for the independence of independent directors.

Director Coen has served as independent director of the Bank since June 2021. Mr. Coen has served as independent director of Buna, a cross-border payment system in the Arab region, from July 2022, and as member of Global Advisory Board of Mitsubishi UFJ Financial Group, Inc. from October 2021. He currently serves as a member of the Advisory Board of Baton Systems, Inc. since June 2021, and chief regulatory adviser for Suade Labs since April 2021. He has been chairman of the IFRS Advisory Council from February 2020, member of the board of directors of the Toronto Leadership Centre since November 2019 and technical advisor of the International Monetary Fund since July 2019. Director Coen served as senior advisor, global financial services of KPMG from 2022 to 2024. He served as secretary general of the Basel Committee on Banking Supervision from 2014 to 2019, deputy secretary general of the Basel Committee on Banking Supervision from 2007 to 2014, and supported BIS Financial Stability Institute from 2003 to 2006. Prior to joining the Basel Committee on Banking Supervision Secretariat in 1999, he consecutively worked with the US Office of Comptroller of the Currency and the US Board of Governors of the Federal Reserve System. Director Coen is currently a member of the Bretton Woods Committee and was a member of the Financial Stability Board and its standing committees. He obtained his Bachelor of Science Degree from Manhattan College in 1984 and his Master of Business Administration Degree from Fordham University in 1991.

Training in 2024: To fully perform duties in accordance with laws and regulations and continuously enhance the ability to perform duties, independent directors of CCB strengthened research on domestic and overseas regulatory policies, continued to track latest changes in regulatory policies, actively participated in training on the revision of the Company Law, anti-corruption and anti-bribery, ESG and sustainability disclosure requirements, relevant laws and regulations on prevention of financial fraud, etc., and kept enhancing their duty performance ability and decision-making effectiveness.

II. DIRECTOR COEN'S FULFILLMENT OF DUTIES IN THE YEAR

i. Meeting attendance of Director Coen

In 2024, CCB convened three Shareholders' General Meetings: The Annual General Meeting of 2023 on June 27, 2024, the First Extraordinary General Meeting of 2024 on April 29, 2024, and the Second Extraordinary General Meeting of 2024 on November 28, 2024. Throughout the year, CCB convened 11 meetings of the Board of Directors, where the attendees discussed 94 proposals, reviewed one proposal, and referred to 44 proposals; and CCB convened 31 meetings of special committees, where the attendees discussed and reviewed 226 proposals.

In 2024, Director Coen attended the Shareholders’ General Meetings and meetings of the Board of Directors and its special committees on time, reviewed the resolutions made by the Board of Directors and its special committees, and expressed independent opinions. No objection has been raised to the matters for deliberation. No other special powers have been exercised. Director Coen’s attendance at the Shareholders’ General Meeting and meetings of the Board of Directors and its special committees are presented as follows:

Independent Director	Shareholders’ General Meeting	Meetings of the Board of Directors	
	Attendance in person	Attendance in person	Attendance by proxy
Mr. William Coen	3/3	11/11	0/11

Director William Coen’s attendance at meetings of each special committee under the Board of Directors is as follows:

Independent Director	Audit Committee		Risk Management Committee		Related Party Transaction, Social Responsibility and Consumer Protection Committee	
	Attendance in person	Attendance by proxy	Attendance in person	Attendance by proxy	Attendance in person	Attendance by proxy
Mr. William Coen	6/6	0/6	6/6	0/6	6/6	0/6

Notes:

- (1) “Attendance in person” refers to attending meetings in person or on telephone or by video conference.
- (2) During the reporting period, independent directors who did not attend the meetings of the Board of Directors and its special committees in person appointed other independent directors to attend the meetings and exercise voting rights on their behalf.

ii. Communication between independent directors, including Coen, and parties of corporate governance

Director Coen actively performed his duties. In addition to attending the Shareholders’ General Meetings, meetings of the Board of Directors and its special committees, he actively attended special meetings of independent directors, directors’ communication meetings, and special communication meetings, took the initiative to carry out special research, and maintained adequate and effective communication with the shareholders, especially minority shareholders, the chairman and other members of the Board of Directors, members of the Board of Supervisors, Senior Management and other parties of corporate governance. Upon assessment, Director Coen performed his duties in conformity with relevant laws, regulations, and relevant requirements of regulatory authorities in terms of the time, methods and work content. According to relevant requirements of laws, regulations and regulatory requirements and work needs, Director Coen maintained sufficient communication with the internal audit departments of CCB and

the external auditors for CCB on finance, business and other relevant matters and earnestly fulfilled relevant responsibilities and obligations. CCB actively provided necessary working conditions and personnel support for Coen and other independent directors to ensure their full performance of duties.

First, accurately judging macroeconomic development trends and promoting CCB's high-quality development of substance. Coen and other independent directors expressed their opinions through the meetings of the Board of Directors, the formal meetings of special committees, directors' communication meetings, etc., thoroughly analyzed and assessed the impact of geopolitics, the macroeconomic situation, capital market fluctuations, etc. on the operations of CCB, urged the management to actively seize the development opportunities brought by the transformation and upgrading of the domestic economy, and formulated the development guidelines for the 15th Five-year Plan period in a forward-looking manner. Independent directors continued to strengthen communication with parties of corporate governance, paid attention to key issues in the Bank's operation and development from an international viewpoint, explored new models of technology finance services and wealth management, actively promoted digital transformation, and provided strong support and guarantee for the Board of Directors to make sound decisions.

Second, paying attention to study of major issues and giving full play to the role in providing decision-making references and supervision. Coen and other independent directors had special-topic communication with the Management. Five special meetings of independent directors were organized and convened centering around topics such as development of retail banking and corporate banking, real estate credit risk, business management of CCB Life, AI application, and execution of the FinTech strategy. Coen and other independent directors paid great attention to compliant, steady development of overseas business. They paid survey visits to overseas institutions such as New York Branch and CCB Europe and instructed overseas institutions to implement regulatory requirements, improve risk control and compliance management capacity and level, and take solid steps to enhance CCB's ability to participate in international competition. They urged the management to strengthen management of capital planning and resource allocation to make sure that the Group's capital level fully covers all major risks and maintains sufficient capital cushion, and studied and reviewed proposals on the annual issuance plan of financial bonds of the Group, the planned quota of capital instruments for issuance, the quota of total loss-absorbing capacity (TLAC) non-capital bonds for issuance, subscription and issuance of capital instruments, the annual report on capital adequacy ratio management, the annual disclosure report of capital adequacy ratio, the Pillar 3 capital management information disclosure report, the internal capital adequacy assessment report, etc., fully giving play to their role as independent directors in providing decision-making references and supervision.

Third, always giving prominence to risk prevention and control and providing important guarantees for steady development of CCB. Coen and other independent directors were dedicated to urging CCB to strengthen active control of all types of risks and to refine the implementation of the expected credit loss approach, paid adequate attention to the development trends of the real estate industry and inclusive finance areas, risk control of overseas institutions and management of business continuity and IT related risks, and paid great attention to the risks and challenges brought by generative AI. They guided CCB to improve the long-term mechanism for preventing and defusing local government debt risks, follow the principle of being market- and law-based, and support resolution of existing debt risks and strict control of incremental debt in accordance with laws and regulations. Independent directors urged CCB to earnestly

implement the regulatory requirements for systemically important banks, studied and reviewed the *Measures for Management of the Work of Systemically Important Banks (Version 2024)*, instructed the Management to update and refine the recovery and resolution plan, and urged CCB to strengthen emergency drills for extreme scenarios. They also paid great attention to AML and sanctions compliance capability building, studied the reports on the Group's AML efforts and the assessment of the AML capacity of overseas institutions, and guided CCB to improve its AML work system and make the AML system more intelligent.

Fourth, adhering to effective combination of Chinese characteristics and international trends and promoting integration of ESG into all respects of operation and management. Independent directors periodically discussed the progress of ESG work, thoroughly studied the fulfillment of ESG goals, the innovation and practice of the ESG rating system, privacy and data security, etc., intensified efforts to build an ESG talent team, and urged CCB to strengthen management of climate-related risks and opportunities and implement the latest requirements on climate-related information disclosures specified by domestic and overseas regulators, helping CCB achieve excellent results in implementing and advancing the ESG work plan. Independent directors periodically reviewed reports on consumer protection, urged the management to follow the guidance of regulatory requirements, periodically assessed branches' implementation of consumer protection work, conducted internal audits of consumer protection work, and conducted special research on the challenges faced in consumer privacy and data security and their response measures. CCB's MSCI ESG rating jumped to AAA, the global leading level, laying a solid foundation for CCB to realize its vision of "becoming a world-leading sustainable development bank".

III. COEN AND OTHER INDEPENDENT DIRECTORS' KEY CONCERNS DURING FULFILLMENT OF DUTIES IN THE YEAR

i. Related party transactions that should be disclosed

In 2024, independent directors of CCB attached great importance to and continuously promoted management of related party transactions and performed their duties of supervising related party transactions. Independent directors strengthened supervision and review of related party transactions through the Related Party Transaction, Social Responsibility and Consumer Protection Committee of the Board of Directors, confirmed the information on related parties, and supervised and guided the Management in strengthening standardized, systematic and intelligent management of related party transactions, improving the mechanism for risk control of related party transactions, strengthening the capacity for management of related party transactions, and safeguarding the rights and interests of CCB and relevant parties. In 2024, independent directors supervised and guided the management of related party transactions, continuously enhanced the third line of defense for management of related party transactions, optimized risk control measures, and consolidated the foundation for comprehensive management of related party transactions; they established the mechanism for periodically reporting internal audits of related party transactions and cooperated with the Board of Supervisors in completing supervision and assessment of related party transactions; they reviewed and approved the signing of the Unified Transaction Agreement between the Head Office and CCB Asia, the special report on related party transactions and their management and other matters, filed general related party transactions in an orderly manner, further improved the ability to enforce policies on related party transactions, and supported high-quality business development through compliance of related party transactions.

ii. Disclosure of financial information in financial and accounting reports and periodic reports and internal control assessment reports

In 2024, independent directors of CCB continued to improve financial and accounting information governance and strengthened supervision and review of financial reports. Independent directors kept abreast of changes in the economic and financial situation, accounting standards, overseas laws and regulations and regulatory policies, and paid adequate attention to the trends and changes of the real estate industry and inclusive finance areas and credit risk exposures of overseas institutions and the changes in the amounts of overdue non-NPLs and loans with modified terms. They promoted the improvement of the implementation of the expected credit loss approach and studied and analyzed the impact of risk exposures on asset classification, the expected credit loss model and provision results in a forward-looking manner. Independent directors urged the Board of Directors to fully perform financial and accounting supervision and review functions, strictly implement the mechanism for pre-communication on periodic reports, and make sure that financial information is authentic, objective, complete and accurate; they strictly ensured fairness of financial information, continuously paid attention to post-reporting-period adjusting events of financial reports and their financial treatment and required adjusting the tables and reconciling the accounts in a timely manner. In 2024, independent directors reviewed and approved the 2023 annual report and the interim report and quarterly reports of 2024, guided the response to asset quality and net interest margin related challenges, strictly implemented the requirements of following the *Accounting Law* and managing the quality of accounting information, and continuously improved the report preparation quality and the level of information disclosure.

Independent directors of CCB attached great importance to the effectiveness of internal control. They took internal control assessment as an important measure for enhancing internal control management level and continuously conducted internal control assessment. They reviewed and approved the 2023 internal control assessment report and the work plan for internal control assessment for 2024, and urged the management to make full use of the internal control assessment results in previous years, improve institutions' self-assessment quality, and re-examine the policies on and measures for internal control assessment such as the identification criteria of internal control defects based on key regulatory concerns and CCB's operation and management priorities. Meanwhile, independent directors continuously paid attention to coordination between internal control assessment and internal auditing, paid attention to internal control defects identified in internal and external audits and internal control assessments, and promoted remediation of internal control defects from the root, further improving the soundness and effectiveness of internal control systems, mechanisms and policies.

iii. Engagement or replacement of the accounting firm providing auditing services for listed companies

CCB continued to engage Ernst & Young Hua Ming LLP (Special General Partnership) as the domestic accounting firm for CCB and its domestic subsidiaries in 2024 and engage EY as the international accounting firm for CCB and its major overseas subsidiaries in 2024 after deliberation and approval at CCB's Annual General Meeting of 2023. Independent directors held that the accounting firm engaged by CCB conducted audit work independently, objectively and fairly, and performed all tasks properly.

iv. Appointment or replacement of the finance manager of listed companies

In 2024, CCB did not engage or replace the finance manager of listed companies. With the approval of regulators, Mr. Sheng Liurong has served as CFO of CCB since November 2022.

v. Nomination, appointment or replacement of Directors, and appointment or replacement of Senior Management members

In 2024, independent directors of CCB paid close attention to changes in members of the Board of Directors and the Senior Management and ensured timely nomination of directors and selection of independent directors. The Board of Directors reviewed and approved the proposal on the appointment of Mr. Zhang Jinliang and Mr. Zhang Yi and relevant arrangements, and the Shareholders' General Meeting and the Board of Directors reviewed and approved the proposal on the reappointment of Mr. William Coen and Mr. Leung Kam Chung, Antony as independent directors and the appointment of Mr. Lin Zhijun as independent director. Meanwhile, independent directors advanced appointment or replacement of Senior Management members in an orderly manner. The Board of Directors reviewed and approved the proposal on the appointment of Mr. Zhang Yi as President and the proposal on the appointment of Vice President Wang Bing concurrently as Board Secretary of CCB and the appointment of Mr. Li Jianjiang as Vice President and CRO of CCB. Independent directors agreed to the appointment or replacement of Directors and Senior Management members of CCB.

vi. Remuneration of Directors and Senior Management members

In 2024, independent directors of CCB actively promoted the improvement of the remuneration incentive and restraint mechanism, optimized the performance appraisal plan, drafted the 2023 remuneration allocation and settlement plan and 2024 performance appraisal plan for Directors and Senior Management members, and submitted them to the Board of Directors and the Shareholders' General Meeting for approval according to the Articles of Association of CCB. Independent directors agreed to the remunerations of CCB's Senior Management members.

vii. Implementation of information disclosure

In strict accordance with laws, regulations, and provisions of the Articles of Association, CCB promptly, completely, and accurately disclosed periodic reports, such as the 2023 annual report, the interim report and quarterly reports of 2024, and ad-hoc announcements in 2024. CCB released periodic reports four times, monthly return of equity issuer on movements in securities 12 times, and 81 ad-hoc announcements on platforms such as Shanghai Stock Exchange and the Stock Exchange of Hong Kong, prepared more than 340 information disclosure documents, and released the Japanese versions of periodic reports at Kanto Local Finance Bureau twice. Independent directors actively performed their duties in the preparation and disclosure of periodic reports and had full communication and discussion with the internal audit departments of CCB and external auditors on the annual audit work. On the basis of performing the statutory disclosure obligation in a legal and compliant manner, independent directors guided CCB to improve the disclosure quality and effectiveness of periodic reports, and paid survey visits to some branches of CCB centering around the priorities such as technology finance, green finance, inclusive finance, pension finance and digital finance, enriched the content and forms of disclosure through periodic reports such as the annual report.

