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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 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: 939)**

**2021 REPORT OF THE BOARD OF DIRECTORS  
2021 REPORT OF THE BOARD OF SUPERVISORS  
2021 FINAL FINANCIAL ACCOUNTS  
PROFIT DISTRIBUTION PLAN FOR 2021  
ENGAGEMENT OF EXTERNAL AUDITORS FOR 2022  
2022 FIXED ASSETS INVESTMENT BUDGET  
ELECTION OF MR. ZHANG JINLIANG AS  
EXECUTIVE DIRECTOR OF THE BANK  
ELECTION OF MR. TIAN BO TO BE RE-APPOINTED AS  
NON-EXECUTIVE DIRECTOR OF THE BANK  
ELECTION OF MR. XIA YANG TO BE RE-APPOINTED AS  
NON-EXECUTIVE DIRECTOR OF THE BANK  
ELECTION OF MR. GRAEME WHEELER TO BE RE-APPOINTED AS  
INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK  
ELECTION OF MR. MICHEL MADELAIN TO BE RE-APPOINTED AS  
INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK  
ELECTION OF MR. WANG YONGQING TO BE RE-APPOINTED AS  
SHAREHOLDER REPRESENTATIVE SUPERVISOR OF THE BANK  
ELECTION OF MR. ZHAO XIJUN TO BE RE-APPOINTED AS EXTERNAL  
SUPERVISOR OF THE BANK  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF 2021 ANNUAL GENERAL MEETING**

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The 2021 Annual General Meeting of the Bank will be convened at 3:00 p.m. on 23 June 2022 at No. 25, Financial Street, Xicheng District, Beijing. The notice of the 2021 Annual General Meeting is enclosed and is also published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).

H Shareholders who intend to attend the 2021 Annual General Meeting by proxy should complete and return the enclosed proxy form to Computershare Hong Kong Investor Services Limited before 3:00 p.m. on 22 June 2022. Completion and return of the proxy form will not preclude you from attending the 2021 Annual General Meeting and voting in person if you so wish. H Shareholders who intend to attend the meeting in person or by proxy should complete and return the reply slip to Computershare Hong Kong Investor Services Limited on or before 3 June 2022.

6 May 2022

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## DEFINITIONS

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

“2021 Annual General Meeting”	the 2021 annual general meeting of the Bank to be held on 23 June 2022
“A Share(s)”	domestic ordinary 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
“A Shareholder(s)”	holder(s) of the A Shares
“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: 939) 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
“CBIRC”	China Banking and Insurance Regulatory Commission
“CSRC”	China Securities Regulatory Commission
“H Share(s)”	overseas listed foreign ordinary 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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“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

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## DEFINITIONS

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“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
“Ordinary Shares”	A Shares and H Shares
“PRC” or “China”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	holders of Ordinary Shares

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LETTER FROM THE BOARD

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**中国建设银行**

China Construction Bank

中國建設銀行股份有限公司

*China Construction Bank Corporation*

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

**(Stock Code: 939)**

*Executive director:*

Tian Guoli

*Non-executive directors:*

Xu Jiandong

Zhang Qi

Tian Bo

Xia Yang

Shao Min

Liu Fang

*Independent non-executive directors:*

Malcolm Christopher McCarthy

Kenneth Patrick Chung

Graeme Wheeler

Michel Madelain

William Coen

Leung Kam Chung, Antony

*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

Dear Sir or Madam,

**2021 REPORT OF THE BOARD OF DIRECTORS  
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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to give you notice of the 2021 Annual General Meeting and to provide you with reasonable and necessary information.

At the 2021 Annual General Meeting, resolutions will be proposed for consideration and approval, among others, the following as ordinary resolutions: (i) 2021 report of the Board of Directors; (ii) 2021 report of the Board of Supervisors; (iii) 2021 final financial accounts; (iv) profit distribution plan for 2021; (v) engagement of external auditors for 2022; (vi) 2022 fixed assets investment budget; (vii) election of Mr. Zhang Jinliang as executive director of the Bank; (viii) election of Mr. Tian Bo to be re-appointed as non-executive director of the Bank; (ix) election of Mr. Xia Yang to be re-appointed as non-executive director of the Bank; (x) election of Mr. Graeme Wheeler to be re-appointed as independent non-executive director of the Bank; (xi) election of Mr. Michel Madelain to be re-appointed as independent non-executive director of the Bank; (xii) election of Mr. Wang Yongqing to be re-appointed as shareholder representative supervisor of the Bank; (xiii) election of Mr. Zhao Xijun to be re-appointed as external supervisor of the Bank; and the following as a special resolution: (xiv) amendments to the Articles of Association. In addition, the work report of independent directors for 2021 and the special report on related party transactions in 2021 are incorporated in this circular for your reference.

### 2021 REPORT OF THE BOARD OF DIRECTORS

Please refer to the relevant section of the 2021 annual report of the Bank for the 2021 report of the Board of Directors of the Bank.

### 2021 REPORT OF THE BOARD OF SUPERVISORS

Please refer to the relevant section of the 2021 annual report of the Bank for the 2021 report of the Board of Supervisors of the Bank.

### 2021 FINAL FINANCIAL ACCOUNTS

Please refer to the financial report in the 2021 annual report of the Bank for the 2021 final financial accounts of the Bank.

### PROFIT DISTRIBUTION PLAN FOR 2021

Pursuant to the audited financial report for the financial year ended 31 December 2021 of the Bank prepared in accordance with the PRC Generally Accepted Accounting Principles and the International Financial Reporting Standards, the Board proposes the following plan for the distribution of profit for the year 2021:

1. On the basis of the after-tax profit of the Bank for 2021 in the amount of RMB295,764 million, 10% of such profit (being RMB29,576 million) be appropriated to the statutory surplus reserve fund;
2. RMB31,202 million be set aside as the general reserve according to the *Administrative Measures for the Provision of Reserves of Financial Enterprises* (Cai Jin [2012] No. 20) issued by the Ministry of Finance;

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## LETTER FROM THE BOARD

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3. Cash dividend for the year 2021 of RMB0.364 per share (inclusive of taxes) be distributed to all the ordinary Shareholders (whose names appear on the Shareholders' register after the close of trading hours on 7 July 2022). The total amount of cash dividend is RMB91,004 million;
4. No capitalisation of the capital reserve to share capital of the Bank in 2021.

### ENGAGEMENT OF EXTERNAL AUDITORS FOR 2022

Pursuant to the relevant regulations of the Articles of Association and the *Measures on Management of Engaging External Auditor by the Audit Committee of the Board of China Construction Bank Corporation*, the Bank proposed to appoint Ernst & Young Hua Ming LLP as the domestic accounting firm of the Bank and the onshore subsidiaries for 2022, and Ernst & Young as the international accounting firm of the Bank and the major offshore subsidiaries for 2022. The audit fee is RMB140.96 million in total (inclusive of audit fee for the Group and the parent company of RMB94.80 million), in which audit fee for internal control is RMB8.60 million.

### 2022 FIXED ASSETS INVESTMENT BUDGET

Based on the development strategy of the Bank, in order to enhance the Bank's core competitiveness and long-term value creation capability, implement the "14th Five-Year Plan" of the CPC Central Committee, serve the promotion of national strategic goals of achieving carbon peak and carbon neutrality, and adhere to green development concept, the Management has taken into comprehensive account the changes in external business situation and technology development and drawn up the proposal for 2022 fixed assets investment budget with the aims to improve operating efficiency.

The total fixed assets investment budget for 2022 will be RMB20 billion, which is the same as the previous year. The budget is mainly intended to strengthen the construction of the "Three Capabilities", support the implementation of "Three Major Strategies", reinforce fintech infrastructure such as the data centers, support the development of branches in three key areas and key cities, facilitate digital operations, implement the New Finance initiatives, promote fintech innovation and operation model transformation, encourage using domestic equipment, enhance comprehensive competitiveness of outlets, promote the building of green outlets. The Bank will also properly arrange the bank-wide productive infrastructure construction, invest more in security and fire-fighting and will enhance operational capacity and efficiency. Moreover, non-production-operational purchase and construction expenses will be strictly controlled, and the proportion of new energy vehicles purchased will be gradually increased.

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## LETTER FROM THE BOARD

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### ELECTION OF MR. ZHANG JINLIANG AS EXECUTIVE DIRECTOR OF THE BANK

Pursuant to the relevant laws, regulations and the Articles of Association, the Board of the Bank proposes to nominate Mr. Zhang Jinliang as executive director of the Bank. The term of office of Mr. Zhang shall be three years, commencing from the date when the Bank's Shareholders' general meeting reviews and approves the appointment of Mr. Zhang as executive director of the Bank and expiring on the date of the Shareholders' annual general meeting for the year when such term of office expires. Mr. Zhang Jinliang satisfies the appointment qualifications and requirements of director as required by relevant laws, regulations and the Articles of Association. After the Shareholders' general meeting of the Bank reviews and approves the appointment of Mr. Zhang as executive director of the Bank, it shall be filed with CBIRC.

Mr. Zhang Jinliang, born in November 1969, is of Chinese nationality. From October 2003 to January 2016, Mr. Zhang served successively as deputy general manager of Finance and 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. 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 August 2018 to April 2022, Mr. Zhang served as director and president of China Post Group Corporation Limited (previously China Post Group Corporation) and concurrently served as chairman of Postal Savings Bank of China from May 2019. Mr. Zhang is a Certified Public Accountant and Senior Accountant. Mr. Zhang 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, 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.

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## LETTER FROM THE BOARD

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### ELECTION OF MR. TIAN BO TO BE RE-APPOINTED AS NON-EXECUTIVE DIRECTOR OF THE BANK

Pursuant to the relevant laws, regulations and the Articles of Association, the Board of the Bank proposes to nominate Mr. Tian Bo to be re-appointed as non-executive director of the Bank, whose term of office will be three years and will end on the date of the 2024 annual general meeting of the Bank. Mr. Tian Bo satisfies the qualifications and requirements of director required by relevant laws, regulations and the Articles of Association. After the approval by Shareholder's general meeting, Mr. Tian Bo will continue to serve as the non-executive director of the Bank, member of each of the Strategy Development Committee and Audit Committee of the Board.

Mr. Tian Bo, born in July 1971, is of Chinese nationality. Mr. Tian has served as non-executive director of the Bank since August 2019. Mr. Tian has served as a staff member of Central Huijin Investment Ltd. (“**Huijin**”) from 2019. From March 2006 to August 2019, Mr. Tian had served in various positions including division head of Banking Business Department, division head and assistant general manager of Corporate Banking Department and deputy general manager of Global Trade Services Department and Global Transaction Banking Department of Bank of China. Concurrently, Mr. Tian also served as member of the Standing Committee of the CPC Municipal Party Committee and vice mayor of Fangchenggang City of Guangxi Zhuang Autonomous Region from February 2016 to February 2018. From July 1994 to March 2006, Mr. Tian worked at Beijing Branch of Industrial and Commercial Bank of China and head office of China Minsheng Bank. Mr. Tian graduated from Beijing College of Finance and Trade with a bachelor's degree in finance in 1994 and obtained a master's degree in management from the Capital University of Economics and Business in 2004.

Save as disclosed in the biographical details, Mr. Tian Bo 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.

Mr. Tian Bo as non-executive director of the Bank will not receive any emoluments from the Bank.

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## LETTER FROM THE BOARD

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### **ELECTION OF MR. XIA YANG TO BE RE-APPOINTED AS NON-EXECUTIVE DIRECTOR OF THE BANK**

Pursuant to the relevant laws, regulations and the Articles of Association, the Board of the Bank proposes to nominate Mr. Xia Yang to be re-appointed as non-executive director of the Bank, whose term of office will be three years and will end on the date of the 2024 annual general meeting of the Bank. Mr. Xia Yang satisfies the qualifications and requirements of director required by relevant laws, regulations and the Articles of Association. After the approval by Shareholder's general meeting, Mr. Xia Yang will continue to serve as the non-executive director of the Bank, member of each of the Strategy Development Committee and Risk Management Committee of the Board.

Mr. Xia Yang, born in November 1968, is of Chinese nationality. Mr. Xia has served as non-executive director of the Bank since August 2019. Mr. Xia has served as a staff member of Huijin from 2019. From August 1997 to September 2019, Mr. Xia worked in Hua Xia Bank consecutively serving various positions including general manager of asset custody department, general manager of Jinan Branch, general manager of Hefei Branch, chief disciplinary officer and deputy general manager of Hangzhou Branch, and chief disciplinary officer and deputy general manager of Wenzhou Branch. From December 1988 to August 1997, Mr. Xia worked for Zhejiang Branch of Industrial and Commercial Bank of China and Hangzhou Branch of China Merchants Bank. Mr. Xia is a senior economist and accountant. Mr. Xia graduated from Nanjing University with a bachelor's degree specialised in human and animal physiology in 1988. Mr. Xia graduated from Nanjing University with a PhD degree in management sciences and engineering in 2018.

Save as disclosed in the biographical details, Mr. Xia Yang 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.

Mr. Xia Yang as non-executive director of the Bank will not receive any emoluments from the Bank.

### **ELECTION OF MR. GRAEME WHEELER TO BE RE-APPOINTED AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK**

Pursuant to the relevant laws, regulations and the Articles of Association, the Board of the Bank proposes to nominate Mr. Graeme Wheeler to be re-appointed as independent non-executive director of the Bank, whose term of office will be three years and will end on the date of the 2024 annual general meeting of the Bank. Mr. Graeme Wheeler satisfies the qualifications and requirements of director required by relevant laws, regulations and the Articles of Association. After the approval by Shareholder's general meeting, Mr. Graeme Wheeler will continue to serve as the independent non-executive director of the Bank, chairman of the Related Party Transaction, Social Responsibility and Consumer Protection Committee and member of each of the Audit Committee, Risk Management Committee and Nomination and Remuneration Committee of the Board.

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## LETTER FROM THE BOARD

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Mr. Graeme Wheeler, born in October 1951, is of New Zealand nationality. Mr. Wheeler has served as independent non-executive director of the Bank since October 2019. Mr. Wheeler has served as non-executive director of Thyssen-Bornemisza Group since 2017. Mr. Wheeler served as governor of Reserve Bank of New Zealand from 2012 to 2017, non-executive director of Thyssen-Bornemisza Group and co-founder 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 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. Mr. Wheeler was awarded Companion of the New Zealand Order of Merit in 2018. Mr. Wheeler obtained his master's degree of commerce in economics from University of Auckland in 1972.

Save as disclosed in the biographical details, Mr. Graeme Wheeler 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.

Allowances of Mr. Graeme Wheeler shall be determined pursuant to the *Measures on Management of Allowances for Independent Directors and External Supervisors of China Construction Bank Corporation*. 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 allowances are determined. For details of the allowances, please refer to the annual report, relevant announcement and circular to be published by the Bank in due course.

The nomination is proposed by the Nomination and Remuneration Committee of the Board, in accordance with the Bank's Articles of Association and in consideration of Mr. Graeme Wheeler's past experience, skill background, knowledge, experience, independence and specific needs of the Bank, and has been considered by the Board. Such nomination is submitted to the Shareholders' general meeting of the Bank for election and determination. Mr. Graeme Wheeler has years of experience and good reputation in aspects such as finance. Mr. Graeme Wheeler being re-appointed as independent non-executive director of the Bank enables the maintenance of the Board's diversity of the Bank, which will contribute extensive expertise and experience to the Board.

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## LETTER FROM THE BOARD

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### **ELECTION OF MR. MICHEL MADELAIN TO BE RE-APPOINTED AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK**

Pursuant to the relevant laws, regulations and the Articles of Association, the Board of the Bank proposes to nominate Mr. Michel Madelain to be re-appointed as independent non-executive director of the Bank, whose term of office will be three years and will end on the date of the 2024 annual general meeting of the Bank. Mr. Michel Madelain satisfies the qualifications and requirements of director required by relevant laws, regulations and the Articles of Association. After the approval by Shareholder's general meeting, Mr. Michel Madelain will continue to serve as the independent non-executive director of the Bank, member of each of the Audit Committee, Risk Management Committee, Nomination and Remuneration Committee and Related Party Transaction, Social Responsibility and Consumer Protection Committee of the Board.

Mr. Michel Madelain, born in January 1956, is of French nationality. Mr. Madelain has served as independent non-executive director of the Bank since January 2020. Mr. Madelain has been trustee of the IFRS Foundation since January 2018 and a member of the Supervisory Board of La Banque Postale in France since April 2018. From June 2016 to December 2018, Mr. Madelain was vice chairman of Moody's Investors Service ("MIS"). Concurrently, Mr. Madelain served as chairman of Moody's European Boards and was a member of MIS US Board. From May 2008 to June 2016, Mr. Madelain was president and chief operating officer of MIS, having assumed a number of positions in Europe and the USA with MIS from 1994 to May 2008. From May 1980 to May 1994, Mr. Madelain worked with Ernst & Young in Belgium and France and was promoted to the partnership in 1989. Mr. Madelain is a Qualified Chartered Accountant of France. Mr. Madelain 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.

Save as disclosed in the biographical details, Mr. Michel Madelain 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.

Allowances of Mr. Michel Madelain shall be determined pursuant to the *Measures on Management of Allowances for Independent Directors and External Supervisors of China Construction Bank Corporation*. 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 allowances are determined. For details of the allowances, please refer to the annual report, relevant announcement and circular to be published by the Bank in due course.

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## LETTER FROM THE BOARD

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The nomination is proposed by the Nomination and Remuneration Committee of the Board, in accordance with the Bank's Articles of Association and in consideration of Mr. Michel Madelain's past experience, skill background, knowledge, experience, independence and specific needs of the Bank, and has been considered by the Board. Such nomination is submitted to the Shareholders' general meeting of the Bank for election and determination. Mr. Michel Madelain has years of experience and good reputation in aspects such as international accounting. Mr. Michel Madelain being re-appointed as independent non-executive director of the Bank enables the maintenance of the Board's diversity of the Bank, which will contribute extensive expertise and experience to the Board.

### **ELECTION OF MR. WANG YONGQING TO BE RE-APPOINTED AS SHAREHOLDER REPRESENTATIVE SUPERVISOR OF THE BANK**

Pursuant to the relevant laws, regulations and the Articles of Association, the Board of Supervisors of the Bank proposes to nominate Mr. Wang Yongqing to be re-appointed as shareholder representative supervisor of the Bank, the term of office of Mr. Wang Yongqing as a supervisor will be three years and will end on the date of the 2024 annual general meeting of the Bank. Mr. Wang Yongqing satisfies the qualifications and requirements of supervisor required by relevant laws, regulations and the Articles of Association. After the approval by Shareholder's general meeting, Mr. Wang Yongqing will continue to serve as the shareholder representative supervisor of the Bank.

Mr. Wang Yongqing, born in September 1963, is of Chinese nationality. Mr. Wang has served as chairman of the Board of Supervisors of the Bank since October 2019. Mr. Wang served as vice chairman of the China Federation of Industry and Commerce from December 2016 to July 2019. He served consecutively as deputy director (director-general level) and director of the fifth bureau, director of the sixth bureau of the United Front Work Department of the CPC Central Committee from December 2003 to November 2016. He served consecutively as deputy director of the general office, assistant general manager and director of the general office, chief accountant of China International Engineering Consulting Corporation from December 1998 to December 2003. He worked in China Development Bank from July 1994 to December 1998, and the Ministry of Railway from July 1985 to July 1994. Mr. Wang is a senior accountant. He graduated from Hubei Institute of Finance and Economics, and obtained a master's degree in economics from Renmin University of China and a PhD degree in economics from Beijing Jiaotong University.

Save as disclosed in the biographical details, Mr. Wang Yongqing 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.

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## LETTER FROM THE BOARD

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The emoluments of Mr. Wang Yongqing 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.

### **ELECTION OF MR. ZHAO XIJUN TO BE RE-APPOINTED AS EXTERNAL SUPERVISOR OF THE BANK**

Pursuant to the relevant laws, regulations and the Articles of Association, the Board of Supervisors of the Bank proposes to nominate Mr. Zhao Xijun to be re-appointed as external supervisor of the Bank, the term of office of Mr. Zhao Xijun as a supervisor will be three years and will end on the date of the 2024 annual general meeting of the Bank. Mr. Zhao Xijun satisfies the qualifications and requirements of supervisor required by relevant laws, regulations and the Articles of Association. After the approval by Shareholder's general meeting, Mr. Zhao Xijun will continue to serve as external supervisor of the Bank.

Mr. Zhao Xijun, born in August 1963, is of Chinese nationality. Mr. Zhao has served as supervisor of the Bank since June 2019. Mr. Zhao has served as joint dean of the China Capital Market Research Institute, Renmin University of China since 2020. He served as deputy dean of the School of Finance of Renmin University of China from 2005 to 2019, director of international office of Renmin University of China from 2001 to 2005, head of finance department of the School of Finance of Renmin University of China from 1995 to 2001 and a research fellow of the international department of the CSRC from 1994 to 1995. Mr. Zhao is independent non-executive director of China National Foreign Trade Financial & Leasing Co., Ltd. and iFLYTEK Corporation. Mr. Zhao served as independent non-executive director of the Bank from August 2010 to March 2014. Mr. Zhao was a visiting scholar in University of Sherbrooke and McGill University, Canada from 1989 to 1990 and Nijenrode University, Netherlands from 1995 to 1996. Mr. Zhao graduated from Wuhan University with a bachelor's degree in Scientific French in 1985, received a master's degree in finance from the finance department of Renmin University of China in 1987 and a PhD degree in finance from the School of Finance of Renmin University of China in 1999.

Save as disclosed in the biographical details, Mr. Zhao Xijun 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.

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## LETTER FROM THE BOARD

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The allowances of Mr. Zhao Xijun shall be determined pursuant to the *Measures on Management of Allowances for Independent Directors and External Supervisors of China Construction Bank Corporation*. 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 allowances are determined. For details of the allowances, please refer to the annual report, relevant announcement and circular to be published by the Bank in due course.

### AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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

A total of 161 paragraphs in 94 articles of the Articles of Association are revised. Specifically, 7 paragraphs in 6 articles are related to Party building, 132 paragraphs in 70 articles are revised based on laws, regulations and regulatory requirements, and 22 paragraphs in 18 articles are revised based on the actual operation of corporate governance and other revisions (the "**revised articles of the Articles of Association**").

The revised articles of the Articles of Association were considered and approved at the meeting of the Board of the Bank held on 29 April 2022 and are submitted to the 2021 Annual General Meeting for consideration. At the same time, the shareholders' general meeting is requested to authorize the Board, which could sub-delegate the authority to the chairman, to make corresponding revisions to the revised articles of the Articles of Association based on the opinions or requirements of relevant national ministries and commissions and the regulatory authorities, if any.

### REFERENCE DOCUMENTS TO THE 2021 ANNUAL GENERAL MEETING

Work Report of Independent Directors for 2021

Special Report on Related Party Transactions in 2021

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## LETTER FROM THE BOARD

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### 2021 ANNUAL GENERAL MEETING

The notice of the 2021 Annual General Meeting of the Bank to be held at 3:00 p.m. on 23 June 2022 at No. 25, Financial Street, Xicheng District, Beijing, is set out in this circular. Registration of the meeting will start from 2:20 p.m. to 3:00 p.m. on 23 June 2022.

In order to determine the H Shareholders who are entitled to attend the 2021 Annual General Meeting, the Bank's register of members for H Shares will be closed from 24 May 2022 to 23 June 2022, both days inclusive, during which period no transfer of H Shares will be effected. Unregistered H Shareholders who wish to attend the 2021 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 4:30 p.m. on 23 May 2022. 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.

In order to determine the H Shareholders who are entitled to receive the 2021 cash dividends, the register of members of H Shares of the Bank will be closed from 2 July 2022 to 7 July 2022, both days inclusive, during which period no transfer of H Shares will be effected. Unregistered H Shareholders who wish to receive the 2021 cash dividends 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 4:30 p.m. on 30 June 2022. 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. If approved by the 2021 Annual General Meeting, the dividend will be distributed to the Shareholders whose names appeared on the register of members of the Bank after the closing of the stock market on 7 July 2022. The expected payment date of the H Shares annual cash dividend for 2021 is 29 July 2022. The expected payment date of the A Shares annual cash dividend for 2021 is 8 July 2022.

A proxy form and a reply slip for use at the 2021 Annual General Meeting are despatched together with this circular and published on the HKEXnews website of Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). To be valid, H Shareholders who intend to attend the 2021 Annual General Meeting by proxy should complete and return the enclosed proxy form to Computershare Hong Kong Investor Services Limited before 3:00 p.m. on 22 June 2022. 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 2021 Annual General Meeting and voting in person if you so wish. H Shareholders who intend to attend the 2021 Annual General Meeting in person or by proxy should complete and return the reply slip in person, by post or by fax to Computershare Hong Kong Investor Services Limited on or before 3 June 2022. The address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

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## LETTER FROM THE BOARD

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### VOTING METHOD AT THE 2021 ANNUAL GENERAL MEETING

The voting at the 2021 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 2021 Annual General Meeting.

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

6 May 2022

Comparative Table on Revisions to Provisions of the Articles of Association of  
China Construction Bank Corporation

No.	Pre-revision Articles	Revision Suggestion
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”), the <i>Securities Law of the People’s Republic of China</i> (the Securities Law), the <i>Special Provisions of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies</i> (the Special Provisions), the <i>Mandatory Clauses for Articles of Association of Companies Listed Overseas</i> (the Mandatory Clauses) 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 &amp; Commerce and obtained its business license on September 17, 2004. The number of the business license is 100000000039122.</p>	<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”), <del>the <i>Securities Law of the People’s Republic of China</i> (the Securities Law), the <i>Special Provisions of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies</i> (the Special Provisions), the <i>Mandatory Clauses for Articles of Association of Companies Listed Overseas</i> (the <i>Mandatory Clauses</i>)</del> 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 &amp; Commerce and obtained its business license on September 17, 2004. <del>The number of the business license is 100000000039122</del> unified social credit code of the Bank is 911100001000044477.</p>

No.	Pre-revision Articles	Revision Suggestion
2.	<p>Article 8 Paragraph 1</p> <p>The Articles of Association (the “Articles”) are formulated by the Bank in accordance with the <i>Company Law</i>, the <i>Commercial Banking Law</i>, the <i>Securities Law</i>, the <i>Special Provisions</i>, other applicable laws, regulations and rules, as well as the relevant provisions of the local securities regulatory authorities where shares of the Bank are listed.</p>	<p>Article 8 Paragraph 1</p> <p>The Articles of Association (the “Articles”) is formulated by the Bank in accordance with the <i>Company Law</i>, the <i>Commercial Banking Law</i>, the <u><i>Securities Law of the People’s Republic of China</i></u> (the “<u>Securities Law</u>”) <del><i>Securities Law</i></del>, <del>the <i>Special Provisions</i></del>, other applicable laws, regulations, <u>and rules and regulatory provisions</u>, as well as the <del>relevant provisions of the local securities regulatory authorities where shares of the Bank are listed.</del></p>
3.	<p>Article 10</p> <p>The “members of the senior management of the Bank” referred to in the Articles shall include president, vice presidents, chief financial officer, chief risk officer, chief information officer, chief audit officer, secretary to the Board of Directors and other members of the management of the Bank appointed by the Board of Directors.</p>	<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, <u>business controllers</u> and other members of the management of the Bank appointed by the Board of Directors.</p>
4.	<p>Article 13</p> <p>In accordance with the <i>Constitution of the Communist Party of China</i> and the <i>Company Law</i>, the Bank sets up the organization of the Communist Party. The Party Committee acts as a core leader to control the direction, manage the overall situation and ensure the implementation of policies and rules. The Bank also establishes a Party working mechanism, assign sufficient personnel in charge of Party affairs, and guarantee 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 <i>Company Law</i>, the Bank sets up the organization of the Communist Party. The Party Committee acts as a <del>core</del> leader <del>to control the direction, manage the overall situation and ensure the implementation of policies and rules</del> <u>controlling the direction, managing the overall situation and promoting the implementation of policies and rules</u>. 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>

No.	Pre-revision Articles	Revision Suggestion
5.	<p>Article 14</p> <p>The operation purpose of the Bank is to operate steadily, prevent risks, be trustworthy, forge ahead in an innovative way, provide good-quality and efficient financial services, create good returns for all shareholders and boost economic development and social advancement.</p>	<p>Article 14</p> <p>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, <u>protect rights and interests of the stakeholders</u> and boost economic development and social advancement.</p> <p><u>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.</u></p>
6.	<p>Article 16 Paragraph 1</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 competent authorities authorized by the State Council, the Bank may have other classes of shares such as preference shares in accordance with the actual needs.</p>	<p>Article 16 Paragraph 1</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 <del>competent</del> <u>authorities authorized by the State Council</u> <del>relevant regulatory authorities or departments</del> <u>authorized by the State Council or through the implementation of relevant procedures</u>, the Bank may have other classes of shares such as preference shares in accordance with the actual needs.</p>
7.	<p>Article 18 Paragraph 1</p> <p>With the approval of relevant regulatory authorities, the Bank may issue shares to domestic and overseas investors.</p>	<p>Article 18 Paragraph 1</p> <p>With the approval of relevant regulatory <u>authorities or departments authorized by the State Council or through the implementation of relevant procedures</u>, the Bank may issue shares to domestic and overseas investors.</p>

No.	Pre-revision Articles	Revision Suggestion
8.	<p>Article 19 Paragraph 4</p> <p>Domestic shares that are approved by the State Council or the competent authorities authorized by the State Council to be listed in overseas stock exchange and overseas listed foreign shares shall be collectively referred to as “overseas listed shares”.</p>	<p>Article 19 Paragraph 4</p> <p><u>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</u> <del>are approved by the State Council or the competent authorities authorized by the State Council to be listed in overseas stock exchange</del> and overseas listed foreign shares shall be collectively referred to as “overseas listed shares”.</p>
9.	<p>Article 20</p> <p>With the approval of the competent authorities authorized by the State Council and the Shareholders’ General Meeting of the Bank, the total number of ordinary shares that the Bank may issue is 250,010,977,486. The number of shares issued to the promoters when the Bank was incorporated is 194,230,250,000, representing 77.69% of the total ordinary shares that the Bank may issue.</p>	<p>Article 20</p> <p>With the approval of <u>relevant regulatory authorities or departments authorized by the State Council or through implementation of relevant procedures</u> and with the approval of <del>the competent authorities authorized by the State Council</del> and the Shareholders’ General Meeting of the Bank, the total number of ordinary shares that the Bank may issue is 250,010,977,486. The number of shares issued to the promoters when the Bank was incorporated is 194,230,250,000, representing 77.69% of the total ordinary shares that the Bank may issue.</p>

No.	Pre-revision Articles	Revision Suggestion
10.	<p>Article 22</p> <p>After the plan for issuing overseas listed shares and domestic listed shares by the Bank is approved by the securities regulatory institution of the State Council, the Board of Directors of the Bank may arrange for implementing such plan by means of separate issuance.</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 by the securities regulatory institution of the State Council.</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 <u>relevant regulatory authorities or departments authorized by the State Council or through implementation of relevant procedures,</u> <del>securities regulatory institution of the State Council,</del> 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 <u>of relevant regulatory authorities or departments authorized by the State Council or through the implementation of relevant procedures</u> <del>by the securities regulatory institution of the State Council.</del></p>
11.	<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 the securities regulatory institution of the State Council.</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 <u>relevant regulatory authorities or departments authorized by the State Council or through the implementation of relevant procedures</u> <del>the securities regulatory institution of the State Council.</del></p>

No.	Pre-revision Articles	Revision Suggestion
12.	<p>Article 28</p> <p>On the basis that there is no contravention of laws, administrative regulations and listing rules, and after being approved under the procedures stipulated by the Articles and obtaining approvals from relevant competent authorities of the State, the Bank may repurchase its issued and outstanding shares under the following circumstances:</p> <p>(1) cancelling shares for the purpose of reducing the registered capital of the Bank;</p> <p>(2) merging with any other companies holding shares of the Bank;</p> <p>(3) granting shares to employees of the Bank as a reward;</p> <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) any other circumstances permitted by laws, regulations and rules.</p> <p>Where the Bank repurchases its shares under circumstances (1) to (3) of paragraph 1 above, a resolution of the Shareholder's General Meeting shall be made. Where the Bank repurchases its shares under circumstance (1), it shall cancel the shares within ten (10) days from the date of repurchase. Where the Bank repurchases its shares under circumstances (2) and (4), it shall transfer or cancel the shares within six (6) months. The total par value of shares canceled shall be deducted from the registered capital of the Bank, and the Bank shall apply to the original company registration authority for change of registered capital after being approved by the banking regulatory institution of the State Council.</p>	<p>Article 28</p> <p><del>On the basis that there is no contravention of laws, administrative regulations and listing rules, and after</del> <u>After</u> being approved under the procedures stipulated by the Articles and <u>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</u> obtaining approvals from relevant competent authorities of the State, the Bank may repurchase its issued and outstanding shares under the following circumstances:</p> <p><del>(1) cancelling shares for the purpose of</del> reducing the registered capital of the Bank;</p> <p>(2) merging with any other companies holding shares of the Bank;</p> <p><del>(3) granting shares to employees of the Bank as a reward using shares in</del> <u>employee stock ownership plan or share incentives;</u></p> <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><u>(5) using shares in converting convertible corporate bonds issued by the Bank;</u></p> <p><u>(6) where the Bank deems necessary in order to maintain the Bank's value and shareholders' rights and interests;</u></p> <p><del>(5)(7)</del> any other circumstances permitted by laws, regulations and rules.</p>

No.	Pre-revision Articles	Revision Suggestion
	<p>The shares repurchased under circumstance (3) of paragraph 1 above shall not exceed five percent (5%) of the total issued and outstanding shares of the Bank; the funds for repurchase shall be from the after-tax profits of the Bank and the shares repurchased shall be transferred to employees within one (1) year.</p>	<p>Where the Bank repurchases its shares under circumstances (1) <del>to (3)</del> or (2) of paragraph 1 above, a resolution of the Shareholder's General Meeting shall be made. <u>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.</u></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) and (4), it shall transfer or cancel the shares within six (6) months. <u>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.</u> 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>

No.	Pre-revision Articles	Revision Suggestion
		<p><del>The shares repurchased under circumstance (3) of paragraph 1 above shall not exceed five percent (5%) of the total issued and outstanding shares of the Bank; the funds for repurchase shall be from the after-tax profits of the Bank and the shares repurchased shall be transferred to employees within one (1) year.</del></p> <p><u>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 "<i>Hong Kong Listing Rules</i>").</u></p>
13.	<p>Article 29</p> <p>The Bank may repurchase its shares in any of the following ways after being approved by relevant authorities of the State:</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>Article 29</p> <p>The Bank may repurchase its shares in any of the following ways <del>after being approved by relevant authorities of the State:</del></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><u>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.</u></p>

No.	Pre-revision Articles	Revision Suggestion
14.	<p data-bbox="384 283 504 304">Article 31</p> <p data-bbox="384 346 855 506">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 data-bbox="384 549 855 772">(1) where the Bank repurchases its shares at the par value, the amount thereof shall be deducted from the book balance of the distributable profits of the Bank and the proceeds from the new shares issuance for the purpose of repurchasing old shares;</p> <p data-bbox="384 815 855 1176">(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 shares issuance for purpose of repurchasing the old shares. The portion beyond the aggregate par value thereof shall be treated in accordance with the following methods:</p> <p data-bbox="384 1219 855 1347">(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 data-bbox="384 1389 855 1910">(b) where the shares repurchased are issued at a price higher than the par value, such portion shall be deducted from the book balance of the distributable profits of the Bank and the proceeds from the new shares issuance for purpose of repurchasing the old shares. However, the amount deducted from the proceeds from the new shares issuance shall neither exceed the total premium obtained from the issuance of old shares, nor exceed the balance of the Bank's premium account (or capital reserve account) (including the premium from the new shares issuance) at the repurchase;</p>	<p data-bbox="884 283 1003 304">Article 31</p> <p data-bbox="884 346 1355 506">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 data-bbox="884 549 1355 772">(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 data-bbox="884 815 1355 1176">(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 data-bbox="884 1219 1355 1347">(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 data-bbox="884 1389 1355 1910">(b) where the shares repurchased are issued at a price higher than the par value, such portion shall be deducted from the book balance of the distributable profits of the Bank and the proceeds from the new 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 repurchase;</p>

No.	Pre-revision Articles	Revision Suggestion
	<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 shares 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>(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><u>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.</u></p>
15.	<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>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>

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	<p>(4) the serial number of the share certificate;</p> <p>(5) other items that should be stated pursuant to the Company Law, the Special Provisions and relevant regulations of the local securities regulatory authorities where shares of the Bank are listed.</p>	<p>(4) the serial number of the share certificate;</p> <p>(5) other items that should be stated pursuant to the Company Law,<del>the Special Provisions</del> and relevant regulations of the local securities regulatory authorities where shares of the Bank are listed.</p>
16.	<p>Article 36</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, the Special Provisions and the Articles;</p> <p>(2) the share transferee shall reach an agreement with each of the shareholders, directors, supervisors, president and other members of the senior management of the Bank, and the Bank (representing the Bank itself and each director, each supervisor, the president and each of other members of the senior management of the Bank) shall reach an agreement with each shareholder, that any dispute and claim arising from the Articles as well as any dispute and claim in connection with the Bank’s affairs arising from the rights and obligations specified in the Company Law and other Chinese laws, regulations, rules shall be settled through arbitration according to the Articles, and any submission for arbitration shall be deemed as an authorization to the arbitral tribunal for public hearing and announcement of its award. The arbitration award shall be final;</p>	<p>Article 36</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,<del>the Special Provisions</del> and the Articles;</p> <p>(2) the share transferee shall reach an agreement with each of the shareholders, directors, supervisors, president and other members of the senior management of the Bank, and the Bank (representing the Bank itself and each director, each supervisor, the president and each of other members of the senior management of the Bank) shall reach an agreement with each shareholder, that any dispute and claim arising from the Articles as well as any dispute and claim in connection with the Bank’s affairs arising from the rights and obligations specified in the Company Law and other Chinese laws, regulations, rules shall be settled through arbitration according to the Articles, and any submission for arbitration shall be deemed as an authorization to the arbitral tribunal for public hearing and announcement of its award. The arbitration award shall be final;</p>

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	<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 local securities regulatory authorities 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 members of the senior management of the Bank on behalf of the transferee, under which such directors and members of the senior management of the Bank shall undertake to comply with and perform their obligations to shareholders as specified in the Articles.</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>(3) the share transferee shall reach an agreement with the Bank and its shareholders that the shares of the Bank may be freely transferred by holders, unless otherwise specified in laws, regulations, rules and relevant provisions of the local securities regulatory authorities where shares of the Bank are listed;</p> <p>(4) the share transferee shall authorize the Bank to enter into an agreement with each of the directors and members of the senior management of the Bank on behalf of the transferee, under which such directors and members of the senior management of the Bank shall undertake to comply with and perform their obligations to shareholders as specified in the Articles.</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>
17.	<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>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>

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	<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>(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><u>(7) related information about share pledge.</u></p>
18.	<p>Article 42</p> <p>Registration of change in the register of shareholders due to shares transfer shall not be allowed within thirty (30) days before the Shareholders' General Meeting is held or within five (5) days prior to the record day on which the Bank decides to distribute dividends.</p> <p>If registration of changes in the register of shareholders is otherwise prescribed in laws, regulations, rules and regulations of local securities regulatory authorities where shares of the Bank are listed, relevant provisions shall be observed.</p>	<p>Article 42</p> <p>Registration of change in the register of shareholders due to share transfer shall not be allowed within <del>thirty (30)</del><u>twenty (20)</u> 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><u>The aforementioned period of suspended 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.</u></p>

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19.	<p>Article 45 Paragraph 2</p> <p>Application for reissuing the share certificate for domestic listed shares holders whose share certificate is lost shall be dealt with in accordance with Article 143 of the Company Law.</p>	<p>Article 45 Paragraph 2</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 <del>Article 143</del> of <u>relevant provisions</u> of the Company Law.</p>
20.	<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 <i>Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</i> (the “Listing Rules”)) shall be paid to the Bank, to register share transfer instruments and other documents that are pertinent to share ownership or will affect share ownership;</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>(5) if shares are to be transferred to joint holders, the number of shareholders jointly registered shall not exceed four (4);</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 <del><i>Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</i></del> (the “<u>Hong Kong Listing Rules</u>”)) 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>(5) if shares are to be transferred to joint holders, the number of shareholders jointly registered shall not exceed four (4);</p>

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	<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>(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>
21.	<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 voting rights;</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 local securities regulatory authorities 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>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>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 <u>the rights to speak and vote</u><del>voting</del> rights;</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 local securities regulatory authorities 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>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>

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	<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 &amp; 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 local securities regulatory authorities where the Bank's shares are listed as well as the Articles.</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 &amp; 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 local securities regulatory authorities where the Bank's shares are listed as well as the Articles.</p>

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22.	<p>Article 54</p> <p>Shareholders of ordinary shares of the Bank shall undertake the following obligations:</p> <p>(1) to abide by 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) not to redeem their shares except under the circumstances provided by laws, regulations and rules;</p> <p>(4) to support the measures proposed by the Board of Directors to raise the capital adequacy ratio when such ratio of the Bank is below the statutory standard;</p> <p>(5) not to abuse the shareholder's rights to impair the interests of the Bank or other shareholders. The shareholder that causes detriments to the Bank or other shareholders by abusing shareholder's rights shall undertake the compensation liability according to laws;</p> <p>(6) not to abuse the independent status of the Bank as a legal person and limited liabilities of the shareholders to impair the interests of creditors of the Bank. Any shareholder that evades debt payment obligation and seriously impairs the interests of creditors of the Bank by abusing the independent status of the Bank as a legal person and limited liabilities of the shareholders shall assume joint and several liabilities for the debts of the Bank;</p>	<p>Article 54</p> <p>Holders of ordinary shares of the Bank shall undertake the following obligations:</p> <p>(1) to abide by <u>laws, regulations, regulatory provisions</u>, 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><u>(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;</u></p> <p><u>(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;</u></p> <p><del>(3)</del><u>(5)</u> not to redeem their shares except under the circumstances provided by laws, regulations and rules;</p> <p><del>(4)</del><u>(6)</u> (for substantial shareholders) to <u>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</u> 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>

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	<p>(7) other obligations imposed by laws, regulations, rules and the Articles.</p> <p>Shareholders shall not assume any responsibilities for further capital contribution other than the conditions agreed to by the subscriber of relevant shares on subscription.</p>	<p><u>(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 regulatory provisions, and not to harm the interests of other shareholders and the Bank;</u></p> <p><u>(<del>5</del>) (8) shareholders and their controlling shareholders and de facto controllers shall not abuse the shareholder's rights or make use of connected relationship to impair the lawful rights and interests of the Bank—<del>or</del>, 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;</u></p> <p><u>(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;</u></p> <p><u>(<del>6</del>) (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;</u></p>