They encouraged CCB to describe in detail CCB's sound financial situation and operating results and information of corporate governance and ESG management with texts and pictures and vividly showcase CCB's achievements in upholding the long-term development philosophy, serving the real economy, and promoting development of substance. Meanwhile, they pushed for the improvement of the institutional system for information disclosure, and reviewed and approved the *Measures of China Construction Bank Corporation for Management of People with Inside Information (Version 2024)*, which has further defined the subjects responsible for management of people with inside information and the management procedures and requirements, enumerated the definitions and scope of inside information and people with inside information and dynamically integrated the information disclosure management system, laying a solid foundation for information disclosure compliance.

viii. Operation of the Board of Directors and its special committees at which Director Coen works

With a view to the current and mid- and long-term sustainable development of CCB, independent directors, by their expertise and abundant experience in their respective areas, offered opinions and suggestions and effectively implemented the resolutions of the Board of Directors. They also pushed forward the strategic development of CCB, upheld the legitimate rights and interests of stakeholders of CCB including its shareholders, financial consumers and employees, and continued to refine its systems and mechanisms for corporate governance and ensure the orderly operation of corporate governance.

In 2024, the Board of Directors made rational and prudent decisions in accordance with laws and regulations, the Articles of Association of CCB, and the authorization of the Shareholders' General Meeting. The topics it reviewed cover various areas including revisions of important policies and regulations, the annual and middle-term profit distribution plans, issuance of capital instruments and bonds, the annual business plan and the fixed asset investment budget, periodic financial reports, nomination of directors and appointment of Senior Management members, etc.

In 2024, the Audit Committee convened six official meetings in total, one pre-communication meeting for annual financial report, one pre-communication meeting for interim financial report, and two separate communication meetings with the external auditors. The Committee supervised and reviewed periodic reports. It strictly implemented the pre-communication system for annual and interim financial reports and fully exchanged views with the Management and external auditors; continuously followed up the impact of the changes in the macro situation and regulatory policies on CCB's operation and management and asset quality, helping ensure steady operation of CCB; strengthened accounting information governance and improved the level of refined management; and tracked closely the major issues related to business operation and management, risk management and internal control and pushed for the improvement of the quality of financial reports and information disclosure level. The Committee supervised and assessed external auditors' work. It supervised and pushed for the annual assessment of external auditors' work and used it as important reference for engagement of external auditors; periodically listened to external auditors' reports on auditing of financial reports, studied external auditors' management recommendations, strengthened management of non-audit services, communicated with external auditors on key audit matters, and periodically accepted external auditors' work summaries and documents for filing. The Committee pushed for further improvement of the institutional system for external auditor management and fully implemented the regulatory requirements on external auditor management and audit information security management. The Committee supervised and assessed internal control and internal audit work. It

paid attention to internal control work, periodically assessed the effectiveness of internal control, issued an assessment report and disclosed it to the public; paid attention to relevant findings and remediation of internal control defects identified in internal and external audits and internal control assessments and promoted continuous improvement and optimization of internal control. The Committee paid attention to internal audit work, listened to internal audit plans and their updates, conducted assessment of internal audit work, promoted external assessment of internal audit quality, periodically listened to summary reports on internal audit findings, continuously pushed for remediation of internal audit findings, and promoted coordination of internal and external audit efforts.

The Risk Management Committee convened six meetings in total. The Committee paid close attention to domestic and overseas economic and financial situations and CCB's risk control, continued to analyze and assess key risk areas, and promoted more scientific, proactive and forward-looking comprehensive risk management. The Committee thoroughly studied and judged focuses and hot topics of risk management and conducted special researches on the macro trends and the business situation of the banking industry. The Committee supervised and guided the implementation of the expected credit loss approach, strengthened risk compensation capacity, intensified IT risk control, and optimized business continuity management. The Committee refined management of environmental and climate risks and continuously followed up the quantification work of ESG related factors and risks, contributing to the transformation toward green and low-carbon development. The Committee pushed for improvement of the Group's compliance management level and actively studied and assessed regulatory trends and the compliance management situation. It comprehensively analyzed domestic and international financial regulatory situations and the compliance management trends of the Group and key risk points, paid attention to AML and sanctions compliance capability building, guided and promoted the establishment of a digital compliance system and remediation of concerns in regulatory inspections, and promoted the building of a more effective case prevention management system. Furthermore, the Committee continued to strengthen Group consolidated management and penetrating management, pushed for the implementation of subsidiary management policies and requirements, and paid close attention to the business development and risk control of domestic and overseas institutions. The Committee also actively implemented the latest regulation on capital and the regulatory requirements on systemically important banks, earnestly performed the duties of the U.S. Risk Management Committee, kept strengthening its own building, and helped improve the effects of risk control across CCB.

The Related Party Transaction, Social Responsibility and Consumer Protection Committee held a total of six meetings. The Committee strengthened supervision over and management of related party transactions, safeguarded the rights and interests of CCB and relevant parties, continuously enhanced comprehensive management of related party transactions, strengthened the third line of defense for management of related party transactions, and completed the signing procedures of the *Unified Transaction Agreement*. The Committee promoted consumer protection in all respects, deepened overall management of consumer protection work, periodically reviewed reports on consumer protection, paid continuous attention to the complaints transferred by regulators and regulatory assessment, followed up the implementation of the consumer protection plan, and pushed for internal auditing of consumer protection work. The Committee supervised and guided green finance, inclusive finance and rural revitalization finance, promoted integrated development of green finance and key areas such as rural revitalization and inclusive finance, pushed for the establishment of a green finance system, strengthened risk control for inclusive finance, promoted product optimization and structure adjustment, and enriched the product supply spectrum to meet different demands in a targeted manner. The Committee paid attention to the implementation of the environmental, social and

governance (ESG) work plan (2023-2025) and recommended launching the preparation of a new plan at an appropriate time. Also, the Committee paid attention to international trends and ratings, periodically listened to special reports, followed up and assessed the progress of ESG work and recommended comparing with the best practices of peers so as to better meet stakeholders' needs. The Committee paid continuous attention to execution of charitable donation and supervised compliant and orderly use of donations. Meanwhile, the Committee reviewed the CSR report and urged CCB to learn from the assurance of CSR reports of international enterprises and enhance stakeholders' trust.

IV. OVERALL ASSESSMENT

In 2024, Coen and other independent directors fulfilled their duties honestly, diligently in accordance with relevant laws, regulations, regulatory requirements and the Articles of Association of CCB, ensured that no risk arose under the complicated and changeable external situation, enhanced steady and compliant operation, boosted sustainable development, and effectively safeguarded the legitimate rights and interests of CCB as well as its entire shareholders and stakeholders.

In 2025, Coen and other independent directors will continue to maintain their independence in accordance with regulatory orientation and requirements, make full use of their professional strengths to further enhance their ability to perform their duties, and make greater contributions to enhancing the scientific, sound and effective corporate governance of CCB.

William Coen

China Construction Bank Corporation
Work Report of the Independent Director – Leung Kam Chung, Antony for 2024

In 2024, in accordance with domestic and overseas laws and regulations, regulatory requirements and normative documents including the *Company Law of the People’s Republic of China*, the *Securities Law of the People’s Republic of China*, the *Corporate Governance Guidelines for Banking and Insurance Institutions*, the *Measures for the Administration of Independent Directors of Listed Companies*, the *Rules Governing the Listing of Stocks on Shanghai Stock Exchange*, and the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*, as well as the *Articles of Association of China Construction Bank Corporation* (hereinafter referred to as the “**Articles of Association of CCB**”), the *Independent Director Work System of China Construction Bank Corporation (Version 2024)*, etc., the independent director – Leung Kam Chung, Antony of China Construction Bank Corporation (hereinafter referred to as “**CCB**”) attended meetings of the Board of Directors and its special committees on time, actively participated in the discussion of various topics, fully expressed his independent opinions, and vigorously supported the Board of Directors of CCB to make sound decisions. Meanwhile, by leveraging their international vision, professional background, and working experience, through the meetings of the Board of Directors and its special committees, special meetings of independent directors, special communication meetings, and research forums, Leung Kam Chung, Antony and other independent directors offered valuable opinions and suggestions on CCB’s business operation and management from multiple perspectives such as international and domestic macro situations, latest scientific and technological development trends and risks in key areas.

Over the past year, in accordance with laws and regulations, regulatory requirements, and the provisions of the Bank’s Articles of Association, Leung Kam Chung, Antony and other independent directors faithfully and diligently performed their duties, gave full play to their role in participating in decision-making, supervision & check and balance, and consulting, further advanced CCB’s high-quality development of substance, boosted the comprehensive improvement of CCB’s business operation and management, and effectively safeguarded the legitimate rights and interests of CCB as well as its entire shareholders and stakeholders. Below is a report on Director Leung Kam Chung, Antony’s fulfillment of duties in 2024:

I. PROFILE OF DIRECTOR LEUNG KAM CHUNG, ANTONY

As at December 31, 2024, CCB had six independent directors accounting for more than one third of the members of the Board of Directors, which complies with relevant laws, regulations and the Articles of Association of CCB. Independent directors of CCB come from the US, the UK, France, and New Zealand, as well as Hong Kong SAR, Macao SAR of China, and other countries or regions. They are experts in financial regulation, finance and tax, bank administration, external audit, credit rating, and accounting. The chairmen of four special committees under the Board of Directors of CCB, i.e., the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Related Party Transaction, Social Responsibility and Consumer Protection Committee are all independent directors. The Board of Directors of CCB has received from each independent director the self-assessment documents on independence signed according to the *Management Measures for Independent Directors of Listed Companies* and the *Guidelines of the Shanghai Stock Exchange for Self-regulation of Listed Companies No. 1 – Standard Operations*. Upon assessment, it has been determined that the independent directors do not hold

any other position in CCB other than that of a director, and there are direct or indirect interests between them and the Bank and its major shareholders and actual controllers. There are neither other relationships that might affect their ability to make independent and objective judgments, nor the eight circumstances that would disqualify them from serving as independent directors as stipulated in the *Management Measures for Independent Directors of Listed Companies*, the *Guidelines No. 1 of the Shanghai Stock Exchange for Self-regulation of Listed Companies – Standard Operations*. They meet the relevant requirements for the independence of independent directors.

Director Leung Kam Chung, Antony has served as independent director of the Bank since October 2021. Director Leung Kam Chung, Antony, former Financial Secretary of the Hong Kong SAR, is chairman of Nan Fung Group in Hong Kong, chairman and co-founder of New Frontier Group, and served as chairman & co-founder of Solomon Learning. In addition, Director Leung Kam Chung, Antony is chairman of two charity organisations, namely, Heifer Hong Kong and Food Angel. Mr. Leung had extensive experience in financial services, including chairman of Greater China Region of Blackstone Group, chairman of Asia for JP Morgan Chase and head of Private Banking for Asia, Investment Banking, Treasury Department and Greater China Region of Citi. He had also served as independent director of China Merchants Bank, Industrial and Commercial Bank of China, China Mobile (Hong Kong) Limited and American International Assurance (Hong Kong) Limited, international advisor of China Development Bank, chief executive officer of Nan Fung Group in Hong Kong and chairman of Hong Kong Association of Harvard Business School. Other public services that Mr. Leung had engaged in included non-official member of the Executive Council of the Hong Kong SAR, chairman of the Education Commission, chairman of the University Grants Committee, member of the Exchange Fund Advisory Committee, director of Hong Kong Airport Authority and director of Hong Kong Futures Exchange, member of the Preparatory Committee and Election Committee for the Hong Kong Special Administrative Region and Hong Kong Affairs Advisors. Director Leung Kam Chung, Antony graduated from the University of Hong Kong in 1973 and attended Harvard Business School's Programme for Management Development and Advanced Management Programme. He was conferred an honorary doctor of law by the Hong Kong University of Science and Technology in 1998.

Training in 2024: To fully perform duties in accordance with laws and regulations and continuously enhance the ability to perform duties, independent directors of CCB strengthened research on domestic and overseas regulatory policies, continued to track latest changes in regulatory policies, actively participated in training on the revision of the Company Law, anti-corruption and anti-bribery, ESG and sustainability disclosure requirements, relevant laws and regulations on prevention of financial fraud, etc., and kept enhancing their duty performance ability and decision-making effectiveness.

II. DIRECTOR LEUNG KAM CHUNG, ANTONY'S FULFILLMENT OF DUTIES IN THE YEAR

i. Meeting attendance of Director Leung Kam Chung, Antony

In 2024, CCB convened three Shareholders' General Meetings: The Annual General Meeting of 2023 on June 27, 2024, the First Extraordinary General Meeting of 2024 on April 29, 2024, and the Second Extraordinary General Meeting of 2024 on November 28, 2024. Throughout the year, CCB convened 11

meetings of the Board of Directors, where the attendees discussed 94 proposals, reviewed one proposal, and referred to 44 proposals; and CCB convened 31 meetings of special committees, where the attendees discussed and reviewed 226 proposals.

In 2024, Director Leung Kam Chung, Antony attended the Shareholders' General Meetings and meetings of the Board of Directors and its special committees on time, reviewed the resolutions made by the Board of Directors and its special committees, and expressed independent opinions. No objection has been raised to the matters for deliberation. No other special powers have been exercised. Director Leung Kam Chung, Antony's attendance at the Shareholders' General Meeting and meetings of the Board of Directors and its special committees are presented as follows:

Independent Director	Shareholders'	Meetings of	
	General Meeting	the Board of Directors	
	Attendance in	Attendance in	Attendance by
	person	person	proxy
Mr. Leung Kam Chung, Antony	3/3	8/11	3/11

Director Leung Kam Chung, Antony's attendance at meetings of each special committee under the Board of Directors is as follows:

Independent Director	Strategy Development		Risk Management		Nomination and	
	Committee		Committee		Remuneration Committee	
	Attendance	Attendance	Attendance	Attendance	Attendance	Attendance
	in person	by proxy	in person	by proxy	in person	by proxy
Mr. Leung Kam Chung, Antony	4/5	1/5	5/6	1/6	5/8	3/8

Notes:

- (1) "Attendance in person" refers to attending meetings in person or on telephone or by video conference.
- (2) During the reporting period, independent directors who did not attend the meetings of the Board of Directors and its special committees in person appointed other independent directors to attend the meetings and exercise voting rights on their behalf.

ii. Communication between independent directors, including Leung Kam Chung, Antony, and parties of corporate governance

Director Leung Kam Chung, Antony actively performed his duties. In addition to attending the Shareholders' General Meetings, meetings of the Board of Directors and its special committees, he actively attended special meetings of independent directors, directors' communication meetings, and special communication meetings, took the initiative to carry out special research, and maintained adequate and effective communication with the shareholders, especially minority shareholders, the chairman and other members of the Board of Directors, members of the Board of Supervisors, Senior Management and other

parties of corporate governance. Upon assessment, Director Leung Kam Chung, Antony performed his duties in conformity with relevant laws, regulations, and relevant requirements of regulatory authorities in terms of the time, methods and work content. According to relevant requirements of laws, regulations and regulatory requirements and work needs, Director Leung Kam Chung, Antony maintained sufficient communication with the internal audit departments of CCB and the external auditors for CCB on finance, business and other relevant matters and earnestly fulfilled relevant responsibilities and obligations. CCB actively provided necessary working conditions and personnel support for Leung Kam Chung, Antony and other independent directors to ensure their full performance of duties.

First, accurately judging macroeconomic development trends and promoting CCB's high-quality development of substance. Leung Kam Chung, Antony and other independent directors expressed their opinions through the meetings of the Board of Directors, the formal meetings of special committees, directors' communication meetings, etc., thoroughly analyzed and assessed the impact of geopolitics, the macroeconomic situation, capital market fluctuations, etc. on the operations of CCB, urged the management to actively seize the development opportunities brought by the transformation and upgrading of the domestic economy, and formulated the development guidelines for the 15th Five-year Plan period in a forward-looking manner. Independent directors continued to strengthen communication with parties of corporate governance, paid attention to key issues in the Bank's operation and development from an international viewpoint, explored new models of technology finance services and wealth management, actively promoted digital transformation, and provided strong support and guarantee for the Board of Directors to make sound decisions.