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		<p>(11) <u>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, connected persons, parties acting in concert, ultimate beneficial owners, investment in other financial institutions and other information;</u></p> <p>(12) <u>in the event of any changes in the controlling shareholders, de facto controllers, connected 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;</u></p> <p>(13) <u>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;</u></p> <p>(14) <u>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;</u></p>

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		<p>(15) <u>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;</u></p> <p><del>(7)</del>(16) <u>other obligations imposed by laws, regulations, rules, regulatory provisions and the Articles.</u></p> <p><u>The Bank shall specify the corresponding loss absorption and risk defence mechanism when a material risk incurs.</u></p> <p><del>Shareholders</del><u>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.</u></p>
23.	<p>Article 55</p> <p>Any entity or individual that proposes to purchase more than five percent (5%) of the total issued and outstanding shares of the Bank shall obtain a prior approval from the banking regulatory institution of the State Council.</p>	<p>Article 55</p> <p><del>Any entity or individual that proposes to purchase</del><u>An investor and its connected persons and parties acting in concert, either individually or jointly, intending to initially or hold</u> 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>

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	<p>If a shareholder holds more than five percent (5%) of the total issued and outstanding shares of the Bank (the excess shares) without obtaining a prior approval from the banking regulatory authority of the State Council, before obtaining the said approval, such shareholders' rights specified in Article 53 herein based on the excess shares shall be restricted on the aspects including but not limited to:</p> <p>(1) the excess shares have no voting rights at the Shareholders' General Meeting (including voting of a certain class of shareholders);</p> <p>(2) the excess shares have no right to nominate candidates for directors or supervisors as specified in the Articles.</p> <p>If the approval from the banking regulatory institution of the State Council has been obtained, such shareholder shall hold excess shares according to the approval</p> <p>If the approval from the banking regulatory institution of the State Council has not been obtained, such shareholder shall transfer the excess shares within the term specified by the banking regulatory institution of the State Council.</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><u>An investor and its connected 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.</u></p> <p><u>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.</u></p> <p><del>If a shareholder holds more than five percent (5%) of the total issued and outstanding shares of the Bank (the excess shares) without obtaining a prior approval from the banking regulatory authority of the State Council, before obtaining the said approval, such shareholders' rights specified in Article 53 herein based on the excess shares shall be restricted on the aspects including but not limited to:</del></p> <p><del>(1) the excess shares have no voting rights at the Shareholders' General Meeting (including voting of a certain class of shareholders);</del></p> <p><del>(2) the excess shares have no right to nominate candidates for directors or supervisors as specified in the Articles.</del></p>

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		<p data-bbox="882 283 1353 442"><del>If the approval from the banking regulatory institution of the State Council has been obtained, such shareholder shall hold excess shares according to the approval</del></p> <p data-bbox="882 480 1353 704"><del>If the approval from the banking regulatory institution of the State Council has not been obtained, such shareholder shall transfer the excess shares within the term specified by the banking regulatory institution of the State Council.</del></p> <p data-bbox="882 742 1353 1293"><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 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 data-bbox="882 1332 1353 1949"><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>

No.	Pre-revision Articles	Revision Suggestion
		<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, 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.</u></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>
24.	<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>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>

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	<p>The term “acting in concert” herein shall mean that two (2) or more persons, through legal means such as agreement (verbal or written), cooperation, affiliate relations, enlarge their control proportion in the shares of the Bank or reinforce their control in the Bank and take actions expressing the same will when exercising the voting rights of the Bank.</p> <p>The circumstances for “expressing the same will” as referred to above shall include joint presentation of proposals, joint nomination of directors, entrustment of exercising the voting rights which do not state the voting intention but excluding the circumstance where proxy is publicly collected.</p>	<p><del>The term “acting in concert” herein shall mean that two (2) or more persons, through legal means such as agreement (verbal or written), cooperation, affiliate relations, enlarge their control proportion in the shares of the Bank or reinforce their control in the Bank and take actions expressing the same will when exercising the voting rights of the Bank.</del></p> <p><del>The circumstances for “expressing the same will” as referred to above shall include joint presentation of proposals, joint nomination of directors, entrustment of exercising the voting rights which do not state the voting intention but excluding the circumstance where proxy is publicly collected.</del></p>
25.	<p>Article 59</p> <p>The loans conditions that the Bank offers to the shareholders shall not be more favourable to those of the same type of loans that the Bank offers to other borrowers.</p>	<p>Article 59</p> <p><del>The loans conditions that the Bank offers to the shareholders shall not be more favourable to those of the same type of loans that the Bank offers to other borrowers.</del><u>The Bank shall not grant loans to its shareholders under more favourable terms than those set for other customers.</u></p>
26.	<p>Article 60</p> <p>Shareholders, especially substantial shareholders who owe overdue loans to the Bank, shall be restricted from exercising voting rights at the General Meeting of Shareholders ; and the directors recommended by such Shareholders shall be restricted from exercising such rights at the Board of Directors.</p>	<p>Article 60</p> <p><del>Shareholders, especially s</del>—The substantial shareholders who owe overdue loans to the Bank, shall be restricted from exercising voting rights at the General Meeting of Shareholders; and the directors recommended by such shareholders shall be restricted from exercising such rights at the meetings of the Board of Directors.</p> <p><u>If any other shareholder owes overdue loans to the Bank, the Bank shall restrict his/her relevant rights in light of the actual circumstances.</u></p>

No.	Pre-revision Articles	Revision Suggestion
27.	<p>Article 61</p> <p>When the Bank has the liquidity problem specified by prevailing laws, regulations and rules, shareholders who have borrowed money from the Bank and hold more than five percent (5%) of the issued and outstanding shares with voting rights of the Bank shall immediately repay their borrowings due and prepay those undue.</p>	<p>Article 61</p> <p><del>When the Bank has the liquidity problem specified by prevailing laws, regulations and rules, shareholders who have borrowed money from the Bank and hold more than five percent (5%) of the issued and outstanding shares with voting rights of the Bank shall immediately repay their borrowings due and prepay those undue.</del></p> <p><u>The banking regulatory authority of the State Council may restrict or prohibit the Bank from carrying out related party transactions with the shareholders who make false statements, abuse the shareholder's rights or otherwise damage the interests of the Bank, and restrict the limit of the Bank's shares held by and the proportion of shares pledged by such shareholders. Such shareholders may be restricted from exercising their rights to request, vote, nominate, propose and dispose of at the Shareholders' General Meetings.</u></p> <p><u>The substantial shareholders of the Bank shall make relevant commitments and earnestly fulfill the commitments in accordance with relevant laws, regulations and regulatory provisions. The Bank has the right to adopt relevant restrictions against substantial shareholders who violate their commitments.</u></p>

No.	Pre-revision Articles	Revision Suggestion
28.	<p data-bbox="384 283 852 314">Article 62</p> <p data-bbox="384 363 852 991">If any director, supervisor, senior management or shareholder holding more than five percent (5%) of the Bank's shares sells the shares within six (6) months from the day of purchase or purchase shares within six (6) months of the sale of shares, the profit deriving therefrom shall belong to the Bank and shall be recovered by the Bank's Board of Directors. However, if a securities company holds more than 5% of the shares due to the underwriting of the remaining shares after their being sold on the market, selling such shares is not subject to the aforesaid 6-month restriction.</p> <p data-bbox="384 1044 852 1470">Where the Board of Directors of the Bank fails to perform pursuant to the preceding article, the shareholders could require the Board of Directors to perform accordingly within thirty (30) days. Where the Board of Directors of the Bank fails to perform within the aforesaid period, the shareholders could bring a lawsuit directly to the people's court in their own name for the benefit of the Bank.</p> <p data-bbox="384 1523 852 1672">Where the Board of Directors fails to perform pursuant to the first article, the liable director shall bear joint and several liability according to law.</p>	<p data-bbox="884 283 1351 314">Article 62</p> <p data-bbox="884 363 1351 1427">If any director, supervisor, senior management or shareholder holding more than five percent (5%) of the Bank's shares sells the shares <u>or other securities with an equity nature</u> within six (6) months from the day of purchase or purchase shares within six (6) months of the sale of shares, the profit deriving therefrom shall belong to the Bank and shall be recovered by the Bank's Board of Directors. <del>However, if,</del> <u>except for a securities company holding more than five percent (5%) of the shares due to the underwriting of the remaining shares after their being sold on the market, selling such shares is not subject to the aforesaid 6-month restriction purchasing the remaining unsold stock underwritten by it or under any other circumstances prescribed by the securities regulatory institution of the State Council. If applicable laws, regulations, rules and the provisions of the securities regulatory authorities in the places where the Bank's stocks are listed provide otherwise, relevant provisions shall be observed.</u></p> <p data-bbox="884 1481 1351 1874"><u>The shares or other securities with an equity nature held by a director, a supervisor, a senior management member, or a natural person shareholder as mentioned in the preceding paragraph shall include the shares or other securities with an equity nature held by his or her spouse, parents and children and held through any other person's account.</u></p>

No.	Pre-revision Articles	Revision Suggestion
		<p>Where the Board of Directors of the Bank fails to perform pursuant to the <del>preceding article</del> provision of paragraph 1, the shareholders could require the Board of Directors to perform accordingly within thirty (30) days. Where the Board of Directors of the Bank fails to perform within the aforesaid period, the shareholders could bring a lawsuit directly to the people's court in their own name for the benefit of the Bank.</p> <p>Where the Board of Directors fails to perform pursuant to the provision of paragraph 1, the liable director shall bear joint and several liability according to law.</p>
29.	<p>Article 63</p> <p>The Bank shall not accept the shares of the Bank as collateral for any pledge.</p> <p>Shareholders shall strictly abide by laws, regulations and requirements of regulatory authorities, and serve a prior notice to the Board of Directors if they provide their shares of the Bank as security for themselves or others.</p> <p>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>Article 63</p> <p>The Bank shall not accept the shares of the Bank as collateral for any pledge.</p> <p><del>Shareholders shall strictly abide by</del> <u>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 serve a prior notice to the Board of Directors if they provide their shares of the Bank as security for themselves or others 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.</u></p>

No.	Pre-revision Articles	Revision Suggestion
		<p><u>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.</u></p> <p><u>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.</u></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><u>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.</u></p>

No.	Pre-revision Articles	Revision Suggestion
30.	<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 Secretary, and one (1) Deputy Party Secretary is designated to assist the Party Secretary to conduct Party construction 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 Committee as provided.</p>	<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 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 <del>Discipline—Inspection—Committee</del> <u>discipline inspection agency</u> as provided.</p> <p><u>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.</u></p>

No.	Pre-revision Articles	Revision Suggestion
31.	<p>Article 66</p> <p>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 66</p> <p><u>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.</u> 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>
32.	<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, 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 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, <u>focuses on the building of the leading team, official team and talent team of the Bank,</u> 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>

No.	Pre-revision Articles	Revision Suggestion
33.	<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 problems 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' General Meeting and the Board of Directors; the Party Committee supports the employees' employee representatives' meeting.</p>	<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' General Meeting and the Board of Directors; the Party Committee supports the employee representatives' meeting.</p> <p><u>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.</u></p>

No.	Pre-revision Articles	Revision Suggestion
34.	<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 construction of a clean and honest Party, and assist the Discipline Inspection Committee in practically performing supervision responsibility.</p>	<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 <del>Discipline Inspection Committee</del> <u>discipline inspection agency</u> in practically performing supervision responsibility.</p>
35.	<p>Article 74</p> <p>The Shareholders' General Meeting shall legally exercise functions and powers on the following matters:</p> <p>(1) to decide on the Bank's business policies and investment plans;</p> <p>(2) to elect and replace directors and decide on remuneration of relevant directors;</p> <p>(3) to elect and replace supervisors who are to be appointed from the shareholders' representatives and external supervisors, and to decide on the remuneration of relevant supervisors;</p>	<p>Article 74</p> <p>The Shareholders' General Meeting shall legally exercise functions and powers on the following matters:</p> <p>(1) to decide on the Bank's business policies and investment plans;</p> <p>(2) to elect and replace directors and decide on remuneration of relevant directors;</p> <p>(3) to elect and replace supervisors who are to be appointed from the shareholders' representatives and external supervisors, and to decide on the remuneration of relevant supervisors;</p>

No.	Pre-revision Articles	Revision Suggestion
	<p>(4) to review and approve the report of the Board of Directors;</p> <p>(5) to review and approve the report of the Board of Supervisors;</p> <p>(6) to review and approve the Bank's annual financial budgets and final accounts;</p> <p>(7) to review and approve the Bank's profit distribution plan and plan for making up for losses;</p> <p>(8) to make resolutions on the Bank's increase or reduction of registered capital;</p> <p>(9) to make resolutions on the Bank's merger, division, dissolution, liquidation or other matters;</p> <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 Bank's engagement, removal or non-renewal of the accounting firm;</p> <p>(13) to amend the Articles and other basic documents of corporate governance;</p> <p>(14) to review the proposals presented by the shareholders independently or collectively holding more than three percent (3%) of the issued and outstanding shares of the Bank;</p>	<p>(4) to review and approve the report of the Board of Directors;</p> <p>(5) to review and approve the report of the Board of Supervisors;</p> <p>(6) to review and approve the Bank's annual financial budgets and final accounts;</p> <p>(7) to review and approve the Bank's profit distribution plan and plan for making up for losses;</p> <p>(8) to make resolutions on the Bank's increase or reduction of registered capital;</p> <p>(9) to make resolutions on the Bank's merger, division, dissolution, liquidation, <u>change of corporate form</u> or other matters;</p> <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 <del>Bank's</del> engagement, <del>or removal or non-renewal</del> of the accounting firm <u>that conducts regular statutory audit on the financial reports of the Bank;</u></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>

No.	Pre-revision Articles	Revision Suggestion
	<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;</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 but without limitation to 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, regulations issued by the local securities regulatory authorities where shares of the Bank are listed and the Articles.</p> <p>Resolutions made by the Shareholders’ General Meeting shall not violate the provisions in relevant laws, administrative regulations, rules, regulations issued by the local securities regulatory authorities where shares of the Bank are listed and the Articles.</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 <u>and employee stock ownership plan</u>;</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, regulations issued by local 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>

No.	Pre-revision Articles	Revision Suggestion
36.	<p>Article 77 Paragraph 2</p> <p>The Shareholders' General Meeting may be held by means of one-site meeting or off-site meeting. The Bank may choose any of the means in accordance with the Articles and the Procedural Rules for Shareholders' General Meeting of China Construction Bank Corporation.</p>	<p>Article 77 Paragraph 2</p> <p><del>The Shareholders' General Meeting may be held by means of one-site meeting or off-site meeting. The Bank may choose any of the means in accordance with the Articles and the Procedural Rules for Shareholders' General Meeting of China Construction Bank Corporation.</del> <u>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.</u></p>
37.	<p>Article 78</p> <p>The Bank shall issue a notice in writing forty-five (45) days prior to the holding of a Shareholders' General Meeting, and inform all registered shareholders of the date, the venue and the matters to be considered at the meeting. Shareholders who intend to attend the Shareholders' General Meeting shall deliver a written reply confirming the attendance to the meeting to the Bank twenty (20) days prior to the holding of the meeting.</p>	<p>Article 78</p> <p><del>The Bank shall issue a notice in writing forty-five (45) days prior to the holding of a Shareholders' General Meeting, and inform all registered shareholders of the date, the venue and the matters to be considered at the meeting. Shareholders who intend to attend the Shareholders' General Meeting shall deliver a written reply confirming the attendance to the meeting to the Bank twenty (20) days prior to the holding of the meeting.</del></p> <p><u>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.</u></p>

No.	Pre-revision Articles	Revision Suggestion
38.	<p>Article 79 Circumstance (2)</p> <p>Shareholders who, either individually or jointly, hold more than three percent (3%) shares of the Bank may present interim proposals to the convener in writing twenty (20) days prior to the holding of a Shareholders' General Meeting. After receiving an interim proposal, the convener shall, if such proposal meets the relevant criteria, include it in the agenda of the Shareholders' General Meeting and inform other shareholders of the same as soon as possible. If an interim proposal is not included in the agenda of a Shareholders' General Meeting, the convener shall explain the reason(s) at the Shareholders' General Meeting. Except for the above aforesaid circumstances, the convener shall neither modify the proposals listed in, nor add new proposals to, the notice of a Shareholders' General Meeting after the notice of the Shareholders' General Meeting has been issued.</p>	<p>Article 79 Circumstance (2)</p> <p>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 <del>twenty (20)</del> <u>fifteen (15)</u> 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>
39.	<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>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>

No.	Pre-revision Articles	Revision Suggestion
	<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>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 thirty-five (35) days before the meeting is held;</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>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 <del>thirty-five (35)</del> <u>fifteen (15)</u> days before the meeting is held;</p>

No.	Pre-revision Articles	Revision Suggestion
	<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 that of Independent Directors) nominated by shareholders who have such right and candidates of Independent Directors nominated by the Board of Supervisors, their incumbency qualifications and conditions shall be examined by the Nomination and Remuneration Committee of the Board of Directors in accordance with relevant laws and regulations as well as the Articles, and the examination results shall be reported to the convener of the Shareholders' General Meeting; those who satisfy the incumbency qualifications and conditions shall be presented to the Shareholders' General Meeting for review. For candidates of non-employee supervisors (including that of external supervisors) nominated by shareholders who have such right, their incumbency qualifications and conditions shall be examined by the Performance and Due Diligence Supervision Committee of the Board of Supervisors in accordance with relevant laws and regulations as well as the Articles, and the examination results shall be reported to the convener of the Shareholders' General Meeting; those who satisfy the incumbency qualifications and conditions shall be presented to the Shareholders' General Meeting for review;</p>	<p>(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 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>

No.	Pre-revision Articles	Revision Suggestion
	<p>(d) candidates of directors and non-employee representative supervisors shall make a written commitment before the Shareholders' General Meeting and agree to accept the nomination, guarantee the authenticity and completeness of publicly disclosed information and promise to earnestly fulfill their duties after being elected;</p> <p>(e) the Board of Directors and the Board of Supervisors shall disclose the detailed information of candidates of 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>(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 the candidate and submit to the Board of Directors for deliberation, and relevant persons will be elected or replaced at the Shareholders' General Meeting.</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>(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><u>The shareholders and their related parties that have nominated non-independent directors shall not nominate Independent Directors.</u></p>

No.	Pre-revision Articles	Revision Suggestion
40.	<p data-bbox="384 283 852 314">Article 83</p> <p data-bbox="384 357 852 1364">Based on the written replies received twenty (20) days prior to holding of the Shareholders' General Meeting, the Bank shall calculate the number of voting shares held by shareholders who intend to attend the meeting. If the voting shares held by the above shareholders account for more than half (1/2) of the total issued and outstanding voting shares, the Bank may hold the Shareholders' General Meeting; if the voting shares held by the above shareholders account for less than half (1/2) of the total issued and outstanding voting shares, the Bank shall notify shareholders again of the matters to be discussed, the date and the venue of the meeting by way of announcement fifteen (15) days prior to the holding of the Shareholders' General Meeting; the meeting proposals released in the second announcement shall be consistent with that contained in the former announcement without any addition or deletion. After the announcement is issued, the Bank may hold the Shareholders' General Meeting.</p> <p data-bbox="384 1412 852 1517">Extraordinary shareholders' general meeting shall not resolve on any matters not listed in the public notice.</p> <p data-bbox="384 1566 852 1959">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 data-bbox="884 283 1351 314">Article 83</p> <p data-bbox="884 357 1351 1364"><del>Based on the written replies received twenty (20) days prior to holding of the Shareholders' General Meeting, the Bank shall calculate the number of voting shares held by shareholders who intend to attend the meeting. If the voting shares held by the above shareholders account for more than half (1/2) of the total issued and outstanding voting shares, the Bank may hold the Shareholders' General Meeting; if the voting shares held by the above shareholders account for less than half (1/2) of the total issued and outstanding voting shares, the Bank shall notify shareholders again of the matters to be discussed, the date and the venue of the meeting by way of announcement fifteen (15) days prior to the holding of the Shareholders' General Meeting; the meeting proposals released in the second announcement shall be consistent with that contained in the former announcement without any addition or deletion. After the announcement is issued, the Bank may hold the Shareholders' General Meeting.</del></p> <p data-bbox="884 1412 1351 1517">Extraordinary shareholders' general meeting shall not resolve on any matters not listed in the public notice.</p> <p data-bbox="884 1566 1351 1959">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>

No.	Pre-revision Articles	Revision Suggestion
41.	<p data-bbox="384 283 504 304">Article 84</p> <p data-bbox="384 353 852 453">Notice of the Shareholders' General Meeting shall satisfy the following requirements:</p> <p data-bbox="384 502 751 523">(1) it shall be made in writing;</p> <p data-bbox="384 572 852 634">(2) it shall indicate the venue, the date and the time of the meeting;</p> <p data-bbox="384 683 852 995">(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 data-bbox="384 1044 852 1464">(4) it shall provide shareholders with all materials and explanations necessary for shareholders to make advisable decisions on the matter to be discussed; this principle shall include (but not limit to) that where the Bank proposes merger, share repurchase, capital restructuring or other restructurings, it shall provide the concrete conditions and contracts (if any) of the proposed transaction and make careful explanation on the reason and result of the transaction in case;</p> <p data-bbox="384 1513 852 1962">(5) if any director, supervisor, president or other members of the senior management of the Bank has conflicts of interests in the matters to be discussed, the notice shall disclose the nature and degree of such conflicts of interests; if the matters to be discussed exert different influence on any director, supervisor, president or any other senior management member of the Bank as a shareholder from that on other shareholders of the same class, the notice shall explain the difference;</p>	<p data-bbox="884 283 1003 304">Article 84</p> <p data-bbox="884 353 1351 453">Notice of the Shareholders' General Meeting shall satisfy the following requirements:</p> <p data-bbox="884 502 1251 523">(1) it shall be made in writing;</p> <p data-bbox="884 572 1351 634">(2) it shall indicate the venue, the date and the time of the meeting;</p> <p data-bbox="884 683 1351 995">(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 data-bbox="884 1044 1351 1464">(4) it shall provide shareholders with all materials and explanations necessary for shareholders to make advisable decisions on the matter to be discussed; this principle shall include (but not limit to) that where the Bank proposes merger, share repurchase, capital restructuring or other restructurings, it shall provide the concrete conditions and contracts (if any) of the proposed transaction and make careful explanation on the reason and result of the transaction in case;</p> <p data-bbox="884 1513 1351 1962">(5) if any director, supervisor, president or other members of the senior management of the Bank has conflicts of interests in the matters to be discussed, the notice shall disclose the nature and degree of such conflicts of interests; if the matters to be discussed exert different influence on any director, supervisor, president or any other members of the senior management of the Bank as a shareholder from that on other shareholders of the same class, the notice shall explain the difference;</p>