Second, paying attention to study of major issues and giving full play to the role in providing decision-making references and supervision. Leung Kam Chung, Antony and other independent directors had special-topic communication with the Management. Five special meetings of independent directors were organized and convened centering around topics such as development of retail banking and corporate banking, real estate credit risk, business management of CCB Life, AI application, and execution of the FinTech strategy. Leung Kam Chung, Antony and other independent directors paid great attention to compliant, steady development of overseas business. They paid survey visits to overseas institutions such as New York Branch and CCB Europe and instructed overseas institutions to implement regulatory requirements, improve risk control and compliance management capacity and level, and take solid steps to enhance CCB's ability to participate in international competition. They urged the management to strengthen management of capital planning and resource allocation to make sure that the Group's capital level fully covers all major risks and maintains sufficient capital cushion, and studied and reviewed proposals on the annual issuance plan of financial bonds of the Group, the planned quota of capital instruments for issuance, the quota of total loss-absorbing capacity (TLAC) non-capital bonds for issuance, subscription and issuance of capital instruments, the annual report on capital adequacy ratio management, the annual disclosure report of capital adequacy ratio, the Pillar 3 capital management information disclosure report, the internal capital adequacy assessment report, etc., fully giving play to their role as independent directors in providing decision-making references and supervision.

Third, always giving prominence to risk prevention and control and providing important guarantees for steady development of CCB. Leung Kam Chung, Antony and other independent directors were dedicated to urging CCB to strengthen active control of all types of risks and to refine the implementation of the expected credit loss approach, paid adequate attention to the development trends of

the real estate industry and inclusive finance areas, risk control of overseas institutions and management of business continuity and IT related risks, and paid great attention to the risks and challenges brought by generative AI. They guided CCB to improve the long-term mechanism for preventing and defusing local government debt risks, follow the principle of being market- and law-based, and support resolution of existing debt risks and strict control of incremental debt in accordance with laws and regulations. Independent directors urged CCB to earnestly implement the regulatory requirements for systemically important banks, studied and reviewed the *Measures for Management of the Work of Systemically Important Banks (Version 2024)*, instructed the Management to update and refine the recovery and resolution plan, and urged CCB to strengthen emergency drills for extreme scenarios. They also paid great attention to AML and sanctions compliance capability building, studied the reports on the Group's AML efforts and the assessment of the AML capacity of overseas institutions, and guided CCB to improve its AML work system and make the AML system more intelligent.

Fourth, adhering to effective combination of Chinese characteristics and international trends and promoting integration of ESG into all respects of operation and management. Independent directors periodically discussed the progress of ESG work, thoroughly studied the fulfillment of ESG goals, the innovation and practice of the ESG rating system, privacy and data security, etc., intensified efforts to build an ESG talent team, and urged CCB to strengthen management of climate-related risks and opportunities and implement the latest requirements on climate-related information disclosures specified by domestic and overseas regulators, helping CCB achieve excellent results in implementing and advancing the ESG work plan. Independent directors periodically reviewed reports on consumer protection, urged the management to follow the guidance of regulatory requirements, periodically assessed branches' implementation of consumer protection work, conducted internal audits of consumer protection work, and conducted special research on the challenges faced in consumer privacy and data security and their response measures. CCB's MSCI ESG rating jumped to AAA, the global leading level, laying a solid foundation for CCB to realize its vision of "becoming a world-leading sustainable development bank".

III. LEUNG KAM CHUNG, ANTONY AND OTHER INDEPENDENT DIRECTORS' KEY CONCERNS DURING FULFILLMENT OF DUTIES IN THE YEAR

i. Related party transactions that should be disclosed

In 2024, independent directors of CCB attached great importance to and continuously promoted management of related party transactions and performed their duties of supervising related party transactions. Independent directors strengthened supervision and review of related party transactions through the Related Party Transaction, Social Responsibility and Consumer Protection Committee of the Board of Directors, confirmed the information on related parties, and supervised and guided the Management in strengthening standardized, systematic and intelligent management of related party transactions, improving the mechanism for risk control of related party transactions, strengthening the capacity for management of related party transactions, and safeguarding the rights and interests of CCB and relevant parties. In 2024, independent directors supervised and guided the management of related party transactions, continuously enhanced the third line of defense for management of related party transactions, optimized risk control measures, and consolidated the foundation for comprehensive management of related party transactions; they established the mechanism for periodically reporting internal audits of related party transactions and cooperated with the Board of Supervisors in completing supervision and assessment of

related party transactions; they reviewed and approved the signing of the *Unified Transaction Agreement* between the Head Office and CCB Asia, the special report on related party transactions and their management and other matters, filed general related party transactions in an orderly manner, further improved the ability to enforce policies on related party transactions, and supported high-quality business development through compliance of related party transactions.

ii. Disclosure of financial information in financial and accounting reports and periodic reports and internal control assessment reports

In 2024, independent directors of CCB continued to improve financial and accounting information governance and strengthened supervision and review of financial reports. Independent directors kept abreast of changes in the economic and financial situation, accounting standards, overseas laws and regulations and regulatory policies, and paid adequate attention to the trends and changes of the real estate industry and inclusive finance areas and credit risk exposures of overseas institutions and the changes in the amounts of overdue non-NPLs and loans with modified terms. They promoted the improvement of the implementation of the expected credit loss approach and studied and analyzed the impact of risk exposures on asset classification, the expected credit loss model and provision results in a forward-looking manner. Independent directors urged the Board of Directors to fully perform financial and accounting supervision and review functions, strictly implement the mechanism for pre-communication on periodic reports, and make sure that financial information is authentic, objective, complete and accurate; they strictly ensured fairness of financial information, continuously paid attention to post-reporting-period adjusting events of financial reports and their financial treatment and required adjusting the tables and reconciling the accounts in a timely manner. In 2024, independent directors reviewed and approved the 2023 annual report and the interim report and quarterly reports of 2024, guided the response to asset quality and net interest margin related challenges, strictly implemented the requirements of following the *Accounting Law* and managing the quality of accounting information, and continuously improved the report preparation quality and the level of information disclosure.

Independent directors of CCB attached great importance to the effectiveness of internal control. They took internal control assessment as an important measure for enhancing internal control management level and continuously conducted internal control assessment. They reviewed and approved the 2023 internal control assessment report and the work plan for internal control assessment for 2024, and urged the management to make full use of the internal control assessment results in previous years, improve institutions' self-assessment quality, and re-examine the policies on and measures for internal control assessment such as the identification criteria of internal control defects based on key regulatory concerns and CCB's operation and management priorities. Meanwhile, independent directors continuously paid attention to coordination between internal control assessment and internal auditing, paid attention to internal control defects identified in internal and external audits and internal control assessments, and promoted remediation of internal control defects from the root, further improving the soundness and effectiveness of internal control systems, mechanisms and policies.

iii. Engagement or replacement of the accounting firm providing auditing services for listed companies

CCB continued to engage Ernst & Young Hua Ming LLP (Special General Partnership) as the domestic accounting firm for CCB and its domestic subsidiaries in 2024 and engage EY as the international accounting firm for CCB and its major overseas subsidiaries in 2024 after deliberation and approval at CCB's Annual General Meeting of 2023. Independent directors held that the accounting firm engaged by CCB conducted audit work independently, objectively and fairly, and performed all tasks properly.

iv. Appointment or replacement of the finance manager of listed companies

In 2024, CCB did not engage or replace the finance manager of listed companies. With the approval of regulators, Mr. Sheng Liurong has served as CFO of CCB since November 2022.

v. Nomination, appointment or replacement of Directors, and appointment or replacement of Senior Management members

In 2024, independent directors of CCB paid close attention to changes in members of the Board of Directors and the Senior Management and ensured timely nomination of directors and selection of independent directors. The Board of Directors reviewed and approved the proposal on the appointment of Mr. Zhang Jinliang and Mr. Zhang Yi and relevant arrangements, and the Shareholders' General Meeting and the Board of Directors reviewed and approved the proposal on the reappointment of Mr. William Coen and Mr. Leung Kam Chung, Antony as independent directors and the appointment of Mr. Lin Zhijun as independent director. Meanwhile, independent directors advanced appointment or replacement of Senior Management members in an orderly manner. The Board of Directors reviewed and approved the proposal on the appointment of Mr. Zhang Yi as President and the proposal on the appointment of Vice President Wang Bing concurrently as Board Secretary of CCB and the appointment of Mr. Li Jianjiang as Vice President and CRO of CCB. Independent directors agreed to the appointment or replacement of Directors and Senior Management members of CCB.

vi. Remuneration of Directors and Senior Management members

In 2024, independent directors of CCB actively promoted the improvement of the remuneration incentive and restraint mechanism, optimized the performance appraisal plan, drafted the 2023 remuneration allocation and settlement plan and 2024 performance appraisal plan for Directors and Senior Management members, and submitted them to the Board of Directors and the Shareholders' General Meeting for approval according to the Articles of Association of CCB. Independent directors agreed to the remunerations of CCB's Senior Management members.

vii. Implementation of information disclosure

In strict accordance with laws, regulations, and provisions of the Articles of Association, CCB promptly, completely, and accurately disclosed periodic reports, such as the 2023 annual report, the interim report and quarterly reports of 2024, and ad-hoc announcements in 2024. CCB released periodic reports four times, monthly return of equity issuer on movements in securities 12 times, and 81 ad-hoc announcements

on platforms such as Shanghai Stock Exchange and the Stock Exchange of Hong Kong, prepared more than 340 information disclosure documents, and released the Japanese versions of periodic reports at Kanto Local Finance Bureau twice. Independent directors actively performed their duties in the preparation and disclosure of periodic reports and had full communication and discussion with the internal audit departments of CCB and external auditors on the annual audit work. On the basis of performing the statutory disclosure obligation in a legal and compliant manner, independent directors guided CCB to improve the disclosure quality and effectiveness of periodic reports, and paid survey visits to some branches of CCB centering around the priorities such as technology finance, green finance, inclusive finance, pension finance and digital finance, enriched the content and forms of disclosure through periodic reports such as the annual report. They encouraged CCB to describe in detail CCB's sound financial situation and operating results and information of corporate governance and ESG management with texts and pictures and vividly showcase CCB's achievements in upholding the long-term development philosophy, serving the real economy, and promoting development of substance. Meanwhile, they pushed for the improvement of the institutional system for information disclosure, and reviewed and approved the *Measures of China Construction Bank Corporation for Management of People with Inside Information (Version 2024)*, which has further defined the subjects responsible for management of people with inside information and the management procedures and requirements, enumerated the definitions and scope of inside information and people with inside information and dynamically integrated the information disclosure management system, laying a solid foundation for information disclosure compliance.

viii. Operation of the Board of Directors and its special committees at which Director Leung Kam Chung, Antony works

With a view to the current and mid- and long-term sustainable development of CCB, independent directors, by their expertise and abundant experience in their respective areas, offered opinions and suggestions and effectively implemented the resolutions of the Board of Directors. They also pushed forward the strategic development of CCB, upheld the legitimate rights and interests of stakeholders of CCB including its shareholders, financial consumers and employees, and continued to refine its systems and mechanisms for corporate governance and ensure the orderly operation of corporate governance.

In 2024, the Board of Directors made rational and prudent decisions in accordance with laws and regulations, the Articles of Association of CCB, and the authorization of the Shareholders' General Meeting. The topics it reviewed cover various areas including revisions of important policies and regulations, the annual and middle-term profit distribution plans, issuance of capital instruments and bonds, the annual business plan and the fixed asset investment budget, periodic financial reports, nomination of directors and appointment of Senior Management members, etc.

In 2024, the Strategy Development Committee convened five meetings in total. The Committee intensified the analysis and judgment of the macroeconomic situation, paid high attention to the implementation of major strategic plans such as the 14th Five-year Plan of CCB and the plan for building a digital CCB, supervised the execution of the annual business plan and the investment budget for fixed assets, and carefully studied and analyzed the impact of the revision of the Company Law on CCB's corporate governance. The Committee strengthened quality financial services for major strategies, key areas and weak links, pinpointed the areas to focus on when serving the real economy, took solid steps to promote the development of the "Five Priorities" of finance, and actively integrated into China's higher-standard opening

up. The Committee implemented the requirements of the latest regulation on capital, strengthened forward-looking planning and management of capital, improved capital utilization efficiency, consolidated the foundation for meeting the latest regulation on capital and regulatory requirements, actively seized the opportunities presented by issuance of capital instruments, and deepened the intensive transformation of capital operation. The Committee further advanced digital transformation and strengthened the support capacity of digital technology. CCB earnestly performed its corporate social responsibilities as a major state-owned bank, continuing to increase donations, improve people's wellbeing and promote both social benefits and economic returns.

The Risk Management Committee convened six meetings in total. The Committee paid close attention to domestic and overseas economic and financial situations and CCB's risk control, continued to analyze and assess key risk areas, and promoted more scientific, proactive and forward-looking comprehensive risk management. The Committee thoroughly studied and judged focuses and hot topics of risk management and conducted special researches on the macro trends and the business situation of the banking industry. The Committee supervised and guided the implementation of the expected credit loss approach, strengthened risk compensation capacity, intensified IT risk control, and optimized business continuity management. The Committee refined management of environmental and climate risks and continuously followed up the quantification work of ESG related factors and risks, contributing to the transformation toward green and low-carbon development. The Committee pushed for improvement of the Group's compliance management level and actively studied and assessed regulatory trends and the compliance management situation. It comprehensively analyzed domestic and international financial regulatory situations and the compliance management trends of the Group and key risk points, paid attention to AML and sanctions compliance capability building, guided and promoted the establishment of a digital compliance system and remediation of concerns in regulatory inspections, and promoted the building of a more effective case prevention management system. Furthermore, the Committee continued to strengthen Group consolidated management and penetrating management, pushed for the implementation of subsidiary management policies and requirements, and paid close attention to the business development and risk control of domestic and overseas institutions. The Committee also actively implemented the latest regulation on capital and the regulatory requirements on systemically important banks, earnestly performed the duties of the U.S. Risk Management Committee, kept strengthening its own building, and helped improve the effects of risk control across CCB.

The Nomination and Remuneration Committee convened eight meetings in total. The Committee paid high attention to changes in members of the Board of Directors and the Senior Management, earnestly carried out nomination work, provided the Board of Directors with suggestions on the candidates for executive directors and independent directors, the re-election and re-appointment of independent directors, the candidates for members of the special committees under the Board of Directors, and the candidates for Senior Management members, reviewed the qualifications of the candidates nominated, and continued to optimize the composition of the special committees under the Board of Directors and promote diversity of members of the Board of Directors. The Committee held that, during the reporting period, the composition of the Board of Directors of CCB was in conformity with the requirements of the *Diversity Policy for the Board of Directors*. The Committee thoroughly studied remuneration regulation policies, improved the incentive and restraint mechanism, organized the preparation of the plan for remuneration allocation and settlement for Directors and Senior Management members of CCB for 2023, and optimized the 2024 performance appraisal plan for Directors and Senior Management members; studied and standardized the authorization management of liability insurance for Directors, Supervisors and Senior Management members

to provide effective guarantee for their duty performance; and thoroughly analyzed the employee remuneration structure and actively promoted the implementation of the policy of “tilting toward primary-level institutions”. Meanwhile, the Committee actively promoted the building of a professional talent team and continuously improved the training system of special talent relating to climate change; paid close attention to employees’ career development and followed the policies and measures for promoting female employees’ career development; and continued to advance employee training and put forward suggestions on how to strengthen talent training and development, etc.

IV. OVERALL ASSESSMENT

In 2024, Leung Kam Chung, Antony and other independent directors fulfilled their duties honestly, diligently in accordance with relevant laws, regulations, regulatory requirements and the Articles of Association of CCB, ensured that no risk arose under the complicated and changeable external situation, enhanced steady and compliant operation, boosted sustainable development, and effectively safeguarded the legitimate rights and interests of CCB as well as its entire shareholders and stakeholders.

In 2025, Leung Kam Chung, Antony and other independent directors will continue to maintain their independence in accordance with regulatory orientation and requirements, make full use of their professional strengths to further enhance their ability to perform their duties, and make greater contributions to enhancing the scientific, sound and effective corporate governance of CCB.

Leung Kam Chung, Antony

China Construction Bank Corporation
Work Report of the Independent Director – Lord Sassoon for 2024

In 2024, in accordance with domestic and overseas laws and regulations, regulatory requirements and normative documents including the *Company Law of the People’s Republic of China*, the *Securities Law of the People’s Republic of China*, the *Corporate Governance Guidelines for Banking and Insurance Institutions*, the *Measures for the Administration of Independent Directors of Listed Companies*, the *Rules Governing the Listing of Stocks on Shanghai Stock Exchange*, and the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*, as well as the *Articles of Association of China Construction Bank Corporation* (hereinafter referred to as the “**Articles of Association of CCB**”), the *Independent Director Work System of China Construction Bank Corporation (Version 2024)*, etc., the independent director – Lord Sassoon of China Construction Bank Corporation (hereinafter referred to as “**CCB**”) attended meetings of the Board of Directors and its special committees on time, actively participated in the discussion of various topics, fully expressed his independent opinions, and vigorously supported the Board of Directors of CCB to make sound decisions. Meanwhile, by leveraging their international vision, professional background, and working experience, through the meetings of the Board of Directors and its special committees, special meetings of independent directors, special communication meetings, and research forums, Lord Sassoon and other independent directors offered valuable opinions and suggestions on CCB’s business operation and management from multiple perspectives such as international and domestic macro situations, latest scientific and technological development trends and risks in key areas.

Over the past year, in accordance with laws and regulations, regulatory requirements, and the provisions of the Bank’s Articles of Association, Lord Sassoon and other independent directors of CCB faithfully and diligently performed their duties, gave full play to their role in participating in decision-making, supervision & check and balance, and consulting, further advanced CCB’s high-quality development of substance, boosted the comprehensive improvement of CCB’s business operation and management, and effectively safeguarded the legitimate rights and interests of CCB as well as its entire shareholders and stakeholders. Below is a report on Lord Sassoon’s fulfillment of duties in 2024:

I. PROFILE OF LORD SASSOON

As at December 31, 2024, CCB had six independent directors accounting for more than one third of the members of the Board of Directors, which complies with relevant laws, regulations and the Articles of Association of CCB. Independent directors of CCB come from the US, the UK, France, and New Zealand, as well as Hong Kong SAR, Macao SAR of China, and other countries or regions. They are experts in financial regulation, finance and tax, bank administration, external audit, credit rating, and accounting. The chairmen of four special committees under the Board of Directors of CCB, i.e., the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Related Party Transaction, Social Responsibility and Consumer Protection Committee are all independent directors. The Board of Directors of CCB has received from each independent director the self-assessment documents on independence signed according to the *Management Measures for Independent Directors of Listed Companies* and the *Guidelines of the Shanghai Stock Exchange for Self-regulation of Listed Companies No. 1 – Standard Operations*. Upon assessment, it has been determined that the independent directors do not hold any other position in CCB other than that of a director, and there are direct or indirect interests between them and the Bank and its major shareholders and actual controllers. There are neither other relationships

that might affect their ability to make independent and objective judgments, nor the eight circumstances that would disqualify them from serving as independent directors as stipulated in the *Management Measures for Independent Directors of Listed Companies*, the *Guidelines No. 1 of the Shanghai Stock Exchange for Self-regulation of Listed Companies – Standard Operations*. They meet the relevant requirements for the independence of independent directors.

Lord Sassoon has served as independent director of the Bank since October 2023. Lord Sassoon is a member of the International Advisory Council of the China Investment Corporation (CIC), president of the China-Britain Business Council (CBBC), chairman of The Sir John Soane’s Museum, a trustee emeritus of the British Museum (served as trustee and deputy chairman from 2013 to 2021), independent director of Barco NV, Arbuthnot Banking Group PLC, and Arbuthnot Latham & Co., Limited, and Chair of the Board of Trustees of the Pilgrim Trust. He formerly served as a member of the Global Advisory Board of Mitsubishi UFJ Financial Group from 2013 to 2021, and a director of Jardine Matheson Holdings Limited and other Jardine group companies from 2013 to 2020. He was chairman of CBBC from 2013 to 2019, and president of the EU- China Business Association from 2013 to 2017. He was commercial secretary to the Treasury from 2010 to 2013 and chaired the Financial Action Task Force from 2007 to 2008. He served as a managing director in HM Treasury from 2002 to 2006 with responsibility for Financial Services and Enterprise Policy. During his career, he has had a consistent focus on business relating to Asia, and has participated in the UK-China Economic and Financial Dialogue since 2002. Lord Sassoon joined S.G. Warburg (later UBS Warburg) in 1985, becoming a managing director in 1995. He began his career at KPMG in 1977, qualifying as an associate of the Institute of Chartered Accountants in England and Wales. Lord Sassoon joined the House of Lords in 2010. He was educated at the University of Oxford, where he read philosophy, politics and economics, and obtained his master of arts degree in 1977.

Training in 2024: To fully perform duties in accordance with laws and regulations and continuously enhance the ability to perform duties, independent directors of CCB strengthened research on domestic and overseas regulatory policies, continued to track latest changes in regulatory policies, actively participated in training on the revision of the Company Law, anti-corruption and anti-bribery, ESG and sustainability disclosure requirements, relevant laws and regulations on prevention of financial fraud, etc., and kept enhancing their duty performance ability and decision-making effectiveness.

II. LORD SASSOON’S FULFILLMENT OF DUTIES IN THE YEAR

i. Meeting attendance of Lord Sassoon

In 2024, CCB convened three Shareholders’ General Meetings: The Annual General Meeting of 2023 on June 27, 2024, the First Extraordinary General Meeting of 2024 on April 29, 2024, and the Second Extraordinary General Meeting of 2024 on November 28, 2024. Throughout the year, CCB convened 11 meetings of the Board of Directors, where the attendees discussed 94 proposals, reviewed one proposal, and referred to 44 proposals; and CCB convened 31 meetings of special committees, where the attendees discussed and reviewed 226 proposals.

In 2024, Lord Sassoon attended the Shareholders’ General Meetings and meetings of the Board of Directors and its special committees on time, reviewed the resolutions made by the Board of Directors and its special committees, and expressed independent opinions. No objection has been raised to the matters for deliberation. No other special powers have been exercised. Lord Sassoon’s attendance at the Shareholders’ General Meeting and meetings of the Board of Directors and its special committees are presented as follows:

Independent Director	Shareholders’ General Meeting	Meetings of the Board of Directors	
	Attendance in person	Attendance in person	Attendance by proxy
Lord Sassoon	3/3	11/11	0/11

Lord Sassoon’s attendance at meetings of each special committee under the Board of Directors is as follows:

Independent Director	Strategy Development Committee		Audit Committee		Nomination and Remuneration Committee	
	Attendance in person	Attendance by proxy	Attendance in person	Attendance by proxy	Attendance in person	Attendance by proxy
	Lord Sassoon	5/5	0/5	6/6	0/6	8/8

Notes:

- (1) “Attendance in person” refers to attending meetings in person or on telephone or by video conference.
- (2) During the reporting period, independent directors who did not attend the meetings of the Board of Directors and its special committees in person appointed other independent directors to attend the meetings and exercise voting rights on their behalf.

ii. Communication between independent directors, including Lord Sassoon, and parties of corporate governance

Lord Sassoon actively performed his duties. In addition to attending the Shareholders’ General Meetings, meetings of the Board of Directors and its special committees, he actively attended special meetings of independent directors, directors’ communication meetings, and special communication meetings, took the initiative to carry out special research, and maintained adequate and effective communication with the shareholders, especially minority shareholders, the chairman and other members of the Board of Directors, members of the Board of Supervisors, Senior Management and other parties of corporate governance. Upon assessment, Lord Sassoon performed his duties in conformity with relevant laws, regulations, and relevant requirements of regulatory authorities in terms of the time, methods and work content. According to relevant requirements of laws, regulations and regulatory requirements and work needs, Lord Sassoon maintained sufficient communication with the internal audit departments of CCB and

the external auditors for CCB on finance, business and other relevant matters and earnestly fulfilled relevant responsibilities and obligations. CCB actively provided necessary working conditions and personnel support for Lord Sassoon and other independent directors to ensure their full performance of duties.

First, accurately judging macroeconomic development trends and promoting CCB's high-quality development of substance. Lord Sassoon and other independent directors expressed their opinions through the meetings of the Board of Directors, the formal meetings of special committees, directors' communication meetings, etc., thoroughly analyzed and assessed the impact of geopolitics, the macroeconomic situation, capital market fluctuations, etc. on the operations of CCB, urged the management to actively seize the development opportunities brought by the transformation and upgrading of the domestic economy, and formulated the development guidelines for the 15th Five-year Plan period in a forward-looking manner. Independent directors continued to strengthen communication with parties of corporate governance, paid attention to key issues in the Bank's operation and development from an international viewpoint, explored new models of technology finance services and wealth management, actively promoted digital transformation, and provided strong support and guarantee for the Board of Directors to make sound decisions.

Second, paying attention to study of major issues and giving full play to the role in providing decision-making references and supervision. Lord Sassoon and other independent directors had special-topic communication with the Management. Five special meetings of independent directors were organized and convened centering around topics such as development of retail banking and corporate banking, real estate credit risk, business management of CCB Life, AI application, and execution of the FinTech strategy. Lord Sassoon and other independent directors paid great attention to compliant, steady development of overseas business. They paid survey visits to overseas institutions such as New York Branch and CCB Europe and instructed overseas institutions to implement regulatory requirements, improve risk control and compliance management capacity and level, and take solid steps to enhance CCB's ability to participate in international competition. They urged the management to strengthen management of capital planning and resource allocation to make sure that the Group's capital level fully covers all major risks and maintains sufficient capital cushion, and studied and reviewed proposals on the annual issuance plan of financial bonds of the Group, the planned quota of capital instruments for issuance, the quota of total loss-absorbing capacity (TLAC) non-capital bonds for issuance, subscription and issuance of capital instruments, the annual report on capital adequacy ratio management, the annual disclosure report of capital adequacy ratio, the Pillar 3 capital management information disclosure report, the internal capital adequacy assessment report, etc., fully giving play to their role as independent directors in providing decision-making references and supervision.

Third, always giving prominence to risk prevention and control and providing important guarantees for steady development of CCB. Lord Sassoon and other independent directors were dedicated to urging CCB to strengthen active control of all types of risks and to refine the implementation of the expected credit loss approach, paid adequate attention to the development trends of the real estate industry and inclusive finance areas, risk control of overseas institutions and management of business continuity and IT related risks, and paid great attention to the risks and challenges brought by generative AI. They guided CCB to improve the long-term mechanism for preventing and defusing local government debt risks, follow the principle of being market- and law-based, and support resolution of existing debt risks and strict control of incremental debt in accordance with laws and regulations. Independent directors urged CCB to earnestly

implement the regulatory requirements for systemically important banks, studied and reviewed the *Measures for Management of the Work of Systemically Important Banks (Version 2024)*, instructed the Management to update and refine the recovery and resolution plan, and urged CCB to strengthen emergency drills for extreme scenarios. They also paid great attention to AML and sanctions compliance capability building, studied the reports on the Group's AML efforts and the assessment of the AML capacity of overseas institutions, and guided CCB to improve its AML work system and make the AML system more intelligent.

Fourth, adhering to effective combination of Chinese characteristics and international trends and promoting integration of ESG into all respects of operation and management. Independent directors periodically discussed the progress of ESG work, thoroughly studied the fulfillment of ESG goals, the innovation and practice of the ESG rating system, privacy and data security, etc., intensified efforts to build an ESG talent team, and urged CCB to strengthen management of climate-related risks and opportunities and implement the latest requirements on climate-related information disclosures specified by domestic and overseas regulators, helping CCB achieve excellent results in implementing and advancing the ESG work plan. Independent directors periodically reviewed reports on consumer protection, urged the management to follow the guidance of regulatory requirements, periodically assessed branches' implementation of consumer protection work, conducted internal audits of consumer protection work, and conducted special research on the challenges faced in consumer privacy and data security and their response measures. CCB's MSCI ESG rating jumped to AAA, the global leading level, laying a solid foundation for CCB to realize its vision of "becoming a world-leading sustainable development bank".

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CCB continued to engage Ernst & Young Hua Ming LLP (Special General Partnership) as the domestic accounting firm for CCB and its domestic subsidiaries in 2024 and engage EY as the international accounting firm for CCB and its major overseas subsidiaries in 2024 after deliberation and approval at CCB's Annual General Meeting of 2023. Independent directors held that the accounting firm engaged by CCB conducted audit work independently, objectively and fairly, and performed all tasks properly.

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In 2024, CCB did not engage or replace the finance manager of listed companies. With the approval of regulators, Mr. Sheng Liurong has served as CFO of CCB since November 2022.

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vi. Remuneration of Directors and Senior Management members

In 2024, independent directors of CCB actively promoted the improvement of the remuneration incentive and restraint mechanism, optimized the performance appraisal plan, drafted the 2023 remuneration allocation and settlement plan and 2024 performance appraisal plan for Directors and Senior Management members, and submitted them to the Board of Directors and the Shareholders' General Meeting for approval according to the Articles of Association of CCB. Independent directors agreed to the remunerations of CCB's Senior Management members.

vii. Implementation of information disclosure

In strict accordance with laws, regulations, and provisions of the Articles of Association, CCB promptly, completely, and accurately disclosed periodic reports, such as the 2023 annual report, the interim report and quarterly reports of 2024, and ad-hoc announcements in 2024. CCB released periodic reports four times, monthly return of equity issuer on movements in securities 12 times, and 81 ad-hoc announcements on platforms such as Shanghai Stock Exchange and the Stock Exchange of Hong Kong, prepared more than 340 information disclosure documents, and released the Japanese versions of periodic reports at Kanto Local Finance Bureau twice. Independent directors actively performed their duties in the preparation and disclosure of periodic reports and had full communication and discussion with the internal audit departments of CCB and external auditors on the annual audit work. On the basis of performing the statutory disclosure obligation in a legal and compliant manner, independent directors guided CCB to improve the disclosure quality and effectiveness of periodic reports, and paid survey visits to some branches of CCB centering around the priorities such as technology finance, green finance, inclusive finance, pension finance and digital finance, enriched the content and forms of disclosure through periodic reports such as the annual report.

They encouraged CCB to describe in detail CCB's sound financial situation and operating results and information of corporate governance and ESG management with texts and pictures and vividly showcase CCB's achievements in upholding the long-term development philosophy, serving the real economy, and promoting development of substance. Meanwhile, they pushed for the improvement of the institutional system for information disclosure, and reviewed and approved the *Measures of China Construction Bank Corporation for Management of People with Inside Information (Version 2024)*, which has further defined the subjects responsible for management of people with inside information and the management procedures and requirements, enumerated the definitions and scope of inside information and people with inside information and dynamically integrated the information disclosure management system, laying a solid foundation for information disclosure compliance.

viii. Operation of the Board of Directors and its special committees at which Lord Sassoon works

With a view to the current and mid- and long-term sustainable development of CCB, independent directors, by their expertise and abundant experience in their respective areas, offered opinions and suggestions and effectively implemented the resolutions of the Board of Directors. They also pushed forward the strategic development of CCB, upheld the legitimate rights and interests of stakeholders of CCB including its shareholders, financial consumers and employees, and continued to refine its systems and mechanisms for corporate governance and ensure the orderly operation of corporate governance.