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	<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) if any shareholder attends the Shareholders' General Meeting by Internet or other methods, it shall clarify the voting time and procedures for such methods.</p>	<p>(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) if <del>any shareholder attends the Shareholders' General Meeting by Internet or other methods,</del> it shall <u>indicate</u> <del>clarify</del> the voting time and procedures for <del>such methods</del> <u>Internet or other methods</u>.</p>
42.	<p>Article 85</p> <p>The notice of the Shareholders' General Meeting shall be delivered to the shareholders (regardless of whether the shareholder has voting rights at the meeting or not) by courier or by post-paid to the address recorded in the register of shareholders. For holders of domestic listed shares, the notice of Shareholders' General Meeting may also be issued by announcement.</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 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>

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	<p>The announcement mentioned in the preceding paragraph shall be published on one or more newspapers designated by the securities regulatory institution of the State Council forty-five (45) to fifty (50) days prior to holding of the meeting. Once the announcement is published, the holders of domestic listed shares shall be deemed as having received the notice of Shareholders' General Meeting. In a practical and feasible case, the Chinese and English versions of the announcement shall be published in major Chinese newspaper and an English newspaper of Hong Kong respectively on the same day.</p>	<p>The announcement mentioned in the preceding paragraph shall be published <del>on one or more newspapers designated</del> <u>the website of the stock exchange and on the media that meet the requirements set</u> by the securities regulatory institution of the State Council <del>forty-five (45) to fifty (50) days prior to holding of the meeting.</del> Once the announcement is published, the holders of domestic listed shares shall be deemed as having received the notice of Shareholders' General Meeting. In a practical and feasible case, the Chinese and English versions of the announcement shall be published in major Chinese newspaper and an English newspaper of Hong Kong respectively on the same day.</p>
43.	<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>(5) the Bank's annual budget, final accounts and annual report;</p>	<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>(5) the Bank's annual budget, final accounts and annual report;</p>

No.	Pre-revision Articles	Revision Suggestion
	<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;</p> <p>(9) other matters other than those required to be approved with special resolutions as provided by laws, regulations, rules, provisions of local securities regulatory authorities where shares of the Bank are listed and Articles.</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 <u>that conducts regular statutory audit on the financial reports of the Bank</u>;</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>
44.	<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 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>

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	<p>(5) issuance of corporate bonds;</p> <p>(6) division, merger, dissolution or liquidation of the Bank;</p> <p>(7) purchase or sale of material assets or provision of guarantee by the Bank of which the total amount in a year exceeds 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) 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>(5) issuance of corporate bonds;</p> <p>(6) division, <u>split</u>, merger, dissolution, <del>or</del> <u>liquidation or change of corporate form</u> 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><u>(12) removing Independent Directors;</u></p> <p><del>(14)</del> <u>(13)</u> 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>

No.	Pre-revision Articles	Revision Suggestion
45.	<p>Article 101 In case a connected transaction is reviewed at the Shareholders' General Meeting, the connected shareholders shall not vote; the voting shares represented by them shall not be included into the total effective voting shares of the Shareholders' General Meeting. The announcement on resolutions of the Shareholders' General Meeting shall fully disclose information on voting of non-connected shareholders.</p> <p>The "connected transaction" as mentioned in the preceding paragraph shall mean those defined by the local securities regulatory authorities where shares of the Bank are listed.</p>	<p>Article 101 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 <u>and the banking regulatory institution of the State Council in the place where the Bank is located.</u></p>
46.	<p>Article 102</p> <p>If any shareholder cannot exercise the voting right regarding a certain proposal in accordance with the <i>Listing Rules</i>, 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>Article 102</p> <p>If any shareholder cannot exercise the voting right regarding a certain proposal in accordance with the <u><i>Hong Kong Listing Rules</i></u>, 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>

No.	Pre-revision Articles	Revision Suggestion
47.	<p>Article 103 Circumstance (4)</p> <p>(4) in case the Board of Supervisors or the proposing shareholders decide to convene an extraordinary shareholders' general meeting or a meeting for a certain class of shareholders on its own initiative, they shall inform the Board of Directors in writing and file relevant information with the banking regulatory institution of the State Council and the local securities regulatory authorities where shares of the Bank are listed according to relevant provisions. A notice on holding of an extraordinary shareholders' general meeting or the meeting for a certain class of shareholders shall be issued thereafter, with contents of the notice of the meeting satisfying the following conditions:</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>Article 103 Circumstance (4)</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 <del>the banking regulatory institution of the State Council and the local securities regulatory authorities where shares of the Bank are listed according to relevant provisions</del> <u>the stock exchanges in the places where shares of the Bank are listed</u>. 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>

No.	Pre-revision Articles	Revision Suggestion
	<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 convening shareholder shall submit relevant evidencing materials to the local office of the securities regulatory institution of the State Council in the place where the Bank is located and the stock exchanges where the Bank's shares are listed upon the issuing of meeting notice and announcement of resolutions of the Shareholders' General Meeting.</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 <u>Board of Supervisors</u> or the <u>convening shareholder</u> shall submit relevant evidencing materials to the <del>local office of the securities regulatory institution of the State Council in the place where the Bank is located</del> and the stock exchanges where the Bank's shares are listed upon the issuing of meeting notice and announcement of resolutions of the Shareholders' General Meeting.</p>
48.	<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>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>

No.	Pre-revision Articles	Revision Suggestion
	<p>After voting on the proposals is completed at the Shareholders' General Meeting, the lawyer, shareholder representatives and supervisor representatives shall jointly be responsible for counting the votes and inspecting the process. The results shall be announced at the meeting in general case, and be recorded in the minutes of the meeting.</p> <p>The 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 provider involved in onsite, Internet and other voting methods of the Shareholders' General Meeting shall be subject to the confidentiality obligation toward the voting before the voting result is announced formally.</p>	<p>After voting on the proposals is completed at the Shareholders' General Meeting, the lawyer, shareholder representatives and supervisor representatives shall jointly be responsible for counting the votes and inspecting the process. The results shall be announced at the meeting in general case, and be recorded in the minutes of the meeting.</p> <p>The 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 provider involved in onsite, Internet and other voting methods of the Shareholders' General Meeting shall be subject to the confidentiality obligation toward the voting before the voting result is announced formally.</p> <p><u>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.</u></p>

No.	Pre-revision Articles	Revision Suggestion
49.	<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 cases:</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 approval of the securities regulatory institution of the State Council.</p> <p>The domestic shares mentioned herein do not include overseas listed shares.</p>	<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 <u>relevant regulatory authorities or departments authorized by the State Council or through implementation of relevant procedures</u> <del>the securities regulatory institution of the State Council.</del></p> <p>The domestic shares mentioned herein do not include overseas listed shares.</p>

No.	Pre-revision Articles	Revision Suggestion
50.	<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, 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>Except for circumstance in the preceding paragraph, a director's resignation shall become effective upon the delivery of his/her resignation to the Board of Directors.</p> <p>If the case mentioned in Clause 2 of this article occurs, the Board of Directors shall convene an extraordinary Shareholders' General Meeting as soon as possible to elect new directors to fill in the vacancy.</p>	<p>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 <u>or two thirds (2/3) of the minimum quorum specified in the Articles</u>, 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><u>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.</u></p>

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	<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>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 <del>Clause 2</del> 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>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>
51.	<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>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>

No.	Pre-revision Articles	Revision Suggestion
	<p>(5) to prepare annual financial budget and final accounts of the Bank;</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, 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 merger, division, dissolution and liquidation of the Bank;</p> <p>(10) to decide on the Bank's equity investment, bond investment, asset acquisition, asset disposal, asset written-off, asset mortgage, other non-commercial banking business guarantees and external donations within the scope authorized by the Shareholders' General Meeting;</p> <p>(11) to decide on the setting up of the Bank's internal management departments;</p> <p>(12) to decide on the setting up of domestic tier-one branches, overseas branches, and domestic and overseas subsidiaries;</p> <p>(13) to appoint or remove president, chief audit officer and secretary to the Board of Directors, and determine their remuneration, reward and penalty;</p>	<p>(5) to prepare annual financial budget and final accounts of the Bank;</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, <u>capital replenishment plan</u>, 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><u>(9) to prepare plans for share incentive plan and employee stock ownership plan;</u></p> <p><u>(10) to prepare plans for merger, division, dissolution and liquidation and change of corporate form</u> of the Bank;</p> <p><del>(10)</del><u>(11)</u> 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 <u>and data governance</u> within the scope authorized by the Shareholders' General Meeting;</p> <p><del>(11)</del><u>(12)</u> to decide on the establishment of the Bank's internal management departments;</p> <p><del>(12)</del><u>(13)</u> to decide on the establishment of domestic tier-one branches, overseas branches, and domestic and overseas subsidiaries;</p>

No.	Pre-revision Articles	Revision Suggestion
	<p>(14) to engage or remove vice presidents and other members of the senior management of the bank (excluding chief audit officer and the secretary to the Board of Directors) nominated by president, and decide on their remuneration, reward and penalty;</p> <p>(15) to formulate the Bank's basic management systems, and supervise the implementation of these systems;</p> <p>(16) to decide on risk management policies and internal control policies of the Bank, formulate risk management system and internal control system, and supervise the implementation of such systems;</p> <p>(17) to propose the engagement, removal or renewal of accounting firm to the Shareholders' General Meeting;</p> <p>(18) to make report to the Shareholders' General Meeting on the implementation of connected transaction management system and the status of connected transactions;</p> <p>(19) to listen to work reports of the Bank's senior management, and supervise, check and assess his/her work and adopt accountability system;</p> <p>(20) to assess and evaluate duty performance of members of the senior management of the Bank;</p> <p>(21) to listen to work reports of chief audit officer and persons in charge of internal audit department of the Bank, and exam, supervise, access and evaluate internal audit works;</p>	<p><del>(13)</del>(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><del>(14)</del><u>(15)</u> 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><del>(15)</del><u>(16)</u> to formulate the Bank's basic management rules, and supervise the implementation of these rules;</p> <p><del>(16)</del><u>(17)</u> to <u>decide on approve risk appetites, formulate risk management policies and internal control policies of the Bank, formulate risk management system and internal control system, and supervise the implementation of such systems and assume the ultimate responsibilities for comprehensive risk management;</u></p> <p><del>(17)</del><u>(18)</u> to propose the engagement, or removal or renewal of accounting firm that conducts regular statutory audit on the financial reports of the Bank to the Shareholders' General Meeting;</p> <p><del>(18)</del><u>(19)</u> 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><del>(19)</del><u>(20)</u> 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>

No.	Pre-revision Articles	Revision Suggestion
	<p>(22) to regularly evaluate and continuously improve corporate governance of the Bank, and conduct a regular evaluation of the performance of the Board of Directors;</p> <p>(23) to formulate the amendments to the Articles, the Procedural Rules for Shareholders' General Meeting of China Construction Bank Corporation and the Procedural Rules for the Board of Directors of China Construction Bank Corporation, and formulate other systems, rules and measures of the Board of Directors;</p> <p>(24) to formulate the capital planning and relevant systems on capital adequacy ratio assessment and management, and supervise the implementation of such systems;</p> <p>(25) to formulate the systems for the management of accounting consolidation of the Bank and its affiliates, and supervise the implementation of such systems;</p> <p>(26) to manage the information disclosure of the Bank;</p> <p>(27) to determine the Bank's development strategy of green credit and strategy, the policy and objective for protection of consumer rights and interests, to approve green credit objectives formulated by and green credit reports submitted by the Senior Management, and to supervise and assess implementation of the Bank's development strategy of green credit;</p>	<p><del>(20)</del>(21) to assess and evaluate duty performance of the senior management members of the Bank;</p> <p><del>(21)</del>(22) to listen to work reports of chief audit officer <u>or</u> <del>and persons in charge of</del> internal audit department of the Bank, and exam, supervise, access and evaluate internal audit work;</p> <p><del>(22)</del>(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><del>(23)</del>(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><del>(24)</del>(25) to formulate the capital planning and relevant policies on capital adequacy ratio assessment and management, and supervise the implementation of such policies;</p> <p><del>(25)</del>(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><del>(26)</del>(27) to manage the information disclosure of the Bank;</p>

No.	Pre-revision Articles	Revision Suggestion
	<p>(28) to exercise other functions and powers vested by laws, regulations, rules, and regulations of relevant regulatory authorities, and the Articles as well as those authorized by the Shareholders' General Meeting.</p>	<p><u>(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;</u></p> <p><del>(27) to determine the Bank's development strategy of green credit and strategy, the policy and objective for protection of consumer rights and interests, to approve green credit objectives formulated by and green credit reports submitted by the Senior Management, and to supervise and assess implementation of the Bank's development strategy of green credit;</del></p> <p><u>(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;</u></p> <p><u>(30) to establish a mechanism to identify, review and manage the conflicts of interest between the Bank and its shareholders, especially the substantial shareholders;</u></p> <p><u>(31) to be responsible for the management of shareholders' affairs;</u></p> <p><del>(28)-(32)</del> 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>

No.	Pre-revision Articles	Revision Suggestion
52.	<p>Article 138</p> <p>The meetings of Board of Directors shall include regular board meeting and interim board meeting.</p> <p>The regular board meetings shall be convened by the chairman of the Board of Directors at least six (6) times a year. Written notice shall be delivered to all directors and supervisors fourteen (14) days prior to date of the regular board meeting. The 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 half (1/2) of the 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>Article 138</p> <p>The meetings of Board of Directors shall include regular board meeting and interim board meeting.</p> <p>The regular board meetings shall be convened by the chairman 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 <del>half (1/2) of the two</del> <u>(2)</u> 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>

No.	Pre-revision Articles	Revision Suggestion
53.	<p>Article 139</p> <p>A meeting of Board of Directors may be held by means of on-site meeting or written proposals.</p> <p>If on-site meeting is adopted, telephone, video or other instant communication means may be adopted to provide convenience for directors to attend the meeting. Directors who attend the meeting by the aforesaid means shall be deemed as attending the on-site meeting.</p>	<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><del>If on-site meeting is adopted, telephone, video or other instant communication means may be adopted to provide convenience for directors to attend the meeting. Directors who attend the meeting by the aforesaid means shall be deemed as attending the on-site meeting.</del></p>
54.	<p>Article 141 Paragraph 1</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 material conflict of interests in the matters to be discussed by the Board of Directors, relevant matters shall not be resolved by way of written resolutions or delivered to special committee of the Board of Directors for handling; instead, the Board of Directors shall convene a board meeting for such matters, and the meeting shall only be held when more than half (1/2) of the directors, who have no material conflict of interests with the matters to be discussed, attend the meeting. Independent Directors and their associates (as defined in the <i>Listing Rules</i>) who have no material interest with the transactions shall attend the board meeting.</p>	<p>Article 141 Paragraph 1</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 material conflict of interests in the matters to be discussed by the Board of Directors, relevant matters shall not be resolved by way of written resolutions or delivered to special committee of the Board of Directors for handling; instead, the Board of Directors shall convene a board meeting for such matters, and the meeting shall only be held when more than half (1/2) of the directors, <del>who have no material conflict of interests with</del> <u>unrelated</u> to the matters to be discussed, attend the meeting. Independent Directors and their associates (as defined in the <i>Hong Kong Listing Rules</i>) who have no material interest with the transactions shall attend the board meeting.</p>

No.	Pre-revision Articles	Revision Suggestion
55.	<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 and shall not be voted on by means of written proposal:</p> <p>(1) profit distribution plan;</p> <p>(2) repurchase of the Bank's shares;</p> <p>(3) issuance of convertible bonds of the Bank;</p> <p>(4) issuance of subordinated bonds of the Bank;</p> <p>(5) issuance of corporate bonds or other negotiable securities and listing plans;</p> <p>(6) major investment;</p> <p>(7) plans of major asset acquisition, asset disposal and asset written-off;</p> <p>(8) engagement or removal of the senior management of the Bank, and determination of their remuneration;</p> <p>(9) change of the Bank's registered capital;</p> <p>(10) plans of merger, division, dissolution, and liquidation of the Bank;</p> <p>(11) annual budget and final accounts of the Bank;</p>	<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 <del>and shall not be voted on by means of written proposal:</del></p> <p>(1) profit distribution plan;</p> <p>(2) <u>capital replenishment plan;</u></p> <p><del>(2)</del>(3) repurchase of the Bank's shares;</p> <p><del>(3)</del>(4) issuance of convertible bonds of the Bank;</p> <p><del>(4)</del>(5) issuance of subordinated bonds of the Bank;</p> <p><del>(5)</del>(6) issuance of corporate bonds or other negotiable securities and listing plans;</p> <p><del>(6)</del>(7) major investment;</p> <p><del>(7)</del>(8) plans for major asset acquisition, asset disposal and asset written-off;</p> <p><u>(9) remuneration plan;</u></p> <p><del>(8)</del>(10) engagement or removal of senior management members of the Bank, and determination of their remuneration;</p> <p><del>(9)</del>(11) change of the Bank's registered capital;</p>

No.	Pre-revision Articles	Revision Suggestion
	<p>(12) appointment, removal or renewal of accounting firm;</p> <p>(13) authorization management measures of the Board of Directors to president of the Bank;</p> <p>(14) revision of the Articles;</p> <p>(15) external donations to areas hit by unexpected material events which exceed the annual total amount or limit of single external donation authorized by the Shareholders' General Meeting;</p> <p>(16) other matters considered by the Board of Directors by an ordinary resolution that will have material impact on the Bank and require the adoption by a special resolution, or matters that require the adoption by a special resolution in accordance with relevant provisions of the local securities regulatory authorities where the Bank's shares are listed.</p>	<p><del>(10)</del>–<del>(12)</del> plans of merger, division, dissolution, and liquidation of the Bank;</p> <p><del>(11)</del>–<del>(13)</del> annual budget and final accounts of the Bank;</p> <p><del>(12)</del>–<del>(14)</del> appointment, removal or renewal of accounting firm <u>that conducts regular statutory audit on the financial reports of the Bank;</u></p> <p><del>(13)</del>–<del>(15)</del> authorization management measures of the Board of Directors to president of the Bank;</p> <p><del>(14)</del>–<del>(16)</del> revision of the Articles;</p> <p><del>(15)</del>–<del>(17)</del> 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><del>(16)</del>–<del>(18)</del> 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 securities regulatory authorities in the places where the Bank's shares are listed.</p> <p><u>Except in case of a major unexpected incident, emergency or force majeure event that causes an on-site meeting not to be held, the Board of Directors shall not vote in the form of a written resolution when making a resolution on the aforesaid major matters. If the relevant regulatory authorities require that a vote shall not be taken in the form of a written resolution, such provisions shall be observed.</u></p> <p><u>The Board of Directors shall approve major related party transactions upon approval by more than two thirds (2/3) of the non-related directors.</u></p>

No.	Pre-revision Articles	Revision Suggestion
56.	<p>Article 144</p> <p>In case directors have material conflict of interests in the matters to be discussed by the Board of Directors, the resolution for approving such matters shall only be adopted when more than half (1/2) of the directors who have no material conflict of interests with the matters agree.</p> <p>In case a director has material conflict of interests in the matter to be discussed by the Board of Directors, this director shall withdraw from considering such matter and leave the meeting place temporarily. The Board of Directors, when necessary, may make a resolution that such director need not withdraw. When the Board of Directors is deciding whether to approve the said matter, such director shall not be counted into the quorum of the meeting.</p> <p>In case less than three (3) directors who have no material conflict of interests with the matter are present at the board meeting, the Board of Directors shall make a resolution to present the proposal to the Shareholders' General Meeting for consideration, and shall submit such proposal on a timely basis. Such resolution shall describe the consideration of the Board of Directors on the proposal, and record the opinions on the proposal from directors who have no material conflict of interests with the matter.</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>Article 144</p> <p>In case directors have material conflict of interests in the matters to be discussed by the Board of Directors, the resolution for approving such matters shall only be adopted when more than <u>two thirds (2/3)</u><del>half (1/2)</del> of the directors <u>unrelated to</u><del>who have no material conflict of interests with</del> the matters agree.</p> <p>In case a director has material conflict of interests in the matter to be discussed by the Board of Directors, this director shall withdraw from considering such matter and leave the meeting place temporarily. <del>The Board of Directors, when necessary, may make a resolution that such director need not withdraw.</del> When the Board of Directors is deciding whether to approve the said matter, such director shall not be counted into the quorum of the meeting.</p> <p>In case less than three (3) directors <del>who have no material conflict of interests with</del><u>unrelated to</u> 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 <del>who have no material conflict of interests with</del><u>unrelated to</u> 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>