In 2024, the Board of Directors made rational and prudent decisions in accordance with laws and regulations, the Articles of Association of CCB, and the authorization of the Shareholders' General Meeting. The topics it reviewed cover various areas including revisions of important policies and regulations, the annual and middle-term profit distribution plans, issuance of capital instruments and bonds, the annual business plan and the fixed asset investment budget, periodic financial reports, nomination of directors and appointment of Senior Management members, etc.

In 2024, the Strategy Development Committee convened five meetings in total. The Committee intensified the analysis and judgment of the macroeconomic situation, paid high attention to the implementation of major strategic plans such as the 14th Five-year Plan of CCB and the plan for building a digital CCB, supervised the execution of the annual business plan and the investment budget for fixed assets, and carefully studied and analyzed the impact of the revision of the Company Law on CCB's corporate governance. The Committee strengthened quality financial services for major strategies, key areas and weak links, pinpointed the areas to focus on when serving the real economy, took solid steps to promote the development of the "Five Priorities" of finance, and actively integrated into China's higher-standard opening up. The Committee implemented the requirements of the latest regulation on capital, strengthened forward-looking planning and management of capital, improved capital utilization efficiency, consolidated the foundation for meeting the latest regulation on capital and regulatory requirements, actively seized the opportunities presented by issuance of capital instruments, and deepened the intensive transformation of capital operation. The Committee further advanced digital transformation and strengthened the support capacity of digital technology. CCB earnestly performed its corporate social responsibilities as a major state-owned bank, continuing to increase donations, improve people's wellbeing and promote both social benefits and economic returns.

The Audit Committee convened six official meetings in total, one pre-communication meeting for annual financial report, one pre-communication meeting for interim financial report, and two separate communication meetings with the external auditors. The Committee supervised and reviewed periodic reports. It strictly implemented the pre-communication system for annual and interim financial reports and fully exchanged views with the Management and external auditors; continuously followed up the impact of the changes in the macro situation and regulatory policies on CCB's operation and management and asset quality, helping ensure steady operation of CCB; strengthened accounting information governance and improved the level of refined management; and tracked closely the major issues related to business operation and management, risk management and internal control and pushed for the improvement of the quality of financial reports and information disclosure level. The Committee supervised and assessed external auditors' work. It supervised and pushed for the annual assessment of external auditors' work and used it as important reference for engagement of external auditors; periodically listened to external auditors' reports on auditing of financial reports, studied external auditors' management recommendations, strengthened management of non-audit services, communicated with external auditors on key audit matters, and periodically accepted external auditors' work summaries and documents for filing. The Committee pushed for further improvement of the institutional system for external auditor management and fully implemented the regulatory requirements on external auditor management and audit information security management. The Committee supervised and assessed internal control and internal audit work. It paid attention to internal control work, periodically assessed the effectiveness of internal control, issued an assessment report and disclosed it to the public; paid attention to relevant findings and remediation of internal control defects identified in internal and external audits and internal control assessments and promoted continuous improvement and optimization of internal control. The Committee paid attention to internal audit work, listened to internal audit plans and their updates, conducted assessment of internal audit work, promoted external assessment of internal audit quality, periodically listened to summary reports on internal audit findings, continuously pushed for remediation of internal audit findings, and promoted coordination of internal and external audit efforts.

The Nomination and Remuneration Committee convened eight meetings in total. The Committee paid high attention to changes in members of the Board of Directors and the Senior Management, earnestly carried out nomination work, provided the Board of Directors with suggestions on the candidates for executive directors and independent directors, the re-election and re-appointment of independent directors, the candidates for members of the special committees under the Board of Directors, and the candidates for Senior Management members, reviewed the qualifications of the candidates nominated, and continued to optimize the composition of the special committees under the Board of Directors and promote diversity of members of the Board of Directors. The Committee held that, during the reporting period, the composition of the Board of Directors of CCB was in conformity with the requirements of the *Diversity Policy for the Board of Directors*. The Committee thoroughly studied remuneration regulation policies, improved the incentive and restraint mechanism, organized the preparation of the plan for remuneration allocation and settlement for Directors and Senior Management members of CCB for 2023, and optimized the 2024 performance appraisal plan for Directors and Senior Management members; studied and standardized the authorization management of liability insurance for Directors, Supervisors and Senior Management members to provide effective guarantee for their duty performance; and thoroughly analyzed the employee remuneration structure and actively promoted the implementation of the policy of "tilting toward primary-level institutions". Meanwhile, the Committee actively promoted the building of a professional talent team and continuously improved the training system of special talent relating to climate change; paid close

attention to employees' career development and followed the policies and measures for promoting female employees' career development; and continued to advance employee training and put forward suggestions on how to strengthen talent training and development, etc.

IV. OVERALL ASSESSMENT

In 2024, Lord Sassoon and other independent directors fulfilled their duties honestly, diligently in accordance with relevant laws, regulations, regulatory requirements and the Articles of Association of CCB, ensured that no risk arose under the complicated and changeable external situation, enhanced steady and compliant operation, boosted sustainable development, and effectively safeguarded the legitimate rights and interests of CCB as well as its entire shareholders and stakeholders.

In 2025, Lord Sassoon and other independent directors will continue to maintain their independence in accordance with regulatory orientation and requirements, make full use of their professional strengths to further enhance their ability to perform their duties, and make greater contributions to enhancing the scientific, sound and effective corporate governance of CCB.

Lord Sassoon

China Construction Bank Corporation
Work Report of the Independent Director – Lin Zhijun for 2024

In 2024, in accordance with domestic and overseas laws and regulations, regulatory requirements and normative documents including the *Company Law of the People’s Republic of China*, the *Securities Law of the People’s Republic of China*, the *Corporate Governance Guidelines for Banking and Insurance Institutions*, the *Measures for the Administration of Independent Directors of Listed Companies*, the *Rules Governing the Listing of Stocks on Shanghai Stock Exchange*, and the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*, as well as the *Articles of Association of China Construction Bank Corporation* (hereinafter referred to as the “**Articles of Association of CCB**”), the *Independent Director Work System of China Construction Bank Corporation (Version 2024)*, etc., the independent director – Lin Zhijun of China Construction Bank Corporation (hereinafter referred to as “**CCB**”) attended meetings of the Board of Directors and its special committees on time, actively participated in the discussion of various topics, fully expressed his independent opinions, and vigorously supported the Board of Directors of CCB to make sound decisions. Meanwhile, by leveraging their international vision, professional background, and working experience, through the meetings of the Board of Directors and its special committees, special meetings of independent directors, special communication meetings, and research forums, Lin Zhijun and other independent directors offered valuable opinions and suggestions on CCB’s business operation and management from multiple perspectives such as international and domestic macro situations, latest scientific and technological development trends and risks in key areas.

Over the past year, in accordance with laws and regulations, regulatory requirements, and the provisions of the Bank’s Articles of Association, Lin Zhijun and other independent directors faithfully and diligently performed their duties, gave full play to their role in participating in decision-making, supervision & check and balance, and consulting, further advanced CCB’s high-quality development of substance, boosted the comprehensive improvement of CCB’s business operation and management, and effectively safeguarded the legitimate rights and interests of CCB as well as its entire shareholders and stakeholders. Below is a report on Director Lin Zhijun’s fulfillment of duties in 2024:

I. PROFILE OF DIRECTOR LIN ZHIJUN

As at December 31, 2024, CCB had six independent directors accounting for more than one third of the members of the Board of Directors, which complies with relevant laws, regulations and the Articles of Association of CCB. Independent directors of CCB come from the US, the UK, France, and New Zealand, as well as Hong Kong SAR, Macao SAR of China, and other countries or regions. They are experts in financial regulation, finance and tax, bank administration, external audit, credit rating, and accounting. The chairmen of four special committees under the Board of Directors of CCB, i.e., the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Related Party Transaction, Social Responsibility and Consumer Protection Committee are all independent directors. The Board of Directors of CCB has received from each independent director the self-assessment documents on independence signed according to the *Management Measures for Independent Directors of Listed Companies* and the *Guidelines of the Shanghai Stock Exchange for Self-regulation of Listed Companies No. 1 – Standard Operations*. Upon assessment, it has been determined that the independent directors do not hold any other position in CCB other than that of a director, and there are direct or indirect interests between them and the Bank and its major shareholders and actual controllers. There are neither other relationships

that might affect their ability to make independent and objective judgments, nor the eight circumstances that would disqualify them from serving as independent directors as stipulated in the *Management Measures for Independent Directors of Listed Companies*, the *Guidelines No. 1 of the Shanghai Stock Exchange for Self-regulation of Listed Companies – Standard Operations*. They meet the relevant requirements for the independence of independent directors.

Director Lin Zhijun has served as director of the Bank since September 2024. He is the Senior Advisor, Professor and PhD Supervisor of the Macau University of Science and Technology, Independent Director of China Everbright Limited and BOCOM International Holdings Company Limited. Previously, he was an Independent Director of Sinotruk (Hong Kong) Limited, Dali Foods Group Company Limited, South Manganese Investment Limited (formerly CITIC Dameng Holdings Limited) and SpringLand International Limited. He was Vice President and Dean of the School of Business of the Macau University of Science and Technology, Professor and Head of the Department of Accountancy and Law at Hong Kong Baptist University, Visiting Professor at the University of Hong Kong, Associate Professor at the Faculty of Management at the University of Lethbridge, Canada, and Associate Professor at the School of Economics, Xiamen University. He worked at the Toronto office of an international accounting firm (now known as Deloitte). Director Lin Zhijun is a member of the American Institute of Certified Public Accountants, the Chinese Institute of Certified Public Accountants, Chartered Global Management Accountants and the Australian Institute of Certified Management Accountants. He holds a Master's degree in Economics from Xiamen University, a Master of Commercial Science in Business Administration from University of Saskatchewan in Canada and a PhD degree in Economics (Accounting) from Xiamen University.

Training in 2024: To fully perform duties in accordance with laws and regulations and continuously enhance the ability to perform duties, independent directors of CCB strengthened research on domestic and overseas regulatory policies, continued to track latest changes in regulatory policies, actively participated in training on the revision of the Company Law, anti-corruption and anti-bribery, ESG and sustainability disclosure requirements, relevant laws and regulations on prevention of financial fraud, etc., and kept enhancing their duty performance ability and decision-making effectiveness.

II. DIRECTOR LIN ZHIJUN'S FULFILLMENT OF DUTIES IN THE YEAR

i. Meeting attendance of Director Lin Zhijun

In 2024, CCB convened three Shareholders' General Meetings: The Annual General Meeting of 2023 on June 27, 2024, the First Extraordinary General Meeting of 2024 on April 29, 2024, and the Second Extraordinary General Meeting of 2024 on November 28, 2024. Throughout the year, CCB convened 11 meetings of the Board of Directors, where the attendees discussed 94 proposals, reviewed one proposal, and referred to 44 proposals; and CCB convened 31 meetings of special committees, where the attendees discussed and reviewed 226 proposals.

In 2024, Director Lin Zhijun attended the Shareholders' General Meetings and meetings of the Board of Directors and its special committees on time, reviewed the resolutions made by the Board of Directors and its special committees, and expressed independent opinions. No objection has been raised to the matters

for deliberation. No other special powers have been exercised. Director Lin Zhijun's attendance at the Shareholders' General Meeting and meetings of the Board of Directors and its special committees are presented as follows:

Independent Director	Shareholders'	Meetings of	
	General Meeting	the Board of Directors	
	Attendance in	Attendance in	Attendance by
	person	person	proxy
Mr. Lin Zhijun	1/1	1/1	0/1

Director Lin Zhijun's attendance at meetings of each special committee under the Board of Directors is as follows:

Independent Director	Audit Committee		Risk Management Committee		Related Party Transaction, Social Responsibility and Consumer Protection Committee	
	Attendance	Attendance	Attendance	Attendance	Attendance	Attendance
	in person	by proxy	in person	by proxy	in person	by proxy
Mr. Lin Zhijun	1/1	0/1	1/1	0/1	1/1	0/1

Notes:

- (1) "Attendance in person" refers to attending meetings in person or on telephone or by video conference.
- (2) During the reporting period, independent directors who did not attend the meetings of the Board of Directors and its special committees in person appointed other independent directors to attend the meetings and exercise voting rights on their behalf.
- (3) Mr. Lin Zhijun officially took office as independent director of CCB on September 11, 2024.

ii. Communication between independent directors, including Lin Zhijun, and parties of corporate governance

Director Lin Zhijun actively performed his duties. In addition to attending the Shareholders' General Meetings, meetings of the Board of Directors and its special committees, he actively attended special meetings of independent directors, directors' communication meetings, and special communication meetings, took the initiative to carry out special research, and maintained adequate and effective communication with the shareholders, especially minority shareholders, the chairman and other members of the Board of Directors, members of the Board of Supervisors, Senior Management and other parties of corporate governance. Upon assessment, Director Lin Zhijun performed his duties in conformity with relevant laws, regulations, and relevant requirements of regulatory authorities in terms of the time, methods and work content. According to relevant requirements of laws, regulations and regulatory requirements and work needs, Director Lin Zhijun maintained sufficient communication with the internal audit departments of CCB

and the external auditors for CCB on finance, business and other relevant matters and earnestly fulfilled relevant responsibilities and obligations. CCB actively provided necessary working conditions and personnel support for Lin Zhijun and other independent directors to ensure Director Lin Zhijun's full performance of duties.

First, accurately judging macroeconomic development trends and promoting CCB's high-quality development of substance. Lin Zhijun and other independent directors expressed their opinions through the meetings of the Board of Directors, the formal meetings of special committees, directors' communication meetings, etc., thoroughly analyzed and assessed the impact of geopolitics, the macroeconomic situation, capital market fluctuations, etc. on the operations of CCB, urged the management to actively seize the development opportunities brought by the transformation and upgrading of the domestic economy, and formulated the development guidelines for the 15th Five-year Plan period in a forward-looking manner. Independent directors continued to strengthen communication with parties of corporate governance, paid attention to key issues in the Bank's operation and development from an international viewpoint, explored new models of technology finance services and wealth management, actively promoted digital transformation, and provided strong support and guarantee for the Board of Directors to make sound decisions.

Second, paying attention to study of major issues and giving full play to the role in providing decision-making references and supervision. Lin Zhijun and other independent directors had special-topic communication with the Management. Five special meetings of independent directors were organized and convened centering around topics such as development of retail banking and corporate banking, real estate credit risk, business management of CCB Life, AI application, and execution of the FinTech strategy. Lin Zhijun and other independent directors paid great attention to compliant, steady development of overseas business. They paid survey visits to overseas institutions such as New York Branch and CCB Europe and instructed overseas institutions to implement regulatory requirements, improve risk control and compliance management capacity and level, and take solid steps to enhance CCB's ability to participate in international competition. They urged the management to strengthen management of capital planning and resource allocation to make sure that the Group's capital level fully covers all major risks and maintains sufficient capital cushion, and studied and reviewed proposals on the annual issuance plan of financial bonds of the Group, the planned quota of capital instruments for issuance, the quota of total loss-absorbing capacity (TLAC) non-capital bonds for issuance, subscription and issuance of capital instruments, the annual report on capital adequacy ratio management, the annual disclosure report of capital adequacy ratio, the Pillar 3 capital management information disclosure report, the internal capital adequacy assessment report, etc., fully giving play to their role as independent directors in providing decision-making references and supervision.

Third, always giving prominence to risk prevention and control and providing important guarantees for steady development of CCB. Lin Zhijun and other independent directors were dedicated to urging CCB to strengthen active control of all types of risks and to refine the implementation of the expected credit loss approach, paid adequate attention to the development trends of the real estate industry and inclusive finance areas, risk control of overseas institutions and management of business continuity and IT related risks, and paid great attention to the risks and challenges brought by generative AI. They guided CCB to improve the long-term mechanism for preventing and defusing local government debt risks, follow the principle of being market- and law-based, and support resolution of existing debt risks and strict control of incremental debt in accordance with laws and regulations. Independent directors urged CCB to earnestly

implement the regulatory requirements for systemically important banks, studied and reviewed the *Measures for Management of the Work of Systemically Important Banks (Version 2024)*, instructed the Management to update and refine the recovery and resolution plan, and urged CCB to strengthen emergency drills for extreme scenarios. They also paid great attention to AML and sanctions compliance capability building, studied the reports on the Group's AML efforts and the assessment of the AML capacity of overseas institutions, and guided CCB to improve its AML work system and make the AML system more intelligent.

Fourth, adhering to effective combination of Chinese characteristics and international trends and promoting integration of ESG into all respects of operation and management. Independent directors periodically discussed the progress of ESG work, thoroughly studied the fulfillment of ESG goals, the innovation and practice of the ESG rating system, privacy and data security, etc., intensified efforts to build an ESG talent team, and urged CCB to strengthen management of climate-related risks and opportunities and implement the latest requirements on climate-related information disclosures specified by domestic and overseas regulators, helping CCB achieve excellent results in implementing and advancing the ESG work plan. Independent directors periodically reviewed reports on consumer protection, urged the management to follow the guidance of regulatory requirements, periodically assessed branches' implementation of consumer protection work, conducted internal audits of consumer protection work, and conducted special research on the challenges faced in consumer privacy and data security and their response measures. CCB's MSCI ESG rating jumped to AAA, the global leading level, laying a solid foundation for CCB to realize its vision of "becoming a world-leading sustainable development bank".

III. LIN ZHIJUN AND OTHER INDEPENDENT DIRECTORS' KEY CONCERNS DURING FULFILLMENT OF DUTIES IN THE YEAR

i. Related party transactions that should be disclosed

In 2024, independent directors of CCB attached great importance to and continuously promoted management of related party transactions and performed their duties of supervising related party transactions. Independent directors strengthened supervision and review of related party transactions through the Related Party Transaction, Social Responsibility and Consumer Protection Committee of the Board of Directors, confirmed the information on related parties, and supervised and guided the Management in strengthening standardized, systematic and intelligent management of related party transactions, improving the mechanism for risk control of related party transactions, strengthening the capacity for management of related party transactions, and safeguarding the rights and interests of CCB and relevant parties. In 2024, independent directors supervised and guided the management of related party transactions, continuously enhanced the third line of defense for management of related party transactions, optimized risk control measures, and consolidated the foundation for comprehensive management of related party transactions; they established the mechanism for periodically reporting internal audits of related party transactions and cooperated with the Board of Supervisors in completing supervision and assessment of related party transactions; they reviewed and approved the signing of the *Unified Transaction Agreement* between the Head Office and CCB Asia, the special report on related party transactions and their management and other matters, filed general related party transactions in an orderly manner, further improved the ability to enforce policies on related party transactions, and supported high-quality business development through compliance of related party transactions.

ii. Disclosure of financial information in financial and accounting reports and periodic reports and internal control assessment reports

In 2024, independent directors of CCB continued to improve financial and accounting information governance and strengthened supervision and review of financial reports. Independent directors kept abreast of changes in the economic and financial situation, accounting standards, overseas laws and regulations and regulatory policies, and paid adequate attention to the trends and changes of the real estate industry and inclusive finance areas and credit risk exposures of overseas institutions and the changes in the amounts of overdue non-NPLs and loans with modified terms. They promoted the improvement of the implementation of the expected credit loss approach and studied and analyzed the impact of risk exposures on asset classification, the expected credit loss model and provision results in a forward-looking manner. Independent directors urged the Board of Directors to fully perform financial and accounting supervision and review functions, strictly implement the mechanism for pre-communication on periodic reports, and make sure that financial information is authentic, objective, complete and accurate; they strictly ensured fairness of financial information, continuously paid attention to post-reporting-period adjusting events of financial reports and their financial treatment and required adjusting the tables and reconciling the accounts in a timely manner. In 2024, independent directors reviewed and approved the 2023 annual report and the interim report and quarterly reports of 2024, guided the response to asset quality and net interest margin related challenges, strictly implemented the requirements of following the *Accounting Law* and managing the quality of accounting information, and continuously improved the report preparation quality and the level of information disclosure.

Independent directors of CCB attached great importance to the effectiveness of internal control. They took internal control assessment as an important measure for enhancing internal control management level and continuously conducted internal control assessment. They reviewed and approved the 2023 internal control assessment report and the work plan for internal control assessment for 2024, and urged the management to make full use of the internal control assessment results in previous years, improve institutions' self-assessment quality, and re-examine the policies on and measures for internal control assessment such as the identification criteria of internal control defects based on key regulatory concerns and CCB's operation and management priorities. Meanwhile, independent directors continuously paid attention to coordination between internal control assessment and internal auditing, paid attention to internal control defects identified in internal and external audits and internal control assessments, and promoted remediation of internal control defects from the root, further improving the soundness and effectiveness of internal control systems, mechanisms and policies.

iii. Engagement or replacement of the accounting firm providing auditing services for listed companies

CCB continued to engage Ernst & Young Hua Ming LLP (Special General Partnership) as the domestic accounting firm for CCB and its domestic subsidiaries in 2024 and engage EY as the international accounting firm for CCB and its major overseas subsidiaries in 2024 after deliberation and approval at CCB's Annual General Meeting of 2023. Independent directors held that the accounting firm engaged by CCB conducted audit work independently, objectively and fairly, and performed all tasks properly.

iv. Appointment or replacement of the finance manager of listed companies

In 2024, CCB did not engage or replace the finance manager of listed companies. With the approval of regulators, Mr. Sheng Liurong has served as CFO of CCB since November 2022.

v. Nomination, appointment or replacement of Directors, and appointment or replacement of Senior Management members

In 2024, independent directors of CCB paid close attention to changes in members of the Board of Directors and the Senior Management and ensured timely nomination of directors and selection of independent directors. The Board of Directors reviewed and approved the proposal on the appointment of Mr. Zhang Jinliang and Mr. Zhang Yi and relevant arrangements, and the Shareholders' General Meeting and the Board of Directors reviewed and approved the proposal on the reappointment of Mr. William Coen and Mr. Leung Kam Chung, Antony as independent directors and the appointment of Mr. Lin Zhijun as independent director. Meanwhile, independent directors advanced appointment or replacement of Senior Management members in an orderly manner. The Board of Directors reviewed and approved the proposal on the appointment of Mr. Zhang Yi as President and the proposal on the appointment of Vice President Wang Bing concurrently as Board Secretary of CCB and the appointment of Mr. Li Jianjiang as Vice President and CRO of CCB. Independent directors agreed to the appointment or replacement of Directors and Senior Management members of CCB.

vi. Remuneration of Directors and Senior Management members

In 2024, independent directors of CCB actively promoted the improvement of the remuneration incentive and restraint mechanism, optimized the performance appraisal plan, drafted the 2023 remuneration allocation and settlement plan and 2024 performance appraisal plan for Directors and Senior Management members, and submitted them to the Board of Directors and the Shareholders' General Meeting for approval according to the Articles of Association of CCB. Independent directors agreed to the remunerations of CCB's Senior Management members.

vii. Implementation of information disclosure

In strict accordance with laws, regulations, and provisions of the Articles of Association, CCB promptly, completely, and accurately disclosed periodic reports, such as the 2023 annual report, the interim report and quarterly reports of 2024, and ad-hoc announcements in 2024. CCB released periodic reports four times, monthly return of equity issuer on movements in securities 12 times, and 81 ad-hoc announcements on platforms such as Shanghai Stock Exchange and the Stock Exchange of Hong Kong, prepared more than 340 information disclosure documents, and released the Japanese versions of periodic reports at Kanto Local Finance Bureau twice. Independent directors actively performed their duties in the preparation and disclosure of periodic reports and had full communication and discussion with the internal audit departments of CCB and external auditors on the annual audit work. On the basis of performing the statutory disclosure obligation in a legal and compliant manner, independent directors guided CCB to improve the disclosure quality and effectiveness of periodic reports, and paid survey visits to some branches of CCB centering around the priorities such as technology finance, green finance, inclusive finance, pension finance and digital finance, enriched the content and forms of disclosure through periodic reports such as the annual report.

They encouraged CCB to describe in detail CCB's sound financial situation and operating results and information of corporate governance and ESG management with texts and pictures and vividly showcase CCB's achievements in upholding the long-term development philosophy, serving the real economy, and promoting development of substance. Meanwhile, they pushed for the improvement of the institutional system for information disclosure, and reviewed and approved the *Measures of China Construction Bank Corporation for Management of People with Inside Information (Version 2024)*, which has further defined the subjects responsible for management of people with inside information and the management procedures and requirements, enumerated the definitions and scope of inside information and people with inside information and dynamically integrated the information disclosure management system, laying a solid foundation for information disclosure compliance.

viii. Operation of the Board of Directors and its special committees at which Director Lin Zhijun works

With a view to the current and mid- and long-term sustainable development of CCB, independent directors, by their expertise and abundant experience in their respective areas, offered opinions and suggestions and effectively implemented the resolutions of the Board of Directors. They also pushed forward the strategic development of CCB, upheld the legitimate rights and interests of stakeholders of CCB including its shareholders, financial consumers and employees, and continued to refine its systems and mechanisms for corporate governance and ensure the orderly operation of corporate governance.

In 2024, the Board of Directors made rational and prudent decisions in accordance with laws and regulations, the Articles of Association of CCB, and the authorization of the Shareholders' General Meeting. The topics it reviewed cover various areas including revisions of important policies and regulations, the annual and middle-term profit distribution plans, issuance of capital instruments and bonds, the annual business plan and the fixed asset investment budget, periodic financial reports, nomination of directors and appointment of Senior Management members, etc.

In 2024, the Audit Committee convened six official meetings in total, one pre-communication meeting for annual financial report, one pre-communication meeting for interim financial report, and two separate communication meetings with the external auditors. The Committee supervised and reviewed periodic reports. It strictly implemented the pre-communication system for annual and interim financial reports and fully exchanged views with the Management and external auditors; continuously followed up the impact of the changes in the macro situation and regulatory policies on CCB's operation and management and asset quality, helping ensure steady operation of CCB; strengthened accounting information governance and improved the level of refined management; and tracked closely the major issues related to business operation and management, risk management and internal control and pushed for the improvement of the quality of financial reports and information disclosure level. The Committee supervised and assessed external auditors' work. It supervised and pushed for the annual assessment of external auditors' work and used it as important reference for engagement of external auditors; periodically listened to external auditors' reports on auditing of financial reports, studied external auditors' management recommendations, strengthened management of non-audit services, communicated with external auditors on key audit matters, and periodically accepted external auditors' work summaries and documents for filing. The Committee pushed for further improvement of the institutional system for external auditor management and fully implemented the regulatory requirements on external auditor management and audit information

security management. The Committee supervised and assessed internal control and internal audit work. It paid attention to internal control work, periodically assessed the effectiveness of internal control, issued an assessment report and disclosed it to the public; paid attention to relevant findings and remediation of internal control defects identified in internal and external audits and internal control assessments and promoted continuous improvement and optimization of internal control. The Committee paid attention to internal audit work, listened to internal audit plans and their updates, conducted assessment of internal audit work, promoted external assessment of internal audit quality, periodically listened to summary reports on internal audit findings, continuously pushed for remediation of internal audit findings, and promoted coordination of internal and external audit efforts.

The Risk Management Committee convened six meetings in total. The Committee paid close attention to domestic and overseas economic and financial situations and CCB's risk control, continued to analyze and assess key risk areas, and promoted more scientific, proactive and forward-looking comprehensive risk management. The Committee thoroughly studied and judged focuses and hot topics of risk management and conducted special researches on the macro trends and the business situation of the banking industry. The Committee supervised and guided the implementation of the expected credit loss approach, strengthened risk compensation capacity, intensified IT risk control, and optimized business continuity management. The Committee refined management of environmental and climate risks and continuously followed up the quantification work of ESG related factors and risks, contributing to the transformation toward green and low-carbon development. The Committee pushed for improvement of the Group's compliance management level and actively studied and assessed regulatory trends and the compliance management situation. It comprehensively analyzed domestic and international financial regulatory situations and the compliance management trends of the Group and key risk points, paid attention to AML and sanctions compliance capability building, guided and promoted the establishment of a digital compliance system and remediation of concerns in regulatory inspections, and promoted the building of a more effective case prevention management system. Furthermore, the Committee continued to strengthen Group consolidated management and penetrating management, pushed for the implementation of subsidiary management policies and requirements, and paid close attention to the business development and risk control of domestic and overseas institutions. The Committee also actively implemented the latest regulation on capital and the regulatory requirements on systemically important banks, earnestly performed the duties of the U.S. Risk Management Committee, kept strengthening its own building, and helped improve the effects of risk control across CCB.

The Related Party Transaction, Social Responsibility and Consumer Protection Committee held a total of six meetings. The Committee strengthened supervision over and management of related party transactions, safeguarded the rights and interests of CCB and relevant parties, continuously enhanced comprehensive management of related party transactions, strengthened the third line of defense for management of related party transactions, and completed the signing procedures of the *Unified Transaction Agreement*. The Committee promoted consumer protection in all respects, deepened overall management of consumer protection work, periodically reviewed reports on consumer protection, paid continuous attention to the complaints transferred by regulators and regulatory assessment, followed up the implementation of the consumer protection plan, and pushed for internal auditing of consumer protection work. The Committee supervised and guided green finance, inclusive finance and rural revitalization finance, promoted integrated development of green finance and key areas such as rural revitalization and inclusive finance, pushed for the establishment of a green finance system, strengthened risk control for inclusive finance, promoted product optimization and structure adjustment, and enriched the product supply spectrum to meet different demands

in a targeted manner. The Committee paid attention to the implementation of the environmental, social and governance (ESG) work plan (2023-2025) and recommended launching the preparation of a new plan at an appropriate time. Also, the Committee paid attention to international trends and ratings, periodically listened to special reports, followed up and assessed the progress of ESG work and recommended comparing with the best practices of peers so as to better meet stakeholders' needs. The Committee paid continuous attention to execution of charitable donation and supervised compliant and orderly use of donations. Meanwhile, the Committee reviewed the CSR report and urged CCB to learn from the assurance of CSR reports of international enterprises and enhance stakeholders' trust.

IV. OVERALL ASSESSMENT

In 2024, Lin Zhijun and other independent directors fulfilled their duties honestly, diligently in accordance with relevant laws, regulations, regulatory requirements and the Articles of Association of CCB, ensured that no risk arose under the complicated and changeable external situation, enhanced steady and compliant operation, boosted sustainable development, and effectively safeguarded the legitimate rights and interests of CCB as well as its entire shareholders and stakeholders.

In 2025, Lin Zhijun and other independent directors will continue to maintain their independence in accordance with regulatory orientation and requirements, make full use of their professional strengths to further enhance their ability to perform their duties, and make greater contributions to enhancing the scientific, sound and effective corporate governance of CCB.