No.	Pre-revision Articles	Revision Suggestion
57.	<p data-bbox="384 283 852 304">Article 145</p> <p data-bbox="384 348 852 676">Directors shall attend the board meeting in person. If a director cannot attend the meeting in person due to some reason, he/she may entrust another director in writing to attend the meeting on his/her behalf. The power of attorney shall specify the proxy's name, entrusted matters, the scope of authority and the valid term, and shall be affixed with the signature or seal of the entrustor.</p> <p data-bbox="384 721 852 1049">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 data-bbox="384 1093 852 1719">Directors shall devote sufficient time to performing their duties, and shall attend at least two thirds (2/3) of meetings of the Board of Directors in person during a year. If a director fails to attend more than two thirds (2/3) of meetings of the Board of Directors in person or neither attends the meeting in person nor entrusts other directors to attend the meeting for two (2) consecutive times, such director shall be deemed to be unable to perform his/her duties, and the Board of Directors, the Board of Supervisors or shareholders who individually or jointly hold more than three percent (3%) of the voting shares in the Bank shall propose the Shareholders' General Meeting to remove and replace such director.</p>	<p data-bbox="884 283 1351 304">Article 145</p> <p data-bbox="884 348 1351 783">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, <u>but an Independent Director may only entrust another Independent Director to attend the meeting on his/her behalf.</u> 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 data-bbox="884 827 1351 1155">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 data-bbox="884 1200 1351 1953"><del>Directors shall devote sufficient time to performing their duties, and shall</del> Directors <u>shall</u> attend at least two thirds (2/3) of <u>on-site</u> meetings of the Board of Directors in person during a year. If a director fails to attend more than two thirds (2/3) <u>of total board meetings of the Board of Directors in person during the year</u> or neither attends the meeting in person nor entrusts other directors to attend the meeting for two (2) consecutive times <u>and if an Independent Director fails to attend the board meetings in person for three (3) consecutive times,</u> such director shall be deemed to <u>have failed</u> <del>be unable</del> 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>

No.	Pre-revision Articles	Revision Suggestion
	<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 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>
58.	<p>Article 146 Paragraph 1</p> <p>Minutes of the board meetings shall be made in Chinese for the matters discussed at such meetings. Directors present at the meeting and the recorder shall sign their names on the minutes. Directors shall be responsible for the resolutions of the board of meetings. If any resolution of the Board of Directors violates any laws, regulations, rules, Articles or resolutions made by Shareholders General Meeting and causes the Bank to suffer significant losses, the directors who took part in the resolution shall be liable for compensation to the Bank, while the directors who are certified by the meeting minutes as having expressed his opposition to such resolution when it was put to vote shall not be liable for the losses.</p>	<p>Article 146 Paragraph 1</p> <p>Minutes of the board meetings shall be made in Chinese for the matters discussed at such <u>on-site</u> 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, 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>
59.	<p>Article 150 Paragraph 1</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 or its major shareholders that may affect their independent and objective judgment.</p>	<p>Article 150 Paragraph 1</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 <del>or</del> <u>and its shareholders and de facto controllers</u> <del>its major shareholders</del> that may affect their independent and objective judgment.</p>

No.	Pre-revision Articles	Revision Suggestion
60.	<p>Article 153</p> <p>Independent Directors shall work at the Bank for at least fifteen (15) working days each year.</p> <p>An Independent Director may entrust another Independent Director to attend board meetings on his/her behalf, but he/she should attend in person at least two thirds (2/3) of total board meetings held within one (1) year.</p>	<p>Article 153</p> <p>Independent Directors shall work at the Bank for at least fifteen (15) working days each year.</p> <p><del>An Independent Director may entrust another Independent Director to attend board meetings on his/her behalf, but he/she should attend in person at least two thirds (2/3) of total board meetings held within one (1) year.</del></p>
61.	<p>Article 154 Paragraph 3-5</p> <p>“Major connected transaction” in this Article refers to a single transaction between the Bank and a connected person in an amount that accounts for more than one percent (1%) of the latest audited net capital of the Bank, or the transaction between the Bank and a connected person, after which the balance of such transactions between the Bank and the connected person accounts for more than five percent (5%) of the latest audited net capital of the Bank.</p> <p>When calculating the transaction balance of a connected person, the close relatives of connected natural persons shall be calculated in aggregation, and connected persons of connected legal persons or other organisations shall also be calculated in aggregation.</p> <p>“Connected persons” mentioned herein refer to natural persons, legal persons or other organisations that constitute connected persons of the Bank in accordance with relevant provisions of the local securities regulatory authorities where the Bank’s shares are listed.</p>	<p>The original Paragraph 3-5 of Article 154 are deleted.</p>

No.	Pre-revision Articles	Revision Suggestion
62.	<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 connected 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) existing or new borrowing or other fund transactions of the Bank to or with shareholders, actual controller and connected persons of the Bank, the total amount of which exceeds one percent (1%) of the latest audited net capital of the Bank, and whether or not the Bank has adopted effective measures to recover these arrears;</p> <p>(7) matters deemed by Independent Directors as such that may impair the rights and interests of minority shareholders;</p> <p>(8) matters deemed by Independent Directors as such that may cause significant losses to the Bank;</p> <p>(9) other matters stipulated in the Articles.</p>	<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><u>(6) engagement or removal of the accounting firm that conducts regular statutory audit on the financial reports of the Bank;</u></p> <p><del>(6)-(7)</del> existing or new borrowing or other fund transactions of the Bank to or with shareholders, de facto controller and related parties of the Bank, the total amount of which exceeds one percent (1%) of the latest audited net capital of the Bank, and whether or not the Bank has adopted effective measures to recover these arrears;</p> <p><u><del>(7)-(8)</del> matters deemed by Independent Directors as such that may <del>impair</del> cause a material impact on the lawful rights and interests of the Bank, minority shareholders, and financial consumers;</u></p> <p><del>(8)(9)</del> matters deemed by Independent Directors as such that may cause significant losses to the Bank;</p> <p><u><del>(9)(10)</del> other matters stipulated in the Articles.</u></p>

No.	Pre-revision Articles	Revision Suggestion
63.	<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, the Nomination and Remuneration Committee and the Social Responsibilities &amp; Related Party Transactions Committee. The Board of Directors may set up other special committees whenever necessary. 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 co-operation. Special committees of the Board of Directors shall establish a follow-up implementation mechanism to ensure the implementation of professional opinions and requirements of the committees.</p>	<p>Article 158</p> <p>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 <del>Social Responsibilities &amp; Related Party Transactions Committee</del> <u>Related Party Transaction, Social Responsibility and Consumer Protection Committee</u>. The Board of Directors may set up other special committees whenever necessary <u>or make adjustments to the aforesaid special committees</u>. 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>

No.	Pre-revision Articles	Revision Suggestion
64.	<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, and at least one (1) Independent Director shall have appropriate professional qualification or specialize in accounting or financial management.</p> <p>The chairman of the Audit Committee shall work at the Bank for no less than twenty-five (25) 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>(2) to supervise and evaluate internal control of the Bank;</p> <p>(3) to supervise and evaluate internal audit of the Bank;</p> <p>(4) to supervise and evaluate external audit of the Bank, propose to the Board of Directors on engagement or replacement of independent audit agency, and be responsible for the communication and co-ordination between internal auditors and external auditors;</p> <p>(5) to report its work to the Board of Directors, and maintain communication and cooperation with other special committees;</p> <p>(6) other duties and powers authorized by the Board of Directors.</p>	<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. <u>Members of the Audit Committee shall have professional knowledge and work experience in one of the following areas: finance, auditing, accounting or law,</u> and at least one (1) Independent Director shall have appropriate professional qualification or specialize in accounting or financial management.</p> <p>The chairman of the Audit Committee shall work at the Bank for no less than <del>twenty-five (25)</del> <u>(20)</u> 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>(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 <del>replacement</del> <u>removal of independent audit agency</u> <u>an accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis,</u> and be responsible for the communication and coordination between internal auditors and external auditors;</p>

No.	Pre-revision Articles	Revision Suggestion
		<p>(5) to pay attention to possible <u>misconduct in financial reporting, internal control or other areas;</u></p> <p><del>(5)</del> (6) to report its work to the Board of Directors, and maintain communication and cooperation with other special committees;</p> <p><del>(6)</del>—(7) other duties and powers authorized by the Board of Directors.</p>
65.	<p>Article 161 Paragraph 1-2</p> <p>The Risk Management Committee shall consist of at least three (3) directors.</p> <p>The chairman of the Risk Management Committee shall work at the Bank for no less than twenty-five (25) working days every year.</p>	<p>Article 161 Paragraph 1-2</p> <p>The Risk Management Committee shall consist of at least three (3) directors, <u>and Independent Directors shall account for not less than one third (1/3) of the committee members in principle.</u></p> <p>The chairman of the Risk Management Committee shall work at the Bank for no less than twenty-five <del>(25)</del> <u>(20)</u> working days every year.</p>
66.	<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>The chairman of the Nomination and Remuneration Committee shall work at the Bank for no less than twenty-five (25) working days every year.</p>	<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><del>The chairman of the Nomination and Remuneration Committee shall work at the Bank for no less than twenty-five (25) working days every year.</del></p>

No.	Pre-revision Articles	Revision Suggestion
	<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>(5) to formulate 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 system 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 supervisors, and submit them to the Board of Directors for review;</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>(5) to <del>formulate</del> <u>listen to</u> 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 <del>and supervisors</del>, and submit them to the Board of Directors for review;</p>

No.	Pre-revision Articles	Revision Suggestion
	<p>(8) to organize the preparation of performance evaluation methods and remuneration distribution methods for members of the senior management of the Bank, and submit them to the Board of Directors for decision;</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) based on the evaluation on supervisors conducted by the Board of Supervisors, to make proposals on the distribution of remuneration of supervisors, and submit it to the Board of Directors for review;</p> <p>(11) to organize performance evaluation for members of the senior management of the Bank, make suggestions on remuneration distribution plan for members of the senior management of the Bank, and submit it to the Board of Directors for decision;</p> <p>(12) to supervise the implementation of the Bank's performance evaluation system and remuneration system;</p> <p>(13) other responsibilities authorized by the Board of Directors.</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><del>(10) based on the evaluation on supervisors conducted by the Board of Supervisors, to make proposals on the distribution of remuneration of supervisors, and submit it to the Board of Directors for review;</del></p> <p><del>(11)</del> <u>(10)</u> 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><del>(12)</del> <u>(11)</u> To supervise the implementation of the Bank's performance evaluation policy and remuneration policy;</p> <p><del>(13)</del> <u>(12)</u> Other responsibilities authorized by the Board of Directors.</p>

No.	Pre-revision Articles	Revision Suggestion
67.	<p>Article 163</p> <p>The Social Responsibilities &amp; Related Party Transactions Committee shall consist of at least three (3) directors, and the chairman of the Social Responsibilities &amp; Related Party Transactions Committee shall be assumed by an Independent Director. Non-executive directors shall account for majority of the Social Responsibilities &amp; Related Party Transactions Committee. Members of the Social Responsibilities &amp; Related Party Transactions Committee shall not include directors nominated by controlling shareholders.</p> <p>The chairman of the Social Responsibilities &amp; Related Party Transactions Committee shall work at the Bank for no less than twenty-five (25) working days every year.</p> <p>The Social Responsibilities &amp; Related Party Transactions Committee shall apply a withdrawal system in discussion, but if necessary, a resolution on no withdrawal may be made when the committee is reviewing specific matters.</p> <p>Main duties and powers of the Social Responsibilities &amp; Related Party Transactions Committee include:</p> <p>(1) confirming related parties of the Bank, reporting them to the Board of Directors and the Board of Supervisors, and timely notifying relevant bank staff of related parties confirmed;</p>	<p>Article 163</p> <p><del>The Social Responsibilities &amp; Related Party Transactions Committee</del> <u>Related Party Transaction, Social Responsibility and Consumer Protection Committee</u> shall consist of at least three (3) directors, and the chairman of the <del>Social Responsibilities &amp; Related Party Transactions Committee</del> <u>Related Party Transaction, Social Responsibility and Consumer Protection Committee</u> shall be assumed by an Independent Director. <del>Non-executive directors</del> <u>Independent Directors</u> shall account for <del>majority</del> <u>not less than one third (1/3)</u> of the <del>members of the Social Responsibilities &amp; Related Party Transactions Committee</del> <u>Related Party Transaction, Social Responsibility and Consumer Protection Committee</u> in principle. <del>Members of the Social Responsibilities &amp; Related Party Transactions Committee</del> shall not include directors nominated by <del>controlling shareholders</del>.</p> <p>The chairman of the <del>Social Responsibilities &amp; Related Party Transactions Committee</del> <u>Related Party Transaction, Social Responsibility and Consumer Protection Committee</u> shall work at the Bank for no less than <del>twenty-five (25)</del> <u>twenty (20)</u> working days every year.</p> <p><del>The Social Responsibilities &amp; Related Party Transactions Committee</del> <u>Related Party Transaction, Social Responsibility and Consumer Protection Committee</u> shall apply a withdrawal system in discussion, <del>but if necessary, a resolution on no withdrawal may be made when the committee is reviewing specific matters.</del></p>

No.	Pre-revision Articles	Revision Suggestion
	<p>(2) conducting preliminary examination on major related party transactions, submitting them to the Board of Directors for approval, and reporting to the Board of Supervisors at the same time;</p> <p>(3) reviewing and approving general related party transactions or accepting the filing of general connected transactions;</p> <p>(4) studying and preparing the Bank's social responsibility strategy and policy;</p> <p>(5) reviewing credit extension policy involving environment and sustainable development;</p> <p>(6) supervising, inspecting and assessing the Bank's performance of social responsibilities;</p> <p>(7) studying and preparing strategy, policy and objective for protection of the Bank's consumer rights and interests, and supervising and evaluating the Bank's performance in consumer rights and interests protection;</p> <p>(8) studying and preparing the Bank's green credit strategy, and supervising and evaluating the implementation of the strategy;</p> <p>(9) other responsibilities authorized by the Board of Directors.</p>	<p><del>Main duties and powers of the Social Responsibilities &amp; Related Party Transactions Committee</del> <u>Related Party Transaction, Social Responsibility and Consumer Protection Committee</u> include:</p> <p><del>(1) confirming related parties of the Bank, reporting them to the Board of Directors and the Board of Supervisors, and timely notifying relevant bank staff of related parties confirmed;</del></p> <p><del>(2) conducting preliminary examination on major related party transactions, submitting them to the Board of Directors for approval, and reporting to the Board of Supervisors at the same time;</del></p> <p><del>(3) reviewing and approving general related party transactions or accepting the filing of general connected transactions;</del></p> <p><del>(5) reviewing credit extension policy involving environment and sustainable development;</del></p> <p><del>(7) studying and preparing strategy, policy and objective for protection of the Bank's consumer rights and interests, and supervising and evaluating the Bank's performance in consumer rights and interests protection;</del></p> <p><u>(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;</u></p>

No.	Pre-revision Articles	Revision Suggestion
		<p>(2) <u>accepting filing of general related party transactions, reviewing material related party transactions and submitting them to the Board of Directors for approval;</u></p> <p>(4)(3) <u>studying and preparing the Bank’s social responsibility strategy and policy;</u></p> <p>(6)(4) <u>supervising, inspecting and assessing the Bank’s performance of social responsibilities, and guiding and supervising the preparation of Corporate Social Responsibility report;</u></p> <p>(5) <u>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;</u></p> <p>(8)(6) <u>studying and preparing the Bank’s green-credit—finance strategy, and supervising and evaluating the implementation of the green finance strategy;</u></p> <p>(7) <u>supervising and guiding the management in promoting the work related to inclusive finance;</u></p> <p>(8) <u>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;</u></p> <p>(9) <u>other responsibilities authorized by the Board of Directors.</u></p>

No.	Pre-revision Articles	Revision Suggestion
68.	<p>Article 167</p> <p>The Bank shall have one (1) president, several vice presidents and, if necessary, chief financial officer, chief risk officer, chief information officer and other members of the senior management of the Bank to support the work of president. Chief financial officer, chief risk officer and chief information officer may be assumed by vice presidents.</p> <p>The Bank shall have one (1) chief audit officer, who shall be a member of the senior management of the Bank.</p> <p>The Bank shall have one (1) secretary to the Board of Directors, who shall be a member of the senior management of the Bank.</p> <p>President, vice presidents and other members of the senior management shall be appointed or removed by the Board of Directors. The chairman of the Board of Directors shall not serve as president of the Bank concurrently.</p> <p>The appointment of members of the senior management of the Bank shall be conducted according to relevant laws, regulations and the Articles. Any organization or individual shall not intervene in normal appointment procedures for members of the senior management of the Bank. The Bank shall select members of the senior management including president and vice presidents through various means in an open and transparent way. The Bank shall sign employment contracts with members of the senior management of the Bank.</p> <p>The qualification of president, vice presidents and other members of the senior management of the Bank shall be reported to the banking regulatory institution of the State Council for review and approval.</p>	<p>Article 167</p> <p>The Bank shall have one (1) president, several vice presidents and, if necessary, chief financial officer, chief risk officer, chief information officer, <u>chief audit officer, business controller</u> and other senior management members of the Bank <del>to support the work of president</del>. Chief financial officer, chief risk officer and chief information officer may be assumed by vice presidents.</p> <p><del>The Bank shall have one (1) chief audit officer, who shall be a member of the senior management of the Bank.</del></p> <p>The Bank shall have one (1) secretary to the Board of Directors, who shall be a senior management member of the Bank <u>and may be assumed by a vice president.</u></p> <p>President, vice presidents and other members of the senior management shall be appointed or removed by the Board of Directors. The chairman of the Board of Directors shall not serve as president of the Bank concurrently.</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>

No.	Pre-revision Articles	Revision Suggestion
69.	<p>Article 169 Paragraph 2</p> <p>Vice presidents and other members of the senior management of the Bank shall assist president with his/her work; where president is unable to exercise his/her functions and powers, such functions and powers shall be exercised by vice presidents or other members of the senior management of the Bank on behalf of president in order.</p>	<p>Article 169 Paragraph 2</p> <p>Vice presidents and other members of the senior management of the Bank shall assist president with his/her work; where president <u>is absent or</u> is unable to exercise his/her functions and powers, such functions and powers shall be exercised by <u>an officer designated by the Board of Directors</u> <del>vice presidents or other members the senior management of the Bank</del> on behalf of president in order.</p>
70.	<p>Article 170</p> <p>The chief audit officer shall be appointed or removed by the Board of Directors, he/she shall be responsible to, and report to, the Board of Directors, as well as report to the president and Board of Supervisors. The functions and powers of chief audit officer shall be determined by the Board of Directors in accordance with the Articles. If necessary, the chief audit officer may report material problems to the banking regulatory institution of the State Council.</p>	<p>Article 170</p> <p>The chief audit officer shall be appointed or removed by the Board of Directors, he/she shall be responsible to, and report to, the Board of Directors <u>and its Audit Committee</u>, as well as report to the <u>Board of Supervisors and</u> president <del>and the Board of Supervisors</del>. The functions and powers of chief audit officer shall be determined by the Board of Directors in accordance with the Articles. If necessary, the chief audit officer may report material problems to the banking regulatory institution of the State Council.</p>
71.	<p>Article 175</p> <p>President may, if necessary, hold a president work meeting when performing his/her duties and powers. Other members of the senior management of the Bank may propose to hold such meeting. When president is unable to perform his/her functions and powers, other members of the senior management of the Bank acting on president's behalf may decide to hold a president work meeting.</p>	<p>Article 175</p> <p>President may, if necessary, hold a president work meeting when performing his/her duties and powers. Other senior management members of the Bank may propose to hold such meeting. When president <u>is absent or</u> is unable to perform his/her functions and powers, <del>other members of the senior management of the Bank</del> <u>the officer</u> acting on president's behalf may decide to hold a president work meeting.</p>

No.	Pre-revision Articles	Revision Suggestion
72.	<p>Article 180</p> <p>Members of the senior management of the Bank shall perform their obligations with faithfulness and diligence according to laws, regulations, rules and relevant regulations of the local securities regulatory authorities where the Bank's shares are listed as well as the Articles.</p> <p>The Bank may establish necessary liability insurance system for members of the senior management of the Bank to lower possible risks arising from normal performance of duties and powers of the senior management of the Bank.</p>	<p>Article 180</p> <p>The senior management members of the Bank <u>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</u> according to laws, regulations, rules and <u>regulatory provisions</u> <del>relevant regulations of the local securities regulatory authorities where the Bank's shares are listed as well as the Articles.</del></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>
73.	<p>Article 181</p> <p>President and other members of the senior management of the Bank may request for resignation before their terms of office expire, and the specific procedures and measures for their resignation shall be specified in the employment contract between the aforesaid persons and the Bank. These persons shall not leave their positions until their exit audits are completed.</p>	<p>Article 181</p> <p>President and other members of the senior management of the Bank may request for resignation before their terms of office expire, and the specific procedures and measures for their resignation shall be specified in the employment contract between the aforesaid persons and the Bank. <del>These persons shall not leave their positions until their exit audits are completed.</del></p>