Lin Zhijun

China Construction Bank Corporation
Work Report of the Independent Director – Kenneth Patrick Chung for 2024

In 2024, in accordance with domestic and overseas laws and regulations, regulatory requirements and normative documents including the *Company Law of the People's Republic of China*, the *Securities Law of the People's Republic of China*, the *Corporate Governance Guidelines for Banking and Insurance Institutions*, the *Measures for the Administration of Independent Directors of Listed Companies*, the *Rules Governing the Listing of Stocks on Shanghai Stock Exchange*, and the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*, as well as the *Articles of Association of China Construction Bank Corporation* (hereinafter referred to as the “**Articles of Association of CCB**”), the *Independent Director Work System of China Construction Bank Corporation (Version 2024)*, etc., the independent director – Kenneth Patrick Chung of China Construction Bank Corporation (hereinafter referred to as “**CCB**”) attended meetings of the Board of Directors and its special committees on time, actively participated in the discussion of various topics, fully expressed his independent opinions, and vigorously supported the Board of Directors of CCB to make sound decisions. Meanwhile, by leveraging their international vision, professional background, and working experience, through the meetings of the Board of Directors and its special committees, special meetings of independent directors, special communication meetings, and research forums, Kenneth Patrick Chung and other independent directors offered valuable opinions and suggestions on CCB's business operation and management from multiple perspectives such as international and domestic macro situations, latest scientific and technological development trends and risks in key areas.

Over the past year, in accordance with laws and regulations, regulatory requirements, and the provisions of the Bank's Articles of Association, Kenneth Patrick Chung and other independent directors faithfully and diligently performed their duties, gave full play to their role in participating in decision-making, supervision & check and balance, and consulting, further advanced CCB's high-quality development of substance, boosted the comprehensive improvement of CCB's business operation and management, and effectively safeguarded the legitimate rights and interests of CCB as well as its entire shareholders and stakeholders. Below is a report on Director Kenneth Patrick Chung's fulfillment of duties in 2024:

I. PROFILE OF DIRECTOR KENNETH PATRICK CHUNG

As at December 31, 2024, CCB had six independent directors accounting for more than one third of the members of the Board of Directors, which complies with relevant laws, regulations and the Articles of Association of CCB. Independent directors of CCB come from the US, the UK, France, and New Zealand, as well as Hong Kong SAR, Macao SAR of China, and other countries or regions. They are experts in financial regulation, finance and tax, bank administration, external audit, credit rating, and accounting. The chairmen of four special committees under the Board of Directors of CCB, i.e., the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Related Party Transaction, Social Responsibility and Consumer Protection Committee are all independent directors. The Board of Directors of CCB has received from each independent director the self-assessment documents on independence signed according to the *Management Measures for Independent Directors of Listed Companies* and the *Guidelines of the Shanghai Stock Exchange for Self-regulation of Listed Companies No. 1 – Standard Operations*. Upon assessment, it has been determined that the independent directors do not hold

any other position in CCB other than that of a director, and there are direct or indirect interests between them and the Bank and its major shareholders and actual controllers. There are neither other relationships that might affect their ability to make independent and objective judgments, nor the eight circumstances that would disqualify them from serving as independent directors as stipulated in the *Management Measures for Independent Directors of Listed Companies*, the *Guidelines No. 1 of the Shanghai Stock Exchange for Self-regulation of Listed Companies – Standard Operations*. They meet the relevant requirements for the independence of independent directors.

Director Kenneth Patrick Chung has served as independent director of the Bank since November 2018. In June 2024, Director Kenneth Patrick Chung no longer served as independent director of the Bank due to expiry of his term of office. He served as independent non-executive director of ICBC from December 2009 to March 2017. He joined Deloitte Haskins and Sells London Office in 1980, became a partner of PricewaterhouseCoopers in 1992, and was a financial service specialist of PricewaterhouseCoopers (Hong Kong and the Chinese mainland) since 1996. Previously, he was the human resources partner of PricewaterhouseCoopers (Hong Kong), the responsible partner of the audit department of PricewaterhouseCoopers (Hong Kong and the Chinese mainland), the global lead partner of the audit engagement team for BOC, and the honorary treasurer of the Community Chest of Hong Kong. He also served as the audit head for the restructurings and initial public offerings of BOC, Bank of China (Hong Kong) Limited and Bank of Communications, and independent director of Prudential Corporation Asia. Mr. Chung currently serves as independent director of Sands China Ltd., Prudential Hong Kong Limited and Prudential General Insurance Hong Kong Limited, and trustee of Fu Tak Iam Foundation Limited. Director Kenneth Patrick Chung is a member of the Institute of Chartered Accountants in England and Wales, a member of the Hong Kong Institute of Certified Public Accountants as well as a member of the Macau Society of Certified Practising Accountants, and obtained a bachelor's degree in economics from University of Durham.

Training in 2024: To fully perform duties in accordance with laws and regulations and continuously enhance the ability to perform duties, independent directors of CCB strengthened research on domestic and overseas regulatory policies, continued to track latest changes in regulatory policies, actively participated in training on the revision of the Company Law, anti-corruption and anti-bribery, ESG and sustainability disclosure requirements, relevant laws and regulations on prevention of financial fraud, etc., and kept enhancing their duty performance ability and decision-making effectiveness.

II. DIRECTOR KENNETH PATRICK CHUNG'S FULFILLMENT OF DUTIES IN THE YEAR

i. Meeting attendance of Director Kenneth Patrick Chung

In 2024, CCB convened three Shareholders' General Meetings: The Annual General Meeting of 2023 on June 27, 2024, the First Extraordinary General Meeting of 2024 on April 29, 2024, and the Second Extraordinary General Meeting of 2024 on November 28, 2024. Throughout the year, CCB convened 11 meetings of the Board of Directors, where the attendees discussed 94 proposals, reviewed one proposal, and referred to 44 proposals; and CCB convened 31 meetings of special committees, where the attendees discussed and reviewed 226 proposals.

In 2024, Director Kenneth Patrick Chung attended the Shareholders’ General Meetings and meetings of the Board of Directors and its special committees on time, reviewed the resolutions made by the Board of Directors and its special committees, and expressed independent opinions. No objection has been raised to the matters for deliberation. No other special powers have been exercised. Director Kenneth Patrick Chung’s attendance at the Shareholders’ General Meeting and meetings of the Board of Directors and its special committees are presented as follows:

Independent Director	Shareholders’	Meetings of	
	General Meeting	the Board of Directors	
	Attendance in	Attendance in	Attendance by
	person	person	proxy
Mr. Kenneth Patrick Chung	2/2	6/7	1/7

Director Kenneth Patrick Chung’s attendance at meetings of each special committee under the Board of Directors is as follows:

Independent Director	Strategy Development Committee		Audit Committee		Risk Management Committee		Related Party Transaction, Social Responsibility and Consumer Protection Committee	
	Attendance in person	Attendance by proxy	Attendance in person	Attendance by proxy	Attendance in person	Attendance by proxy	Attendance in person	Attendance by proxy
	Mr. Kenneth Patrick Chung	3/3	0/3	4/4	0/4	4/4	0/4	4/4

Notes:

- (1) “Attendance in person” refers to attending meetings in person or on telephone or by video conference.
- (2) During the reporting period, independent directors who did not attend the meetings of the Board of Directors and its special committees in person appointed other independent directors to attend the meetings and exercise voting rights on their behalf.
- (3) Mr. Kenneth Patrick Chung left office on June 27, 2024 due to expiry of his term of office.

ii. Communication between independent directors, including Kenneth Patrick Chung, and parties of corporate governance

Director Kenneth Patrick Chung actively performed his duties. In addition to attending the Shareholders’ General Meetings, meetings of the Board of Directors and its special committees, he actively attended special meetings of independent directors, directors’ communication meetings, and special communication meetings, took the initiative to carry out special research, and maintained adequate and effective communication with the shareholders, especially minority shareholders, the chairman and other members of the Board of Directors, members of the Board of Supervisors, Senior Management and other

parties of corporate governance. Upon assessment, Director Kenneth Patrick Chung performed his duties in conformity with relevant laws, regulations, and relevant requirements of regulatory authorities in terms of the time, methods and work content. According to relevant requirements of laws, regulations and regulatory requirements and work needs, Director Kenneth Patrick Chung maintained sufficient communication with the internal audit departments of CCB and the external auditors for CCB on finance, business and other relevant matters and earnestly fulfilled relevant responsibilities and obligations. CCB actively provided necessary working conditions and personnel support for Kenneth Patrick Chung and other independent directors to ensure their full performance of duties.

First, accurately judging macroeconomic development trends and promoting CCB's high-quality development of substance. Kenneth Patrick Chung and other independent directors expressed their opinions through the meetings of the Board of Directors, the formal meetings of special committees, directors' communication meetings, etc., thoroughly analyzed and assessed the impact of geopolitics, the macroeconomic situation, capital market fluctuations, etc. on the operations of CCB, urged the management to actively seize the development opportunities brought by the transformation and upgrading of the domestic economy, and formulated the development guidelines for the 15th Five-year Plan period in a forward-looking manner. Independent directors continued to strengthen communication with parties of corporate governance, paid attention to key issues in the Bank's operation and development from an international viewpoint, explored new models of technology finance services and wealth management, actively promoted digital transformation, and provided strong support and guarantee for the Board of Directors to make sound decisions.

Second, paying attention to study of major issues and giving full play to the role in providing decision-making references and supervision. Kenneth Patrick Chung and other independent directors had special-topic communication with the Management. Five special meetings of independent directors were organized and convened centering around topics such as development of retail banking and corporate banking, real estate credit risk, business management of CCB Life, AI application, and execution of the FinTech strategy. Kenneth Patrick Chung and other independent directors paid great attention to compliant, steady development of overseas business. They paid survey visits to overseas institutions such as New York Branch and CCB Europe and instructed overseas institutions to implement regulatory requirements, improve risk control and compliance management capacity and level, and take solid steps to enhance CCB's ability to participate in international competition. They urged the management to strengthen management of capital planning and resource allocation to make sure that the Group's capital level fully covers all major risks and maintains sufficient capital cushion, and studied and reviewed proposals on the annual issuance plan of financial bonds of the Group, the planned quota of capital instruments for issuance, the quota of total loss-absorbing capacity (TLAC) non-capital bonds for issuance, subscription and issuance of capital instruments, the annual report on capital adequacy ratio management, the annual disclosure report of capital adequacy ratio, the Pillar 3 capital management information disclosure report, the internal capital adequacy assessment report, etc., fully giving play to their role as independent directors in providing decision-making references and supervision.

Third, always giving prominence to risk prevention and control and providing important guarantees for steady development of CCB. Kenneth Patrick Chung and other independent directors were dedicated to urging CCB to strengthen active control of all types of risks and to refine the implementation of the expected credit loss approach, paid adequate attention to the development trends of the real estate

industry and inclusive finance areas, risk control of overseas institutions and management of business continuity and IT related risks, and paid great attention to the risks and challenges brought by generative AI. They guided CCB to improve the long-term mechanism for preventing and defusing local government debt risks, follow the principle of being market- and law-based, and support resolution of existing debt risks and strict control of incremental debt in accordance with laws and regulations. Independent directors urged CCB to earnestly implement the regulatory requirements for systemically important banks, studied and reviewed the *Measures for Management of the Work of Systemically Important Banks (Version 2024)*, instructed the Management to update and refine the recovery and resolution plan, and urged CCB to strengthen emergency drills for extreme scenarios. They also paid great attention to AML and sanctions compliance capability building, studied the reports on the Group's AML efforts and the assessment of the AML capacity of overseas institutions, and guided CCB to improve its AML work system and make the AML system more intelligent.

Fourth, adhering to effective combination of Chinese characteristics and international trends and promoting integration of ESG into all respects of operation and management. Independent directors periodically discussed the progress of ESG work, thoroughly studied the fulfillment of ESG goals, the innovation and practice of the ESG rating system, privacy and data security, etc., intensified efforts to build an ESG talent team, and urged CCB to strengthen management of climate-related risks and opportunities and implement the latest requirements on climate-related information disclosures specified by domestic and overseas regulators, helping CCB achieve excellent results in implementing and advancing the ESG work plan. Independent directors periodically reviewed reports on consumer protection, urged the management to follow the guidance of regulatory requirements, periodically assessed branches' implementation of consumer protection work, conducted internal audits of consumer protection work, and conducted special research on the challenges faced in consumer privacy and data security and their response measures. CCB's MSCI ESG rating jumped to AAA, the global leading level, laying a solid foundation for CCB to realize its vision of "becoming a world-leading sustainable development bank".

III. KENNETH PATRICK CHUNG AND OTHER INDEPENDENT DIRECTORS' KEY CONCERNS DURING FULFILLMENT OF DUTIES IN THE YEAR

i. Related party transactions that should be disclosed

In 2024, independent directors of CCB attached great importance to and continuously promoted management of related party transactions and performed their duties of supervising related party transactions. Independent directors strengthened supervision and review of related party transactions through the Related Party Transaction, Social Responsibility and Consumer Protection Committee of the Board of Directors, confirmed the information on related parties, and supervised and guided the Management in strengthening standardized, systematic and intelligent management of related party transactions, improving the mechanism for risk control of related party transactions, strengthening the capacity for management of related party transactions, and safeguarding the rights and interests of CCB and relevant parties. In 2024, independent directors supervised and guided the management of related party transactions, continuously enhanced the third line of defense for management of related party transactions, optimized risk control measures, and consolidated the foundation for comprehensive management of related party transactions; they established the mechanism for periodically reporting internal audits of related party transactions and cooperated with the Board of Supervisors in completing supervision and assessment of

related party transactions; they reviewed and approved the signing of the *Unified Transaction Agreement* between the Head Office and CCB Asia, the special report on related party transactions and their management and other matters, filed general related party transactions in an orderly manner, further improved the ability to enforce policies on related party transactions, and supported high-quality business development through compliance of related party transactions.

ii. Disclosure of financial information in financial and accounting reports and periodic reports and internal control assessment reports

In 2024, independent directors of CCB continued to improve financial and accounting information governance and strengthened supervision and review of financial reports. Independent directors kept abreast of changes in the economic and financial situation, accounting standards, overseas laws and regulations and regulatory policies, and paid adequate attention to the trends and changes of the real estate industry and inclusive finance areas and credit risk exposures of overseas institutions and the changes in the amounts of overdue non-NPLs and loans with modified terms. They promoted the improvement of the implementation of the expected credit loss approach and studied and analyzed the impact of risk exposures on asset classification, the expected credit loss model and provision results in a forward-looking manner. Independent directors urged the Board of Directors to fully perform financial and accounting supervision and review functions, strictly implement the mechanism for pre-communication on periodic reports, and make sure that financial information is authentic, objective, complete and accurate; they strictly ensured fairness of financial information, continuously paid attention to post-reporting-period adjusting events of financial reports and their financial treatment and required adjusting the tables and reconciling the accounts in a timely manner. In 2024, independent directors reviewed and approved the 2023 annual report and the interim report and quarterly reports of 2024, guided the response to asset quality and net interest margin related challenges, strictly implemented the requirements of following the *Accounting Law* and managing the quality of accounting information, and continuously improved the report preparation quality and the level of information disclosure.