No.	Pre-revision Articles	Revision Suggestion
74.	<p>Article 184</p> <p>Members of the Board of Supervisors shall include shareholder representative supervisors, external supervisors, and employee representative supervisors, of whom, the proportion of employee representative supervisors and external supervisors shall be no less than one third (1/3), respectively.</p> <p>Shareholder representative supervisors and external supervisors shall be elected, dismissed or replaced by the Shareholders' General Meeting; and employee representative supervisors shall be elected, dismissed or replaced by employee representative union in a democratic way. Before the term of office of a supervisor expires, the Shareholders' General Meeting and employee representative union shall not remove the supervisor without any reason.</p> <p>A supervisor may request for resignation and leaving before his/her term of office expires, and his/her resignation and leaving shall be handled by referring to the provisions on resignation of directors herein.</p>	<p>Article 184</p> <p>Members of the Board of Supervisors shall include shareholder representative supervisors, external supervisors, and employee representative supervisors, of whom, the proportion of employee representative supervisors and external supervisors shall be no less than one third (1/3), respectively.</p> <p>Shareholder representative supervisors and external supervisors shall be elected, dismissed or replaced by the Shareholders' General Meeting; and employee representative supervisors shall be elected, dismissed or replaced by employee representative union in a democratic way. <del>Before the term of office of a supervisor expires, the Shareholders' General Meeting and employee representative union shall not remove the supervisor without any reason</del></p> <p>A supervisor may request for resignation and leaving before his/her term of office expires, <del>and his/her resignation and leaving shall be handled by referring to the provisions on resignation of directors herein.</del> <u>When a supervisor intends to resign, he/she shall submit a written resignation to the Board of Supervisors.</u></p> <p><u>If the fact that a newly elected supervisor has not taken office upon the expiration of the term of the former supervisor or the resignation of a supervisor causes the number of supervisors to be less than the minimum quorum, the former supervisor shall continue to perform his/her duties as a supervisor pursuant to the laws, regulations, and provisions of the Articles before the newly elected supervisor takes office.</u></p>

No.	Pre-revision Articles	Revision Suggestion
		<p><u>If the resignation of an external supervisor results in less than one third (1/3) of the total number of external supervisors in the Board of Supervisors, the external supervisor shall continue to perform his/her duties before the new external supervisor takes office, except for those who are removed from office.</u></p> <p><u>Except for circumstances in the preceding paragraph, a supervisor's resignation shall become effective upon the delivery of his/her resignation to the Board of Supervisors.</u></p>
75.	<p>Article 187</p> <p>The Board of Supervisors shall exercise the following functions and powers:</p> <p>(1) to supervise the performance and due diligence of the Board of Directors, the senior management of the Bank and its members;</p> <p>(2) to require directors and members of the senior management of the Bank to rectify their acts which are detrimental to the interests of the Bank (if any);</p> <p>(3) to conduct exit audits on directors and senior management of the Bank when necessary;</p> <p>(4) to inspect and supervise financial activities of the Bank;</p> <p>(5) to examine such financial information as financial report, business report and profit distribution plan to be submitted to the Shareholders' General Meeting by the Board of Directors, and in case of doubt, may engage certified public accountants and practicing auditors in the name of the Bank to help re-examine the information;</p>	<p>Article 187</p> <p>The Board of Supervisors shall exercise the following functions and powers:</p> <p>(1) to supervise the duty performance and due diligence of the Board of Directors, the senior management of the Bank and its members;</p> <p>(2) to require directors and senior management members of the Bank to rectify their acts which are detrimental to the interests of the Bank (if any);</p> <p>(3) to conduct exit audits on directors and senior management of the Bank when necessary;</p> <p>(4) to inspect and supervise financial activities of the Bank;</p> <p>(5) to examine such financial information as financial report, business report and profit distribution plan to be submitted to the Shareholders' General Meeting by the Board of Directors, and in case of doubt, may engage certified public accountants and practicing auditors in the name of the Bank to help re-examine the information;</p>

No.	Pre-revision Articles	Revision Suggestion
	<p>(6) to supervise the business decision-making, risk management and internal control of the Bank and guide the internal audit work of the Bank;</p> <p>(7) to raise inquiries or suggestions on the matters adopted by the Board of Directors in a resolution;</p> <p>(8) to make inquiries to directors and senior management of the Bank;</p> <p>(9) to propose to convene an extraordinary shareholders' general meeting, convene and preside over the Shareholders' General Meeting in case the Board of Directors fails to perform its duties and powers to convene Shareholders' General Meeting as required by the <i>Company Law</i>;</p> <p>(10) to put forward proposals to the Shareholders' General Meeting;</p> <p>(11) to negotiate with directors and senior management of the Bank or take legal proceedings against them on behalf of the Bank;</p> <p>(12) to formulate the amendments to the <i>Procedural Rules for the Board of Supervisors of China Construction Bank Corporation</i>, and formulate other systems, rules and measures of the Board of Supervisors;</p> <p>(13) to propose candidates for non-employee representative supervisors (including external supervisors) and Independent Directors;</p>	<p><u>(6) to supervise the Board of Directors in establishing sound business philosophy and value standards and formulating development strategies in line with the Bank's situation;</u></p> <p><u>(7) to assess the scientificity, rationality and soundness of the Bank's development strategy and form an assessment report;</u></p> <p><del>(6)</del><u>(8)</u> to supervise the business decision-making, risk management and internal control of the Bank and guide <u>and supervise</u> the internal audit work of the Bank;</p> <p><del>(7)</del><u>(9)</u> to raise inquiries or suggestions on the matters adopted by the Board of Directors in a resolution;</p> <p><del>(8)</del><u>(10)</u> to make inquiries to directors and senior management of the Bank;</p> <p><del>(9)</del><u>(11)</u> to propose to convene an extraordinary general meeting, convene and preside over the Shareholders' General Meeting in case the Board of Directors fails to perform its duties and powers to convene Shareholders' General Meeting as required by the Company Law;</p> <p><del>(10)</del><u>(12)</u> to put forward proposals to the Shareholders' General Meeting;</p> <p><del>(11)</del><u>(13)</u> to negotiate with directors and senior management of the Bank or take legal proceedings against them on behalf of the Bank;</p>

No.	Pre-revision Articles	Revision Suggestion
	<p>(14) to supervise acts of directors and members of the senior management of the Bank in performing their duties, and propose the removal of directors or members of the senior management of the Bank who violate laws, regulations, Articles or resolutions of the Shareholders' General Meeting;</p> <p>(15) other functions and powers as stipulated by laws, regulations, rules, relevant provisions of relevant regulatory authority and the Articles.</p> <p>Supervisors may attend board meetings as non-voting attendees, and may raise inquiries and suggestions on the matters decided by the Board of Directors in a resolution. The Board of Supervisors may, if necessary, assign supervisors to attend the meetings held by special committees of the Board of Directors or members of the senior management of the Bank as non-voting attendees.</p>	<p><del>(12)</del><del>(14)</del> to formulate the amendments to the <i>Procedural Rules for the Board of Supervisors of China Construction Bank Corporation</i>, and formulate other systems, rules and measures of the Board of Supervisors;</p> <p><del>(13)</del><del>(15)</del> to propose candidates for non-employee representative supervisors (including external supervisors) and Independent Directors;</p> <p><del>(16)</del> to supervise the process of the selection and appointment of directors;</p> <p><del>(17)</del> to supervise the implementation of the Bank's remuneration management policies and the scientificity and rationality of remuneration plan for the senior management;</p> <p><del>(14)</del><del>(18)</del> to supervise acts of directors and senior management members of the Bank in performing their duties, and propose the removal of directors or of senior management members of the Bank who violate laws, regulations, Articles or resolutions of Shareholders' General Meeting;</p> <p><del>(15)</del><del>(19)</del> other functions and powers as stipulated by laws, regulations, rules, relevant provisions of relevant regulatory authority and the Articles.</p> <p>Supervisors may attend board meetings as non-voting attendees, and may raise inquiries and suggestions on the matters decided by the Board of Directors in a resolution. The Board of Supervisors may, if necessary, assign supervisors to attend the meetings held by special committees of the Board of Directors or senior management members of the Bank as non-voting attendees.</p>

No.	Pre-revision Articles	Revision Suggestion
76.	<p>Article 193 Paragraph 3</p> <p>Supervisors shall attend at least two thirds (2/3) of the meetings of the Board of Supervisors in person each year. If a supervisor neither attends the meeting in person nor entrusts another supervisor to attend the meeting as his/her proxy for two (2) consecutive times, nor attends at least two thirds (2/3) of the meetings of the Board of Supervisors in person each year, it shall be deemed that such supervisor cannot perform his/her duties and powers, and the Board of Supervisors or shareholders who individually or jointly hold more than three percent (3%) of the total issued and outstanding shares with voting rights of the Bank shall propose to the Shareholders' General Meeting or employee representative union to remove and replace such supervisor.</p>	<p>Article 193 Paragraph 3</p> <p>Supervisors shall attend at least two thirds (2/3) of the <u>on-site</u> meetings of the Board of Supervisors in person each year. If a supervisor neither attends the meeting in person nor entrusts another supervisor to attend the meeting as his/her proxy for two (2) consecutive times, nor attends <del>at least</del> <u>more than</u> two thirds (2/3) of the <u>total</u> meetings of the Board of Supervisors in person <del>each year</del> <u>during the year</u>, it shall be deemed that such supervisor <del>cannot</del> <u>has failed to</u> perform his/her duties and powers, and the Board of Supervisors or shareholders who individually or jointly hold more than three percent (3%) of the total issued and outstanding shares with voting rights of the Bank shall propose to the Shareholders' General Meeting or employee representative union to remove and replace such supervisor.</p>
77.	<p>Article 195</p> <p>Resolutions of the Board of Supervisors shall be approved by more than half (1/2) of the supervisors through voting.</p>	<p>Article 195</p> <p><del>Resolutions of the Board of Supervisors shall be approved by more than half (1/2) of the supervisors through voting.</del> <u>A resolution of the Board of Supervisors must be approved by more than half (1/2) of all the supervisors.</u></p>

No.	Pre-revision Articles	Revision Suggestion
78.	<p>Article 197</p> <p>Minutes shall be made in Chinese for all meetings of the Board of Supervisors and shall be signed by all supervisors present or their proxies and the recorder. Supervisors shall have the right to ask to record their qualified opinions in the minutes.</p> <p>Resolutions of the Board of Supervisors and relevant minutes shall be reported to relevant regulatory authority for filing in accordance with relevant laws, regulations, rules and provisions of the local securities regulatory authorities where the Bank's shares are listed.</p>	<p>Article 197</p> <p><u>Minutes of meetings</u> shall be made in Chinese for <del>all</del> <u>the resolutions of matters discussed at on-site</u> meetings of the Board of Supervisors and shall be signed by all supervisors present or their proxies and the recorder. Supervisors shall have the right to ask to record their qualified opinions in the minutes. <u>Supervisors shall take responsibility for the resolutions of the Board of Supervisors. Where any resolution of the Board of Supervisors violates laws, regulations, rules, the Articles or resolutions made by Shareholders' General Meeting, the supervisor(s) who is/are certified by the meeting minutes as having expressed his/her/their opposition to such resolution when it was put to vote may be exempt from liability.</u></p> <p>Resolutions of the Board of Supervisors and relevant minutes shall be reported to relevant regulatory authority for filing in accordance with relevant laws, regulations, rules and provisions of the securities regulatory authorities in the places where the Bank's shares are listed.</p>
79.	<p>Article 204 Paragraph 1</p> <p>The Bank shall set up an external supervisor system. An external supervisor of the Bank refers to a supervisor of the Bank who holds no position in the Bank other than supervisor and has no relationship with the Bank or any of its major shareholders which may affect his/her independent and objective judgment.</p>	<p>Article 204 Paragraph 1</p> <p>The Bank shall set up an external supervisor system. An external supervisor of the Bank refers to a supervisor of the Bank who holds no position in the Bank other than supervisor and has no relationship with the Bank <del>or any of and</del> <u>its major shareholders or de facto controllers</u> which may affect his/her independent and objective judgment.</p>

No.	Pre-revision Articles	Revision Suggestion
80.	<p>Article 205</p> <p>An external supervisor shall work for the Bank for at least fifteen (15) working days each year. External supervisors shall have the rights of supervisors, supervise the Board of Directors, senior management of the Bank and their members, and conduct work within the scope of functions and powers of the Board of Supervisors.</p> <p>If an external supervisor attends in person less than two thirds (2/3) of all meetings of the Board of Supervisors in a year, the Board of Supervisors or shareholders who individually or jointly hold more than three percent (3%) of the total issued and outstanding shares with voting rights of the Bank shall propose the Shareholders' General Meeting to remove him/her.</p> <p>The provisions on the qualifications of Independent Directors in Article 150 and Article 151 herein shall be applicable to external supervisors.</p> <p>The Bank shall provide external supervisors with necessary work conditions. When external supervisors are exercising their duties and powers, relevant personnel of the Bank shall co-operate and shall not reject, hinder or conceal any matter, or interfere with the external supervisors in their exercising of such duties and powers</p>	<p>Article 205</p> <p>An external supervisor shall work for the Bank for at least fifteen (15) working days each year. External supervisors shall have the rights of supervisors, supervise the Board of Directors, senior management of the Bank and their members, and conduct work within the scope of functions and powers of the Board of Supervisors.</p> <p><del>If an external supervisor attends in person less than two thirds (2/3) of all meetings of the Board of Supervisors in a year, the Board of Supervisors or shareholders who individually or jointly hold more than three percent (3%) of the total issued and outstanding shares with voting rights of the Bank shall propose the Shareholders' General Meeting to remove him/her.</del></p> <p>The provisions on the qualifications of Independent Directors in Article 150 and Article 151 herein shall be applicable to external supervisors.</p> <p>The Bank shall provide external supervisors with necessary work conditions. When external supervisors are exercising their duties and powers, relevant personnel of the Bank shall co-operate and shall not reject, hinder or conceal any matter, or interfere with the external supervisors in their exercising of such duties and powers.</p>

No.	Pre-revision Articles	Revision Suggestion
81.	<p>Article 206</p> <p>The Board of Supervisors shall set up a Performance and Due Diligence Supervision Committee and Finance and Internal Control Supervision Committee; and it may establish other special committees when necessary. Special committees under the Board of Supervisors shall be responsible to the Board of Supervisors, and assist the latter in performing its duties and powers.</p>	<p>Article 206</p> <p>The Board of Supervisors shall set up a Performance and Due Diligence Supervision Committee and Finance and Internal Control Supervision Committee; and it may establish other special committees when necessary. Special committees under the Board of Supervisors shall be responsible to the Board of Supervisors, and assist the latter in performing its duties and powers. <u>In principle, the person in charge of each special committee shall be an external supervisor.</u></p>
82.	<p>Article 207</p> <p>The Performance and Due Diligence Supervision Committee shall consist of at least three (3) supervisors, and the chairman shall be assumed by the chairman of the Board of Supervisors.</p> <p>Main duties and powers of the Performance and Due Diligence Supervision Committee are:</p> <p>(1) to formulate rules and systems, work plans, implementation plan for supervising the duty performance and due diligence of the Board of Directors, the senior management and their members, and implement them or organize the implementation after being approved by the Board of Supervisors;</p> <p>(2) to comment or report on the duty performance of the Board of Directors, the senior management and their members and to comment or report on the self-evaluation of the duty performance of the Board of Supervisors and its members, and submit to the Board of Supervisors for consideration;</p>	<p>Article 207</p> <p>The Performance and Due Diligence Supervision Committee shall consist of at least three (3) supervisors, <del>and the chairman shall be assumed by the chairman of the Board of Supervisors.</del></p> <p>Main duties and powers of the Performance and Due Diligence Supervision Committee are:</p> <p>(1) to formulate rules and policies, work plans, implementation plan for supervising the duty performance and due diligence of the Board of Directors, the senior management and their members, and implement them or organize the implementation after being approved by the Board of Supervisors;</p> <p>(2) to comment or report on the duty performance of the Board of Directors, the senior management and their members and to comment or report on the self-evaluation of the duty performance of the Board of Supervisors and its members, and submit to the Board of Supervisors for consideration;</p>

No.	Pre-revision Articles	Revision Suggestion
	<p>(3) to formulate plan of leave audit for directors and members of the senior management of the Bank when necessary, and organize its implementation after being approved by the Board of Supervisors;</p> <p>(4) to propose to the Board of Supervisors on the candidates for non-employee representative supervisors (including external supervisors), Independent Directors and members of special committees under the Board of Supervisors; to supervise the selection and appointment process of directors;</p> <p>(5) to organize the preparation of evaluation methods for the Bank's supervisors, and submitting to the Board of Supervisors for consideration;</p> <p>(6) to organize the evaluation for the Bank's supervisors;</p> <p>(7) to carry out research and work on events, documents, and information notified and provided by the Board of Directors, the senior management of the Bank and its members;</p> <p>(8) other matters assigned by the Board of Supervisors.</p>	<p>(3) to formulate plan of leave audit for directors and senior management members of the Bank when necessary, and organize its implementation after being approved by the Board of Supervisors;</p> <p>(4) to propose to the Board of Supervisors on the candidates for non-employee representative supervisors (including external supervisors), Independent Directors and members of special committees under the Board of Supervisors; to and supervise the selection and appointment process of directors;</p> <p>(5) to organize the preparation of evaluation methods <u>and remuneration distribution methods</u> for <u>the Bank's supervisors of the Bank</u>, and <u>submitting submit them</u> to the Board of Supervisors for <u>consideration-review</u>;</p> <p>(6) to organize the evaluation <del>for the Bank's on</del> <u>supervisors of the Bank, make proposals on the distribution of remuneration of supervisors, and submit it to the Board of Supervisors for review</u>;</p> <p>(7) to carry out research and work on events, documents, and information notified and provided by the Board of Directors, the senior management of the Bank and its members;</p> <p>(8) other matters assigned by the Board of Supervisors.</p>

No.	Pre-revision Articles	Revision Suggestion
83.	<p data-bbox="384 283 852 314">Article 212</p> <p data-bbox="384 353 852 740">Apart from the obligations provided in laws, regulations, rules or relevant rules of the local securities regulatory authorities where shares of the Bank are listed, the directors, supervisors, president and other members of the senior management of the Bank shall assume the following obligations towards each shareholder when exercising their functions and powers granted by the Bank:</p> <p data-bbox="384 783 852 995">(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 data-bbox="384 1038 852 1102">(2) to act in good faith with a view to maximize the Bank's interests;</p> <p data-bbox="384 1144 852 1283">(3) not to deprive the Bank of its properties by any means, including but not limited to favorable opportunities for the Bank;</p> <p data-bbox="384 1325 852 1644">(4) to treat all shareholders on a fair basis, and not to deprive shareholders of personal rights and interests, including but not limited to the rights of distribution and voting, except the restructuring of the Bank submitted to and approved by the Shareholders' General Meeting according to the Articles.</p>	<p data-bbox="884 283 1351 314">Article 212</p> <p data-bbox="884 353 1351 597"><u>The directors, supervisors, president and other senior management members of the Bank shall perform their obligations with faithfulness and diligence to the Bank, and abide by laws, regulations, rules, regulatory provisions and the Articles.</u></p> <p data-bbox="884 640 1351 1034">Apart from the obligations provided in laws, regulations, rules or <del>relevant rules of the local securities regulatory provisions authorities where shares of the Bank are listed</del>, 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 data-bbox="884 1076 1351 1289">(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 data-bbox="884 1332 1351 1395">(2) to act in good faith with a view to maximize the Bank's interests;</p> <p data-bbox="884 1438 1351 1576">(3) not to deprive the Bank of its properties by any means, including but not limited to favorable opportunities for the Bank;</p> <p data-bbox="884 1619 1351 1964">(4) <u>be responsible to the Bank and all the shareholders</u>, to treat all shareholders on a fair basis, and not to deprive shareholders of personal rights and interests, including but not limited to the rights of distribution and voting, except the restructuring of the Bank submitted to and approved by the Shareholders' General Meeting according to the Articles.</p>

No.	Pre-revision Articles	Revision Suggestion
84.	<p>Article 213</p> <p>When exercising their rights or performing their obligations, the directors, supervisors, president and other members of the senior management of the Bank shall be responsible for behaving with prudence, diligence and skills as a reasonably prudent person would do under similar circumstances.</p>	<p>Article 213</p> <p>When exercising their rights or performing their obligations, the directors, supervisors, president and other senior management members of the Bank shall <u>perform their duties diligently and prudently, and behave</u> <del>be</del> <del>responsible for behaving</del> with prudence, diligence and skills as a reasonably prudent person would do under similar circumstances.</p> <p><u>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:</u></p> <p><u>(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, timely and accurate view on the operation and management of the Bank or explain the relevant matters thereof;</u></p> <p><u>(2) attending the meetings of the Board of Directors in a timely manner, fully reviewing the matters to be resolved by the Board of Directors, giving independent, professional and objective opinions, casting votes independently at their prudent discretion;</u></p> <p><u>(3) supervising the implementation of the resolutions of the Shareholders' General Meeting and the Board of Directors by the senior management;</u></p>

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		<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 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><u>The supervisors of the Bank shall perform the duty of diligence in accordance with laws, regulations, rules and regulatory provisions, including but not limited to:</u></p> <p><u>(1) attending the meetings of the Board of Supervisors in a timely manner, fully reviewing the matters to be resolved by the Board of Supervisors, giving independent, professional and objective opinions, casting votes independently at their prudent discretion;</u></p> <p><u>(2) actively participating in relevant training organized by the Bank and regulatory authorities, understanding the rights and obligations of supervisors, being familiar with relevant laws and regulations, and perpetuating their professional knowledge and competence essential to perform their duties;</u></p> <p><u>(3) actively participating in the supervision and examination activities organized by the Board of Supervisors, and having the right to conduct investigations and obtain evidence independently in accordance with law, and raising queries and putting forward supervisory opinions based on facts;</u></p> <p><u>(4) guaranteeing sufficient time and efforts to perform their duties.</u></p>

No.	Pre-revision Articles	Revision Suggestion
85.	<p data-bbox="384 283 852 314">Article 214</p> <p data-bbox="384 357 852 751">When performing duties and powers, the directors, supervisors, president and other members of the senior management of the Bank shall observe the principle of good faith, and shall not place themselves in a position where their interests may conflict with their obligations. The principle shall include but be not limited to the following obligations:</p> <p data-bbox="384 793 852 868">(1) to act in good faith with a view to maximize the Bank’s interests;</p> <p data-bbox="384 910 852 985">(2) to exercise rights within the scope of authority;</p> <p data-bbox="384 1027 852 1378">(3) to personally exercise the discretionary power without manipulated by other persons; the discretionary power shall not be assigned to any other person, unless as approved by laws, regulations and rules, or approved by the Shareholders’ General Meeting after it is informed of the situation;</p> <p data-bbox="384 1421 852 1538">(4) to treat shareholders of the same class equally and treat those of different classes fairly;</p> <p data-bbox="384 1581 852 1772">(5) except as otherwise provided in the Articles or approved by the informed Shareholders’ General Meeting, not to sign contracts, conduct transactions or make arrangements with the Bank;</p> <p data-bbox="384 1815 852 1964">(6) without the approval of the informed Shareholders’ General Meeting, not to utilize the Bank’s property by any means for their own interests;</p>	<p data-bbox="884 283 1351 314">Article 214</p> <p data-bbox="884 357 1351 783">When performing duties and powers, the directors, supervisors, president and other senior management members of the Bank shall <u>comply with the high-standard code of professional ethics and</u> observe the principle of good faith, and shall not place themselves in a position where their interests may conflict with their obligations. The principle shall include but be not limited to the following obligations:</p> <p data-bbox="884 825 1351 985">(1) to act in good faith with a view to maximize the Bank’s interests <u>and give consideration to the legitimate rights and interests of stakeholders;</u></p> <p data-bbox="884 1027 1351 1102">(2) to exercise rights within the scope of authority;</p> <p data-bbox="884 1144 1351 1495">(3) to personally exercise the discretionary power without manipulated by other persons; the discretionary power shall not be assigned to any other person, unless as approved by laws, regulations and rules, or approved by the Shareholders’ General Meeting after it is informed of the situation;</p> <p data-bbox="884 1538 1351 1655">(4) to treat shareholders of the same class equally and treat those of different classes fairly;</p> <p data-bbox="884 1698 1351 1889">(5) except as otherwise provided in the Articles or approved by the informed Shareholders’ General Meeting, not to sign contracts, conduct transactions or make arrangements with the Bank;</p>

No.	Pre-revision Articles	Revision Suggestion
	<p>(7) not to seek benefits for themselves or other persons by means of insider information, and not to take advantage of the positions to accept bribes or other illegal income, or misappropriate the property of the Bank by any means, including but not limited to favorable opportunities for the Bank;</p> <p>(8) without the approval of the informed Shareholders' General Meeting, not to accept commissions related to the Bank's transactions;</p> <p>(9) to observe the Articles, faithfully perform their duties and powers and protect interests of the Bank, and not to take advantage of their positions and powers to seek personal interests;</p> <p>(10) without the approval of the informed Shareholders' General Meeting, not to compete with the Bank by any means;</p> <p>(11) not to misappropriate the fund of the Bank, lend the fund of the Bank to other persons, deposit the fund of the Bank in the account opened in personal name or otherwise, or utilize the assets of the Bank to provide guarantee for personal debt of the Bank's shareholders or other persons;</p>	<p>(6) without the approval of the informed Shareholders' General Meeting, not to utilize the Bank's property by any means for their own interests;</p> <p>(7) not to seek benefits for themselves or other persons by means of insider information, and not to take advantage of the positions to accept bribes or other illegal income, or misappropriate the property of the Bank by any means, including but not limited to favorable opportunities for the Bank;</p> <p>(8) without the approval of the informed Shareholders' General Meeting, not to accept commissions related to the Bank's transactions;</p> <p>(9) to observe the Articles, faithfully perform their duties and powers and protect interests of the Bank, and not to take advantage of their positions and powers to seek personal interests;</p> <p>(10) without the approval of the informed Shareholders' General Meeting, not to compete with the Bank by any means;</p> <p>(11) not to misappropriate the fund of the Bank, lend the fund of the Bank to other persons, deposit the fund of the Bank in the account opened in personal name or otherwise, or utilize the assets of the Bank to provide guarantee for personal debt of the Bank's shareholders or other persons;</p>

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	<p>(12) without the approval of the informed Shareholders' General Meeting, not to reveal the confidential information of the Bank gained during their term of office; unless for the interest of the Bank, not to take advantage of such information; however, in any one of the following circumstances, such information may be disclosed to the court or other governmental authorities:</p> <p>(a) provided by laws;</p> <p>(b) required for public interests;</p> <p>(c) required by the directors, supervisors, president and other members of the senior management of the Bank for his/her own interests;</p> <p>(13) without the approval of the Shareholders' General Meeting, not to make use of the commercial opportunities that shall belong to the Bank for himself/herself or others or conduct any business similar to that of the Bank for himself/herself or others with the convenience provided by his/her position;</p> <p>(14) not to impair the interests of the Bank by taking advantage of the connected relation;</p> <p>(15) to perform other loyalty and diligence obligations stipulated in laws, regulations, rules and the Articles.</p> <p>Gains of directors, supervisors, president and other members of the senior management arising out of activities in violation of the foregoing loyalty obligations shall belong to the Bank.</p>	<p>(12) without the approval of the informed Shareholders' General Meeting, not to reveal the confidential information of the Bank gained during their term of office; unless for the interest of the Bank, not to take advantage of such information; however, in any one of the following circumstances, such information may be disclosed to the court or other governmental authorities:</p> <p>(a) provided by laws;</p> <p>(b) required for public interest;</p> <p>(c) required by the directors, supervisors, president and other senior management members of the Bank for his/her own interests;</p> <p>(13) without the approval of the Shareholders' General Meeting, not to make use of the commercial opportunities that shall belong to the Bank for himself/herself or others or conduct any business similar to that of the Bank for himself/herself or others with the convenience provided by his/her position;</p> <p>(14) not to impair the interests of the Bank by taking advantage of the related relation;</p> <p>(15) to perform other loyalty and diligence obligations stipulated in laws, regulations, rules and the Articles.</p> <p>Gains of directors, supervisors, president and other senior management members arising out of activities in violation of the foregoing loyalty obligations shall belong to the Bank.</p>

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86.	<p>Article 218 Paragraph 2</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>Listing Rules</i>) has material interest, and such director shall not be counted into the quorum of the meeting.</p>	<p>Article 218 Paragraph 2</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>Hong Kong Listing Rules</i>) has material interest, and such director shall not be counted into the quorum of the meeting.</p>
87.	<p>Article 228</p> <p>The Bank shall enter into a written contact with each director, supervisor, president and other members of the senior management of the Bank, which shall contain at least the following terms and conditions:</p> <p>(1) directors, supervisors, president and other members of the senior management of the Bank shall make a commitment to the Bank that they shall comply with the Company Law, Special Provisions, the Articles, the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong. They shall agree that the Bank shall have the right to take the remedial measures as specified in the Articles and such contact and their positions shall not be transferred;</p> <p>(2) directors, supervisors, president and other members of the senior management of the Bank shall make a commitment to the Bank which is on behalf of its shareholders, that they shall comply with and perform their responsibilities to the shareholders as specified in the Articles of the Bank;</p>	<p>Article 228</p> <p>The Bank shall enter into a written contact with each director, supervisor, president and other members of the senior management of the Bank, which shall contain at least the following terms and conditions:</p> <p>(1) directors, supervisors, president and other members of the senior management of the Bank shall make a commitment to the Bank that they shall comply with the Company Law, <del>Special Provisions</del>, the Articles, the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong. They shall agree that the Bank shall have the right to take the remedial measures as specified in the Articles and such contact and their positions shall not be transferred;</p> <p>(2) directors, supervisors, president and other members of the senior management of the Bank shall make a commitment to the Bank which is on behalf of its shareholders, that they shall comply with and perform their responsibilities to the shareholders as specified in the Articles of the Bank;</p>

No.	Pre-revision Articles	Revision Suggestion
	<p>(3) arbitral clauses:</p> <p>(a) any dispute or claim, between the Bank and its directors, supervisors, president and other members of the senior management of the Bank, between holders of overseas listed foreign shares and the Bank, between holders of overseas listed foreign shares and the Bank's directors, supervisors, president and other members of the senior management of the Bank, or between holders of overseas listed foreign shares and shareholders of domestic shares, in connection with the Bank's affairs arising from rights and obligations specified in the contract, the Articles, the Company Law as well as relevant laws, regulations and rules, shall be submitted to arbitration by the relevant parties;</p> <p>(b) when the dispute or claim as described above is submitted to arbitration, such dispute or claim shall be in its entirety, and all parties (being the Bank or the shareholders, directors, supervisors, president or other members of the senior management of the Bank) that have a cause of action due to the same facts or whose participation is necessary for the settlement of such dispute or claim shall be subject to the arbitration;</p> <p>(c) disputes concerning the definition of shareholders and the register of shareholders may not be required to be settled by means of arbitration;</p>	<p>(3) arbitral clauses:</p> <p>(a) any dispute or claim, between the Bank and its directors, supervisors, president and other members of the senior management of the Bank, between holders of overseas listed foreign shares and the Bank, between holders of overseas listed foreign shares and the Bank's directors, supervisors, president and other members of the senior management of the Bank, or between holders of overseas listed foreign shares and shareholders of domestic shares, in connection with the Bank's affairs arising from rights and obligations specified in the contract, the Articles, the Company Law as well as relevant laws, regulations and rules, shall be submitted to arbitration by the relevant parties;</p> <p>(b) when the dispute or claim as described above is submitted to arbitration, such dispute or claim shall be in its entirety, and all parties (being the Bank or the shareholders, directors, supervisors, president or other members of the senior management of the Bank) that have a cause of action due to the same facts or whose participation is necessary for the settlement of such dispute or claim shall be subject to the arbitration;</p> <p>(c) disputes concerning the definition of shareholders and the register of shareholders may not be required to be settled by means of arbitration;</p>

No.	Pre-revision Articles	Revision Suggestion
	<p>(d) a dispute or claim submitted to arbitration may be arbitrated, at the option of the arbitration applicant, by either China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. After the arbitration applicant submits the dispute or claim for arbitration, the arbitration shall be carried out in the arbitration institution selected by the applicant;</p> <p>(e) if the arbitration applicant opts for arbitration by the Hong Kong International Arbitration Centre, either party may request arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of Hong Kong International Arbitration Centre;</p> <p>(f) unless otherwise provided by laws, regulations and rules, laws of the PRC shall apply to the settlement by means of arbitration of disputes or claims referred to in Item (a) herein;</p> <p>(g) the award of the arbitration institution shall be final and binding upon each party;</p> <p>(h) the arbitration agreement shall be reached by the Bank and its directors, supervisors, president or other members of the senior management of the Bank. The Bank represents both itself and each of its shareholders;</p> <p>(i) any submission to arbitration shall be deemed as an authorization to arbitration tribunal for public hearing and announcement of its award.</p>	<p>(d) a dispute or claim submitted to arbitration may be arbitrated, at the option of the arbitration applicant, by either China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. After the arbitration applicant submits the dispute or claim for arbitration, the arbitration shall be carried out in the arbitration institution selected by the applicant;</p> <p>(e) if the arbitration applicant opts for arbitration by the Hong Kong International Arbitration Centre, either party may request arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of Hong Kong International Arbitration Centre;</p> <p>(f) unless otherwise provided by laws, regulations and rules, laws of the PRC shall apply to the settlement by means of arbitration of disputes or claims referred to in Item (a) herein;</p> <p>(g) the award of the arbitration institution shall be final and binding upon each party;</p> <p>(h) the arbitration agreement shall be reached by the Bank and its directors, supervisors, president or other members of the senior management of the Bank. The Bank represents both itself and each of its shareholders;</p> <p>(i) any submission to arbitration shall be deemed as an authorization to arbitration tribunal for public hearing and announcement of its award.</p>

No.	Pre-revision Articles	Revision Suggestion
88.	<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. The Bank shall distribute dividends 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>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. <u>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.</u> The Bank shall distribute dividends 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>

No.	Pre-revision Articles	Revision Suggestion
	<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>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, <u>pay heed to the opinions of minority shareholders, and reply to the concerns of minority shareholders in a timely manner.</u></p>
89.	<p>Article 249</p> <p>The Bank shall implement an internal audit system and set up an independent internal audit department equipped with sufficient and qualified audit personnel, who shall, under the leadership of chief audit officer, conduct internal audit and supervision over the Bank's internal control, business and financial activities. The internal audit system of the Bank shall not be implemented until being approved by the Board of Directors.</p>	<p>Article 249</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 <del>internal audit and supervision</del> over the Bank's <u>business operation, risk management and internal control, improve corporate governance.</u> <del>business and financial activities</del> The internal audit policies of the Bank shall not be implemented until being approved by the Board of Directors.</p>

No.	Pre-revision Articles	Revision Suggestion
90.	<p>Article 250</p> <p>The head of internal audit department shall be responsible and report to the chief audit officer; the head of subordinate internal audit department shall be responsible and report to superior internal audit department, and may inform the operation and management department of corresponding level of relevant audit information; internal audit department and its supervision work shall be supervised and evaluated by the Audit Committee under the Board of Directors and guided by the Board of Supervisors. When the head of internal audit department encounters material problems, he/she may report to the banking regulatory institution of the State Council if necessary.</p>	<p>Article 250</p> <p><del>The head of internal audit department shall be responsible and report to the chief audit officer; the head of subordinate internal audit department shall be responsible and report to superior internal audit department, and may inform the operation and management department of corresponding level of relevant audit information; internal</del> <u>Internal</u> audit department <del>and its supervision work shall be supervised and evaluated by the Audit Committee under the Board of Directors and guided by the Board of Supervisors,</del> <u>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;</u> <del>When</del> <u>when</u> the head of internal audit department encounters material problems, <del>he/she</del> <u>it</u> may report to the banking regulatory institution of the State Council if necessary.</p>
91.	<p>Article 265</p> <p>All notices or documents that the Bank shall present to SEHK in accordance with the <i>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>

No.	Pre-revision Articles	Revision Suggestion
92.	<p>Article 272</p> <p>When the Bank is deciding on issues related to employees' interest such as employees' salary, welfare benefits, labour protection and labour insurance, it shall solicit opinions of labour union and employees, and invite labour union or employee representatives to attend relevant meetings as non-voting attendees.</p>	<p>Article 272</p> <p>When the Bank is deciding on issues related to employees' interest such as employees' salary, welfare benefits, labour protection and labour insurance, it shall solicit opinions of <del>labour union</del> <u>and its employees, seek the labour union's consideration</u>, and invite labour union or employee representatives to attend relevant meetings as non-voting attendees <u>at the same time</u>.</p>
93.	<p>Article 308</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 major shareholders that may affect their independent and objective judgment.</p>	<p>Article 308</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 <del>its major</del> <u>shareholders and de facto controllers</u> that may affect their independent and objective judgment.</p>
	<p>(No relevant provisions in original Article 308)</p>	<p>Added in original Article 308</p> <p><u>"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 because they are controlled by the State.</u></p>

No.	Pre-revision Articles	Revision Suggestion
	<p>Article 308</p> <p>“overseas listed shares” refer to ordinary shares listed on an overseas stock exchange, including domestic shares that may be listed at an overseas stock exchange under the approval of the State Council or its authorized approval authority and overseas listed foreign shares.</p>	<p>Article 308</p> <p>“overseas listed shares” refer to ordinary shares listed on an overseas stock exchange, including domestic shares that <u>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</u> <del>may be listed at an overseas stock exchange under the approval of the State Council or its authorized approval authority</del> and overseas listed foreign shares.</p>
	<p>Article 308</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 major shareholders which may affect their independent and objective judgment.</p>	<p>Article 308</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 <del>major</del> <u>shareholders or de facto controllers</u> which may affect their independent and objective judgment.</p>
	<p>(No relevant provisions in original Article 308)</p>	<p>Added in original Article 308</p> <p>“<u>on-site meeting</u>” refers to a meeting convened by such means as on site, video or telephone to ensure the <u>real-time communication and discussion by the attendees.</u></p>
	<p>(No relevant provisions in original Article 308)</p>	<p>Added in original Article 308</p> <p>“<u>acting in concert</u>” refers to the act or fact that an investor, through <u>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.</u></p>

No.	Pre-revision Articles	Revision Suggestion
	(No relevant provisions in original Article 308)	<p>Added in original Article 308</p> <p><u>“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.</u></p>
	<p>Article 308</p> <p>“major shareholders” refer to a shareholder who is able to directly, indirectly, jointly hold or control more than five percent (5%) of the shares or voting rights of the Bank and has a significant influence on the Bank’s decision-making.</p>	<p>Article 308</p> <p><del>“major shareholders” refer to a shareholder who is able to directly, indirectly, jointly hold or control more than five percent (5%) of the shares or voting rights of the Bank and has a significant influence on the Bank’s decision-making.</del></p> <p><u>“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.</u></p>

No.	Pre-revision Articles	Revision Suggestion
94.	<p data-bbox="384 283 852 306">Article 309</p> <p data-bbox="384 363 852 863">The Board of Directors may formulate detailed rules to the Articles according to the Articles, which shall not conflict with any provision in the Articles. Matters not covered in the Articles and detailed rules to the Articles shall be handled in accordance with relevant Chinese laws, regulations, rules and relevant provisions of the local securities regulatory authorities where the Bank's shares are listed by considering the actual situation of the Bank.</p>	<p data-bbox="884 283 1023 306">Article 309</p> <p data-bbox="884 363 1351 863">The Board of Directors may formulate detailed rules to the Articles according to the Articles, which shall not conflict with any provision in the Articles. Matters not covered in the Articles and detailed rules to the Articles shall be handled in accordance with relevant Chinese laws, regulations, rules and <u>relevant regulatory</u> provisions <del>of the local securities regulatory authorities where the Bank's shares are listed by</del> considering the actual situation of the Bank.</p>

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### Work Report of Independent Directors for 2021

In 2021, in accordance with domestic and overseas laws and regulations including the *Company Law of the People's Republic of China*, *Securities Law of the People's Republic of China*, *Guidelines on Establishment of the Independent Director System in Listed Companies*, *Corporate Governance Guidelines for Commercial Banks* and Appendix 14 *Corporate Governance Code to 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 *Measures of China Construction Bank Corporation for Implementation of the Independent Director System*, the *Policy of China Construction Bank Corporation on Annual Reporting by Independent Directors*, six independent directors of China Construction Bank Corporation (hereinafter referred to as the “**CCB**”) overcame the adverse factors such as pandemic and time difference, performed its duties seriously and rigorously, exercised its rights in a prudent and diligent manner, and actively attended shareholders' general meetings, meetings of Board of Directors and special committees and various directors' meetings for special communications and exchanges. Meanwhile, they expressed professional, objective and impartial opinions independently on proposals and major matters, giving full play to the function of independent directors, so as to promote the enhancement of the CCB's governance capacity effectively. Thus, CCB's overall interests and the legitimate rights and interests of all shareholders and stakeholders were effectively maintained. Below is a report on their fulfillment of duties in 2021:

#### I. PROFILE OF INDEPENDENT DIRECTORS

As at December 31, 2021, CCB has 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 Hong Kong of China, the US, the UK, France, New Zealand and other countries or regions. They are experts in financial regulation, finance and tax, bank administration, external audit and credit rating. 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. CCB's independent directors do not have any business or financial interests in CCB or its subsidiaries, nor do they hold any other position in CCB or have some relationship with CCB and its substantial shareholders that may influence their independent and objective judgment. CCB has received the annual confirmation letters on independence from each independent director, and confirmed their independence. Resumes of independent directors of the Bank are as follows:

Sir Malcolm Christopher McCarthy served as independent non-executive director of the Bank since August 2017. He served as independent non-executive director of ICBC from December 2009 to October 2016. He worked first as an economist for ICI before joining the UK Department of Trade and Industry where he held various posts from economic adviser to undersecretary. He subsequently worked in senior positions of Barclays Bank in London, Japan

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and North America. He served as chairman and chief executive of Office of Gas and Electricity Markets (Ofgem), chairman of the Financial Services Authority (FSA), non-executive director of Her Majesty's Treasury, chairman of the board of directors of J.C. Flowers & Co. UK Ltd, nonexecutive director of NIBC Holding N.V., NIBC Bank N.V., OneSavings Bank plc, Castle Trust Capital plc and Intercontinental Exchange (ICE), and trustee of the Said Business School of Oxford University. He is an Honorary Fellow of Merton College, an Honorary Doctorate of the University of Stirling and the Cass Business School, and a Freeman of the City of London. He has a MA in history from Merton College of Oxford University, PhD in Economics of Stirling University, and Master from Graduate School of Business of Stanford University.

Mr. Kenneth Patrick Chung has served as independent non-executive director of the Bank since November 2018. Mr. Chung 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 China) 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 China), the global lead partner of the audit engagement team for BOC, the honorary treasurer of the Community Chest of Hong Kong and was a member of the Ethics Committee, Limitation of Professional Liability Committee, Communications Committee, and the Investigation Panel of the Hong Kong Society of Accountants. He has 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 chairman of the audit committee of the Harvest Real Estate Investments (Cayman) Limited and independent non-executive director of Prudential Corporation Asia. Mr. Chung currently serves as independent non-executive director of Sands China Ltd., Prudential Hong Kong Limited and Prudential General Insurance Hong Kong Limited, and trustee of Fu Tak Iam Foundation Limited. Mr. 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.