Independent directors of CCB attached great importance to the effectiveness of internal control. They took internal control assessment as an important measure for enhancing internal control management level and continuously conducted internal control assessment. They reviewed and approved the 2023 internal control assessment report and the work plan for internal control assessment for 2024, and urged the management to make full use of the internal control assessment results in previous years, improve institutions' self-assessment quality, and re-examine the policies on and measures for internal control assessment such as the identification criteria of internal control defects based on key regulatory concerns and CCB's operation and management priorities. Meanwhile, independent directors continuously paid attention to coordination between internal control assessment and internal auditing, paid attention to internal control defects identified in internal and external audits and internal control assessments, and promoted remediation of internal control defects from the root, further improving the soundness and effectiveness of internal control systems, mechanisms and policies.

iii. Engagement or replacement of the accounting firm providing auditing services for listed companies

CCB continued to engage Ernst & Young Hua Ming LLP (Special General Partnership) as the domestic accounting firm for CCB and its domestic subsidiaries in 2024 and engage EY as the international accounting firm for CCB and its major overseas subsidiaries in 2024 after deliberation and approval at CCB's Annual General Meeting of 2023. Independent directors held that the accounting firm engaged by CCB conducted audit work independently, objectively and fairly, and performed all tasks properly.

iv. Appointment or replacement of the finance manager of listed companies

In 2024, CCB did not engage or replace the finance manager of listed companies. With the approval of regulators, Mr. Sheng Liurong has served as CFO of CCB since November 2022.

v. Nomination, appointment or replacement of Directors, and appointment or replacement of Senior Management members

In 2024, independent directors of CCB paid close attention to changes in members of the Board of Directors and the Senior Management and ensured timely nomination of directors and selection of independent directors. The Board of Directors reviewed and approved the proposal on the appointment of Mr. Zhang Jinliang and Mr. Zhang Yi and relevant arrangements, and the Shareholders' General Meeting and the Board of Directors reviewed and approved the proposal on the reappointment of Mr. William Coen and Mr. Leung Kam Chung, Antony as independent directors and the appointment of Mr. Lin Zhijun as independent director. Meanwhile, independent directors advanced appointment or replacement of Senior Management members in an orderly manner. The Board of Directors reviewed and approved the proposal on the appointment of Mr. Zhang Yi as President and the proposal on the appointment of Vice President Wang Bing concurrently as Board Secretary of CCB and the appointment of Mr. Li Jianjiang as Vice President and CRO of CCB. Independent directors agreed to the appointment or replacement of Directors and Senior Management members of CCB.

vi. Remuneration of Directors and Senior Management members

In 2024, independent directors of CCB actively promoted the improvement of the remuneration incentive and restraint mechanism, optimized the performance appraisal plan, drafted the 2023 remuneration allocation and settlement plan and 2024 performance appraisal plan for Directors and Senior Management members, and submitted them to the Board of Directors and the Shareholders' General Meeting for approval according to the Articles of Association of CCB. Independent directors agreed to the remunerations of CCB's Senior Management members.

vii. Implementation of information disclosure

In strict accordance with laws, regulations, and provisions of the Articles of Association, CCB promptly, completely, and accurately disclosed periodic reports, such as the 2023 annual report, the interim report and quarterly reports of 2024, and ad-hoc announcements in 2024. CCB released periodic reports four times, monthly return of equity issuer on movements in securities 12 times, and 81 ad-hoc announcements

on platforms such as Shanghai Stock Exchange and the Stock Exchange of Hong Kong, prepared more than 340 information disclosure documents, and released the Japanese versions of periodic reports at Kanto Local Finance Bureau twice. Independent directors actively performed their duties in the preparation and disclosure of periodic reports and had full communication and discussion with the internal audit departments of CCB and external auditors on the annual audit work. On the basis of performing the statutory disclosure obligation in a legal and compliant manner, independent directors guided CCB to improve the disclosure quality and effectiveness of periodic reports, and paid survey visits to some branches of CCB centering around the priorities such as technology finance, green finance, inclusive finance, pension finance and digital finance, enriched the content and forms of disclosure through periodic reports such as the annual report. They encouraged CCB to describe in detail CCB's sound financial situation and operating results and information of corporate governance and ESG management with texts and pictures and vividly showcase CCB's achievements in upholding the long-term development philosophy, serving the real economy, and promoting development of substance. Meanwhile, they pushed for the improvement of the institutional system for information disclosure, and reviewed and approved the *Measures of China Construction Bank Corporation for Management of People with Inside Information (Version 2024)*, which has further defined the subjects responsible for management of people with inside information and the management procedures and requirements, enumerated the definitions and scope of inside information and people with inside information and dynamically integrated the information disclosure management system, laying a solid foundation for information disclosure compliance.

viii. Operation of the Board of Directors and its special committees at which Director Kenneth Patrick Chung works

With a view to the current and mid- and long-term sustainable development of CCB, independent directors, by their expertise and abundant experience in their respective areas, offered opinions and suggestions and effectively implemented the resolutions of the Board of Directors. They also pushed forward the strategic development of CCB, upheld the legitimate rights and interests of stakeholders of CCB including its shareholders, financial consumers and employees, and continued to refine its systems and mechanisms for corporate governance and ensure the orderly operation of corporate governance.

In 2024, the Board of Directors made rational and prudent decisions in accordance with laws and regulations, the Articles of Association of CCB, and the authorization of the Shareholders' General Meeting. The topics it reviewed cover various areas including revisions of important policies and regulations, the annual and middle-term profit distribution plans, issuance of capital instruments and bonds, the annual business plan and the fixed asset investment budget, periodic financial reports, nomination of directors and appointment of Senior Management members, etc.

In 2024, the Strategy Development Committee convened five meetings in total. The Committee intensified the analysis and judgment of the macroeconomic situation, paid high attention to the implementation of major strategic plans such as the 14th Five-year Plan of CCB and the plan for building a digital CCB, supervised the execution of the annual business plan and the investment budget for fixed assets, and carefully studied and analyzed the impact of the revision of the Company Law on CCB's corporate governance. The Committee strengthened quality financial services for major strategies, key areas and weak links, pinpointed the areas to focus on when serving the real economy, took solid steps to promote the development of the "Five Priorities" of finance, and actively integrated into China's higher-standard opening

up. The Committee implemented the requirements of the latest regulation on capital, strengthened forward-looking planning and management of capital, improved capital utilization efficiency, consolidated the foundation for meeting the latest regulation on capital and regulatory requirements, actively seized the opportunities presented by issuance of capital instruments, and deepened the intensive transformation of capital operation. The Committee further advanced digital transformation and strengthened the support capacity of digital technology. CCB earnestly performed its corporate social responsibilities as a major state-owned bank, continuing to increase donations, improve people's wellbeing and promote both social benefits and economic returns.

The Audit Committee convened six official meetings in total, one pre-communication meeting for annual financial report, one pre-communication meeting for interim financial report, and two separate communication meetings with the external auditors. The Committee supervised and reviewed periodic reports. It strictly implemented the pre-communication system for annual and interim financial reports and fully exchanged views with the Management and external auditors; continuously followed up the impact of the changes in the macro situation and regulatory policies on CCB's operation and management and asset quality, helping ensure steady operation of CCB; strengthened accounting information governance and improved the level of refined management; and tracked closely the major issues related to business operation and management, risk management and internal control and pushed for the improvement of the quality of financial reports and information disclosure level. The Committee supervised and assessed external auditors' work. It supervised and pushed for the annual assessment of external auditors' work and used it as important reference for engagement of external auditors; periodically listened to external auditors' reports on auditing of financial reports, studied external auditors' management recommendations, strengthened management of non-audit services, communicated with external auditors on key audit matters, and periodically accepted external auditors' work summaries and documents for filing. The Committee pushed for further improvement of the institutional system for external auditor management and fully implemented the regulatory requirements on external auditor management and audit information security management. The Committee supervised and assessed internal control and internal audit work. It paid attention to internal control work, periodically assessed the effectiveness of internal control, issued an assessment report and disclosed it to the public; paid attention to relevant findings and remediation of internal control defects identified in internal and external audits and internal control assessments and promoted continuous improvement and optimization of internal control. The Committee paid attention to internal audit work, listened to internal audit plans and their updates, conducted assessment of internal audit work, promoted external assessment of internal audit quality, periodically listened to summary reports on internal audit findings, continuously pushed for remediation of internal audit findings, and promoted coordination of internal and external audit efforts.

The Risk Management Committee convened six meetings in total. The Committee paid close attention to domestic and overseas economic and financial situations and CCB's risk control, continued to analyze and assess key risk areas, and promoted more scientific, proactive and forward-looking comprehensive risk management. The Committee thoroughly studied and judged focuses and hot topics of risk management and conducted special researches on the macro trends and the business situation of the banking industry. The Committee supervised and guided the implementation of the expected credit loss approach, strengthened risk compensation capacity, intensified IT risk control, and optimized business continuity management. The Committee refined management of environmental and climate risks and continuously followed up the quantification work of ESG related factors and risks, contributing to the transformation toward green and

low-carbon development. The Committee pushed for improvement of the Group's compliance management level and actively studied and assessed regulatory trends and the compliance management situation. It comprehensively analyzed domestic and international financial regulatory situations and the compliance management trends of the Group and key risk points, paid attention to AML and sanctions compliance capability building, guided and promoted the establishment of a digital compliance system and remediation of concerns in regulatory inspections, and promoted the building of a more effective case prevention management system. Furthermore, the Committee continued to strengthen Group consolidated management and penetrating management, pushed for the implementation of subsidiary management policies and requirements, and paid close attention to the business development and risk control of domestic and overseas institutions. The Committee also actively implemented the latest regulation on capital and the regulatory requirements on systemically important banks, earnestly performed the duties of the U.S. Risk Management Committee, kept strengthening its own building, and helped improve the effects of risk control across CCB.

The Related Party Transaction, Social Responsibility and Consumer Protection Committee held a total of six meetings. The Committee strengthened supervision over and management of related party transactions, safeguarded the rights and interests of CCB and relevant parties, continuously enhanced comprehensive management of related party transactions, strengthened the third line of defense for management of related party transactions, and completed the signing procedures of the *Unified Transaction Agreement*. The Committee promoted consumer protection in all respects, deepened overall management of consumer protection work, periodically reviewed reports on consumer protection, paid continuous attention to the complaints transferred by regulators and regulatory assessment, followed up the implementation of the consumer protection plan, and pushed for internal auditing of consumer protection work. The Committee supervised and guided green finance, inclusive finance and rural revitalization finance, promoted integrated development of green finance and key areas such as rural revitalization and inclusive finance, pushed for the establishment of a green finance system, strengthened risk control for inclusive finance, promoted product optimization and structure adjustment, and enriched the product supply spectrum to meet different demands in a targeted manner. The Committee paid attention to the implementation of the environmental, social and governance (ESG) work plan (2023-2025) and recommended launching the preparation of a new plan at an appropriate time. Also, the Committee paid attention to international trends and ratings, periodically listened to special reports, followed up and assessed the progress of ESG work and recommended comparing with the best practices of peers so as to better meet stakeholders' needs. The Committee paid continuous attention to execution of charitable donation and supervised compliant and orderly use of donations. Meanwhile, the Committee reviewed the CSR report and urged CCB to learn from the assurance of CSR reports of international enterprises and enhance stakeholders' trust.

IV. OVERALL ASSESSMENT

In 2024, Kenneth Patrick Chung and other independent directors fulfilled their duties honestly, diligently in accordance with relevant laws, regulations, regulatory requirements and the Articles of Association of CCB, ensured that no risk arose under the complicated and changeable external situation, enhanced steady and compliant operation, boosted sustainable development, and effectively safeguarded the legitimate rights and interests of CCB as well as its entire shareholders and stakeholders.

In 2025, Kenneth Patrick Chung and other independent directors will continue to maintain their independence in accordance with regulatory orientation and requirements, make full use of their professional strengths to further enhance their ability to perform their duties, and make greater contributions to enhancing the scientific, sound and effective corporate governance of CCB.

Kenneth Patrick Chung

NOTICE OF 2024 ANNUAL GENERAL MEETING



中国建设银行

China Construction Bank

中國建設銀行股份有限公司

China Construction Bank Corporation

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

(Stock Code: 00939)

NOTICE OF 2024 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 Annual General Meeting of China Construction Bank Corporation (the “**Bank**”) will be held at 14:30 on 27 June 2025 at No. 25, Financial Street, Xicheng District, Beijing and Hong Kong Ocean Park Marriott Hotel, 180 Wong Chuk Hang Road, Aberdeen, Hong Kong, to consider and, if thought fit, pass the following resolutions:

AS ORDINARY RESOLUTIONS

1. 2024 report of the Board of Directors
2. 2024 report of the Board of Supervisors
3. 2024 final financial accounts
4. 2025 fixed assets investment budget
5. Engagement of external auditors for 2025
6. Authorisation quota for external charitable donations in 2025
7. Re-election of Mr. Zhang Jinliang as executive director of the Bank
8. Re-election of Ms. Li Lu as non-executive director of the Bank
9. Election of Ms. Xin Xiaodai as non-executive director of the Bank

NOTICE OF 2024 ANNUAL GENERAL MEETING

10. Election of Mr. Dou Hongquan as non-executive director of the Bank

AS SPECIAL RESOLUTIONS

11. Amendments to the Articles of Association
12. Amendments to the Procedural Rules for the Shareholders' General Meeting
13. Amendments to the Procedural Rules for the Board of Directors
14. Cancellation of the Board of Supervisors

Reporting Documents

1. Special Report on Related Party Transactions in 2024
2. Report on the Implementation of the *Plan on Authorization of the Shareholders' General Meeting to the Board of Directors of China Construction Bank Corporation* in 2024
3. Report on Large Shareholder and Major Shareholder Assessment in 2024
4. Work Reports of Independent Directors for 2024

Details of the above proposals are set out in the circular regarding the 2024 Annual General Meeting of the Bank dated 5 June 2025. Unless otherwise indicated, the capitalised terms used in this notice shall have the same meanings as those defined in the circular.

**The Board of Directors of
China Construction Bank Corporation**

5 June 2025

As at the date of this notice, the executive directors of the Bank are Mr. Zhang Jinliang, Mr. Zhang Yi and Mr. Ji Zhihong; the non-executive directors of the Bank are Mr. Tian Bo, Mr. Xia Yang, Ms. Liu Fang and Ms. Li Lu; and the independent non-executive directors of the Bank are Mr. Graeme Wheeler, Mr. Michel Madelain, Mr. William Coen, Mr. Leung Kam Chung, Antony, Lord Sassoon and Mr. Lin Zhijun.

NOTICE OF 2024 ANNUAL GENERAL MEETING

Notes:

1. The voting at this general meeting will be taken by way of registered poll.
2. In order to determine the H Shareholders who are entitled to attend the 2024 Annual General Meeting, the Bank's register of members for H Shares will be closed from 24 June 2025 to 27 June 2025, both days inclusive, during which period no transfer of H Shares will be effected. Unregistered H Shareholders who wish to attend this general meeting must lodge the share certificates together with the transfer documents at the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at or before 16:30 on 23 June 2025. The address of the share registrar, Computershare Hong Kong Investor Services Limited, is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
3. A Shareholder entitled to attend and vote at this general meeting may appoint proxies to attend and vote in his/her place. A proxy need not be a Shareholder of the Bank.
4. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his/her attorney duly authorised in writing. If the Shareholder is a corporation, that instrument must be either under its common seal or duly signed by its legal representative, director(s) or duly authorised attorney(s).
5. To be valid, H Shareholders who intend to attend this general meeting by proxy should complete and return the enclosed proxy form to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, before 14:30 on 26 June 2025. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at this general meeting if he/she so wishes. In such event, the instrument appointing a proxy shall be deemed to be revoked.
6. H Shareholders who intend to attend this general meeting in person or by proxy are advised to return the reply slip in person, by post or by fax ((852) 2865 0990) to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before 17 June 2025.
7. Shareholders who intend to attend this general meeting may send questions related to the matters to be considered at this general meeting or operating results of the Bank via email to the mailbox (ir@ccb.com) of the Investor Relations of the Bank on or before 24 June 2025. The common concerned questions of Shareholders will be answered by the Bank at this general meeting.
8. This general meeting is expected to last for half a day. Shareholders (in person or by proxy) attending this general meeting are responsible for their own transportation and accommodation expenses. Shareholders (or their proxies) attending this general meeting shall present identity documents.
9. This general meeting will adopt a combination of both onsite voting and online voting (online voting is only applicable to A Shareholders) in terms of the mechanism for attending and voting at the meeting.
10. **No distribution of gifts or cake coupons and no refreshments will be served by the Bank.**