Mr. Graeme Wheeler has served as independent non-executive director of the Bank since October 2019. Mr. Wheeler has served as non-executive director of Thyssen-Bornemisza Group since 2017. He served as governor of Reserve Bank of New Zealand from 2012 to 2017, nonexecutive 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. Mr. Wheeler was awarded Companion of the New Zealand Order of Merit in 2018. Mr. Wheeler obtained his master's degree of commerce in economics from University of Auckland in 1972.

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Mr. Michel Madelain has served as independent non-executive director of the Bank since January 2020. Mr. Madelain has been trustee of the IFRS Foundation since January 2018 and a member of the Supervisory Board of La Banque Postale in France since April 2018. From June 2016 to December 2018, Mr. Madelain 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. From May 1980 to May 1994, he worked with Ernst & Young in Belgium and France and was promoted to the partnership in 1989. Mr. 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.

Mr. William Coen has served as independent non-executive director of the Bank since June 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, a 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. Mr. Coen 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 the 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. Mr. 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.

Mr. Leung Kam Chung, Antony has served as director of the Bank since October 2021. Mr. Leung, former Financial Secretary of the Hong Kong SAR, is the chairman and CEO of Nan Fung Group in Hong Kong, and the chairman and co-founder of New Frontier Group. Since April 2021, Mr. Leung is also the chairman & co-founder of Solomon Learning. In addition, Mr. Leung is the chairman of two charity organizations, 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 Great China Region of Citi. Mr. Leung had also served as independent non-executive 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 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

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Special Administrative Region and Hong Kong Affairs Advisors. Mr. Leung graduated from the University of Hong Kong in 1973 and attended Harvard Business School's Program for Management Development and Advanced Management Program. Mr. Leung was conferred an honorary doctor of law by the Hong Kong University of Science and Technology in 1998.

### II. INFORMATION ON FULFILMENT OF DUTIES IN THE YEAR

#### i. Meeting attendance of independent directors

In 2021, CCB convened three Shareholders' General Meetings: The First Extraordinary General Meeting of 2021 on March 26, 2021, the Annual General Meeting of 2020 on June 25, 2021 and the Second Extraordinary General Meeting of 2021 on December 20, 2021. CCB convened eight meetings of the Board of Directors and 35 meetings of special committees throughout the year, where the attendees reviewed, listened to and referred to 276 topics.

In 2021, CCB's independent directors attended the shareholders' general meeting and meetings of the Board of Directors and special committees on time, and reviewed the resolutions made by the Board of Directors and special committees of the Board of Directors. The independent directors expressed objective and impartial independent opinions on 15 proposals, mainly including the nomination of directors, appointment of senior management members, performance evaluation plan and remuneration settlement plan for directors and senior management members, profit distribution plan, dividend distribution plan of domestic preference shares and appointment of external auditors. The attendances of independent directors at the Shareholders' General Meeting and meetings of the Board of Directors are presented as follows:

Independent Director	Shareholders'	Meetings of	
	General Meeting Attendance in person	Board of Directors Attendance in person	Attendance by proxy
Mr. Malcolm Christopher McCarthy	3/3	8/8	0/8
Mr. Kenneth Patrick Chung	3/3	8/8	0/8
Mr. Graeme Wheeler	3/3	7/8	1/8
Mr. Michel Madelain	3/3	8/8	0/8
Mr. William Coen	1/1	5/5	0/5
Mr. Leung Kam Chung, Antony	1/1	1/1	0/1

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Information on attendance of meetings of each special committee under the Board of Directors by independent directors is as follows:

Independent Director	Strategy Development Committee		Audit Committee		Risk Management Committee		Nomination and Remuneration 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	Attendance in person	Attendance by proxy
	Mr. Malcolm Christopher McCarthy	6/6	0/6	-	-	7/7	0/7	7/7	0/7	-
Mr. Kenneth Patrick Chung	6/6	0/6	6/6	0/6	6/7	1/7	-	-	9/9	0/9
Mr. Graeme Wheeler	-	-	6/6	0/6	7/7	0/7	7/7	0/7	9/9	0/9
Mr. Michel Madelain	-	-	6/6	0/6	7/7	0/7	7/7	0/7	6/6	0/6
Mr. William Coen	-	-	2/2	0/2	3/3	0/3	-	-	4/4	0/4
Mr. Leung Kam Chung, Antony	1/1	0/1	-	-	2/2	0/2	1/1	0/1	-	-

*Notes:*

- (1) “Attendances 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 directors to attend the meetings and exercise the voting right on their behalf.

### ii. Communication between independent directors and parties of corporate governance

The independent directors of CCB actively performed their duties and maintained adequate and effective communication with the Chairman and other members of the Board of Directors, the Chairman and members of the Board of Supervisors, Senior Management and other parties of corporate governance through strategic communication meetings, directors’ communication meetings, special communication meetings and email inquiries.

First, the independent directors actively studied and judged the domestic and international macro situation to focus on the strengthening of strategic response research and discussion. During the year, all independent directors attended a strategic exchange meeting hosted by Chairman Tian Guoli, which was based on an international perspective. They exchanged in-depth views on current international and domestic macroeconomic and financial trends, policies and regulatory orientation of major global economies, the major risks faced by CCB, strategies to cope with them and the promotion and implementation of strategic objectives. The main proposals included: They would promote the implementation of CCB’s 14th Five-Year Plan and strategic plans for inclusive finance and financial technology, improve the corresponding mechanisms and development paths to ensure the sustainable and high-quality development of various businesses; they would track the trend of monetary policy in major

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developed economies, corresponding response in emerging markets, and the possible impact of the risk spillover and transmission effects of relevant policies on the banks; the compliance management in anti-money laundering, consumer rights protection, digital security and privacy protection, and information disclosure would be further enhanced, in response to the current external environment of tightening domestic and external regulation; they would study CCB's overseas strategic plan and adjustment strategies for operation, pay attention to the post-Brexit European regulatory framework and financial services policy status for full adaptation to the changes in the international market; they would focus on the rectification and implementation of supervisory issues, and actively promote rectification work by paying attention to the existing problems and regulatory requirements, moreover, strengthen overall risk management, perfect the Group's risk preference transmission mechanism, and make great efforts in risk prevention and control for climate change, ESG (environmental, social and governance) and real estate market. In line with the digital-based trend, CCB would proactively explore and grasp the opportunities in emerging fields such as big data exploration and application, Internet of Things, artificial intelligence, cloud computing and 5G application, and study the risks and challenges that CCB may face in the process of business and transformation in technology, promoting digital transformation actively.

Second, the independent directors made deep exchanges with Senior Management on major matters and proactively expressed the strategic intention of the Board of Directors. CCB's independent directors established good communication mechanisms with Senior Management, who could study and formulate issuance plans for various capital instruments, replenish capital through multiple channels, improve capital adequacy standard and enhance capital support for business development in key areas such as technology innovation, green finance and inclusive finance; they would strengthen the review of periodic reports and information disclosure, prompt Senior Management to pay close attention to macroeconomic trends, so as to adjust and optimize the model of expected credit losses in a timely manner; the director would also pay attention to the regulatory status of the rectification of the stock of financial assets and the progress of the rectification work of CCB. they would spend much time in studying business risks in key industries and key areas, and track risk transmission and risk spillover in key areas such as the real estate industry and small- and medium-sized financial institutions, requiring stress testing and sensitivity analysis of risks in key business areas, and continuously improve risk control capabilities; they would make efforts in improving employee compensation structure, developing key reserve talents and managing human resources in overseas institutions, and urge Senior Management to establish a more scientific employee compensation system and internal procedures for effective talent identification and management; they would strengthen the protection of consumer rights, continue to work on product sales and services, personal information data protection, complaint handling, as well as resource allocation and incentives for assessment, and make timely information disclosure to respond to market concerns, besides, CCB would strengthen the construction of ESG management institutions and mechanisms, promote ESG management to be integrated into business management and risk management, and solidify and improve the ESG management data base and indicator system for building a corresponding incentive and restraint mechanism.

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Third, the independent directors would strengthen the communication and coordination with the Board of Supervisors for standardized and efficient operation of corporate governance. All independent directors attended the special exchange meeting hosted by Chairman of the Board of Supervisors Wang Yongqing. They decided to have regular discussions with members of the Board of Supervisors and fully exchange views on the operation of the Board of Directors and the Board of Supervisors, the evaluation and support of independent directors in performing their duties, enhance coordinated efforts in corporate governance, strategic development and risk control to ensure the standardized operation of corporate governance.

### **iii. Training of independent directors**

The independent directors of the Bank strengthened the research on domestic and foreign regulatory policies, continued to follow up the latest changes of regulatory policies, fulfilled their duties in accordance with laws and regulations, and constantly improved their capability to perform duties. They actively participated in the training organized by the Board of Directors on the BSA/AML compliance, the training sessions on domestic and foreign anti-corruption laws and regulations and special training programs organized by the Stock Exchange of Hong Kong and the Shanghai Stock Exchange, which covered the positioning and performance priorities of independent directors in the corporate governance structure, rights and responsibilities of independent directors, inside information, related party transactions, transactions subject to disclosure and other regulatory requirements.

## **III. KEY CONCERNS DURING FULFILMENT OF DUTIES IN THE YEAR**

### **i. Related party transactions**

In 2021, CCB's independent directors abided by relevant regulations and fulfilled their duties for supervising related party transactions. They strengthened supervision and review of related party transactions through the Related Party Transaction, Social Responsibility of Board of Directors and Consumer Protection Committee, confirmed the status of related party transactions, improved related policies for related party transaction management, and capitalized on internal audit to continuously enhance supervision of the management of compliant related party transactions and improve the management of related party transactions.

### **ii. External guarantees and capital occupation**

Approved by the regulatory institutions, CCB's external guarantee business is a part of CCB's normal business. With respect to the risks arising from external guarantee business, CCB formulated specific management measures, operational processes and approval procedures, and carried out the business accordingly. The guarantee business of CCB mainly relates to letter of guarantee. As at December 31, 2021, the secured balance under letters of guarantee balance issued by the Group is proximately RMB1,289,600 million.

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### **iii. Use of raised funds**

In 2021, CCB issued RMB145 billion of domestic tier 2 capital bonds. The raised funds were used to replenish tier 2 capital of CCB in full to support its high-quality business development. CCB issued RMB20 billion of special financial bonds for loans to small and micro enterprises in China, with all funds raised used to issue loans to support small and micro enterprises.

### **iv. Nomination and remuneration of the Senior Management members**

In 2021, the Board of Directors of CCB approved the appointment of Mr. Wang Jiang as the President of CCB, the appointment of Mr. Li Yun as the Vice President of CCB, the appointment of Mr. Jin Panshi as the Chief Information Officer of CCB, the appointment of Mr. Cheng Yuanguo as the Chief Risk Officer of CCB and the appointment of Mr. Zhang Yi as the Chief Financial Officer of CCB. The Board of Directors of CCB deliberated on and approved the 2020 remuneration allocation and settlement plan for Senior Management members, the 2021 performance appraisal plan for Senior Management members, etc. and determined the remuneration policy for Senior Management members.

The independent directors agreed to the nominations and remunerations of CCB's Senior Management members.

### **v. Operating Results Forecast and Preliminary Earnings Estimate**

During the reporting period, CCB needed not to issue the Operating Results Forecast nor the Preliminary Earnings Estimate.

### **vi. Engagement or replacement of accounting firm**

In 2021, CCB agreed to further employ Ernst & Young Hua Ming LLP (Special General Partnership) as the domestic accounting firm for CCB and its domestic subsidiaries in 2021 and further employ EY as the international accounting firm for CCB and its major overseas subsidiaries in 2021 after deliberation and approval at CCB's annual Shareholders' General Meeting. According to relevant requirements for annual reporting, the independent directors maintained sufficient communication with the external auditors for CCB and earnestly fulfilled relevant responsibilities and obligations. Independent directors held that the accounting firm engaged by CCB conducted audit work independently, objectively and fairly, performed all tasks properly.

### **vii. Cash dividends and other return of investors**

CCB has well-designed procedures and mechanisms for decision making on profit distribution, pays continual attention to the willingness of the vast shareholders, and pays dividends to shareholders in cash. When drawing up the profit distribution plan, the Board of Directors paid full heed to the opinions and requests of shareholders, protected the legitimate

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rights and interests of small and medium investors, overcame negative influence of the pandemic, concurrently guaranteed long-term development interests and created reasonable value returns for shareholders. Independent directors fulfilled their duties and played their due role in the process of decision making on the profit distribution plan. In 2021, CCB paid to all common shareholders cash dividend of RMB0.326 per share (tax-inclusive) for 2020, which amounted to approximately RMB81,504 million.

### **viii. Implementation of commitments made by CCB or its shareholders**

Independent directors paid great attention to the fulfillment of commitments by CCB and its shareholders. As at December 31, 2021, the substantial shareholders of CCB have fulfilled all of their continuous commitments.

### **ix. Implementation of information disclosure**

In accordance with the requirements of laws, regulations and the Articles of Association, CCB timely and fully disclosed the regular reports and ad-hoc announcements, such as the 2020 annual report, the 2021 half-year report and quarterly reports. With the theme of “New Start, New Development, and New Finance”, CCB’s 2020 Annual Report systematically explained the concept of new financial actions, continuously disclosed the comprehensive promotion of the three major strategies for continuous optimization of the disclosure of corporation social responsibility. Thus, the vivid and informative annual report was fully recognized by the industry and the market. Independent directors actively performed their duties in the preparation and disclosure of annual reports and had full communication and discussion with external auditors on the annual audit work.

### **x. Implementation of internal control**

In 2021, CCB continuously promoted the development, improvement and effective implementation of internal control. Independent directors attached great importance to the effectiveness of internal control and regularly reviewed CCB’s internal control assessment reports in 2020. According to the results of internal control assessment, CCB had no material and significant deficiencies in the internal control over financial reporting or internal control unrelated to financial reporting, maintaining effective internal control in all material respects.

### **xi. Operation of the Board of Directors and its special committees**

In 2021, the Board of Directors of CCB convened 8 meetings in total. In the face of the complex and changing external circumstances, the Board of Directors led CCB to step into a new development stage, implemented the new development concept completely, accurately and comprehensively. The Board of Directors focused on enhancing the “Three Capabilities”, promoted the “Three Major Strategies” in depth. It also expanded to upgrade the new financial action, and scientifically prepared the 14th Five-Year Plan, drawing up a blueprint for high-quality development, which showed the responsibility of CCB in building a new development pattern. The Board of Directors, in compliance with laws and regulations,

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regulatory requirements and the Articles of Association, performed its duties diligently in accordance with the law, and maintained the legitimate rights and interests of CCB's shareholders and stakeholders, promoting CCB's sound progress with high-quality corporate governance.

There are five committees established under the Board of Directors: Strategy Development Committee, Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, and Related Party Transaction, Social Responsibility and Consumer Protection Committee.

In 2021, the Strategy Development Committee convened six meetings in total. The committee strengthened the study and judgment of macroeconomic situation, further analyzed the opportunities, risks and challenges faced by CCB, and proposed targeted response strategies. Based on the new development stage, it systematically worked out CCB's 14th Five-Year Plan, inclusive finance, financial technology and other major strategies, actively implemented new financial initiatives, and increased the support of financial services to the real economy. The committee also supported the issuance of capital instruments, replenished capital through multiple channels, and continuously enhanced capacities to fend off risks. Moreover, it fulfilled the social responsibility as a large state-owned bank and provided integrated support for pandemic prevention and control, flood control and disaster relief and sustainable economic and social development.

In 2021, the Audit Committee convened six meetings, one pre-communication meeting each for annual and semi-annual financial reports, and two separate communication meetings with the external auditors. The committee supervised the preparation, disclosure and review of periodic reports, strictly implemented the pre-communication system for annual and semi-annual reports, then fully exchanged views with the Senior Management and external auditors; it paid attention to and promote the rectification of stock financial assets, the measurement and disclosure of expected credit losses, supervised the continuous optimization of disclosures related to periodic reports; the committee also focused on the impact of the pandemic, macroeconomic situation and changes in regulatory policies on asset quality, supervised and evaluated external audit work. Moreover, it regularly conducted annual evaluation of external audit work, an important reference for external audit appointment, agreed to further employ EY as external auditor for 2021 and submitted the decision to the Board of Directors for consideration; the committee supervised the formulation, update and implementation of external audit plan, received regular reports on the audit of external audit financial reports to study external audit management suggestions and communicate key audit matters. It supervised and evaluated internal audit work, guided the formulation of the annual plan and medium-term rolling plan for internal audit, meanwhile, the committee paid attention to whether internal audit has sufficient resources for operation to strengthen communication with internal audit department for internal audit findings and rectification, and coordination of internal and external audit work. It also supervised and evaluated internal control mechanism, regularly evaluated the effectiveness of internal controls, issued evaluation reports and disclosed them to the public, and paid attention to the findings related to internal control deficiencies in

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internal and external audits and internal control evaluations. The committee supervised and followed up the implementation of subsequent rectification, and continuously improved the soundness and effectiveness of the internal control system.

In 2021, the Risk Management Committee convened seven meetings in total, in which the Management was guided to effectively enhance the scientific, proactive and forward-looking nature of comprehensive risk management to continuously solidify the construction of the risk management system. They would improve the quality and effectiveness of rectification of regulatory notification issues, implement the regulatory requirements for important banks globally, and conduct in-depth studies on risk themes such as the rectification of stock financial business, online business risks and operational risks. The Management would also conduct timely studies on BREXIT, ESG-related risk reporting framework, e-CNY, real estate and other topical issues, steadily promote the Group's overall risk management such as consolidation, compliance and anti-money laundering, actively study and respond to overseas compliance risks. They were also asked to fully perform the duties of the US Risk Management Committee, which would play an important role in supporting the scientific decision-making of the Board of Directors and comprehensively improving CCB's risk management level.

In 2021, the Nomination and Remuneration Committee convened seven meetings in total. In respect of nomination, it provided the Board of Directors with suggestions on re-election and re-appointment as well as new nominees for the positions of executive director, and independent director, candidates for membership at special committees under the Board of Directors and candidates for Senior Management positions, and ensured that the nominated candidates were qualified to assume the corresponding positions, abided by the laws, administrative rules and regulations as well as the Articles of Association of CCB, and were able to perform the duty of diligence for CCB. The Nomination and Remuneration Committee held that during the reporting period, the composition of the Board of CCB was in conformity with the requirements of the *Diversity Policy for the Board of Directors*. Regarding remuneration and performance assessment, the Nomination and Remuneration Committee studied the national remuneration regulatory policies, organized and formulated the proposal of the settlement of the remuneration for directors, supervisors and Senior Management of CCB for 2020, and refined the performance assessment plans for executive directors and Senior Management for 2021. It continued to promote the operational efficiency of the Board of Directors, have a forward-looking analysis of CCB's human resources management under the requirement of the 14th Five-Year Plan, and carry out discussions on human resources management in overseas institutions, attaching great importance to the development of key reserve talents and the promotion of CCB University. The committee focused on staff remuneration, guided to optimize the renewal and adjustment scheme of directors', supervisors' and Senior Management members' liability insurance, and put forward opinions and suggestions on continuously improving the operation efficiency of the Board of Directors, promoting diversification of members of the Board of Directors, refining the performance appraisal plans for executive directors and Senior Management members, improving the remuneration incentive policy, strengthening the development and training of talent, etc.

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The Related Party Transaction, Social Responsibility and Consumer Protection Committee held a total of nine meetings. The committee would supervise and guide Management to continuously improve the reporting process of related party transactions in accordance with domestic and overseas regulatory requirements, and implement standardized and refined management of related party transactions; they would supervise the establishment of a sound system of consumer rights protection work management policy, continuously promote the improvement of strategies, policies and objectives of consumer rights protection work, supervise the implementation work of consumer rights protection, and promote CCB's compliance and healthy business development. The committee would continuously follow up and increase supervision of businesses such as housing leasing, inclusive finance and rural revitalization finance, promote the business refined management to give full play to the social benefits of new financial initiatives. Meanwhile, it constantly supervised the implementation of public welfare donations and reviewed social responsibility reports; the Management were urged to implement the concept of green development and promote the green finance. The committee would define its ESG-related responsibilities clearly, track ESG development in China and abroad, strengthen external communication with ESG-related institutions. It would supervise to improve the ESG governance structure and integrate ESG concepts into strategy promotion and operation management for sustainable business development of CCB.

#### IV. OVERALL ASSESSMENT

In 2021, independent directors of CCB fulfilled their duties honestly, diligently and independently in accordance with relevant laws, regulations and the Articles of Association of CCB, effectively enhanced the operation efficiency and decision-making of the Board of Directors, promoted the further improvement of CCB's corporate governance mechanism, and preserved the legitimate rights and interests of CCB as well as its entire shareholders and stakeholders.

In 2022, the independent directors of CCB will continue to maintain their independence in accordance with regulatory guidance, make full use of their professional strengths to further enhance their ability to perform their duties, effectively ensuring the overall benefits of CCB and the legitimate rights and interests of all shareholders and stakeholders, and make greater contributions to enhancing the scientific, sound and effective corporate governance of CCB.

**Malcolm Christopher McCarthy, Kenneth Patrick Chung, Graeme Wheeler,  
Michel Madelain, William Coen, Leung Kam Chung, Antony**

March 2022

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## REFERENCE DOCUMENTS

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### Special Report on Related Party Transactions in 2021

Pursuant to the CBIRC's *Administrative Measures for the Related Party Transactions between the Commercial Banks and Their Insiders or Shareholders*<sup>1</sup> and the CSRC's *No. 26 Preparation and Reporting Rules of Information Disclosure of Public Offering Companies – Special Provisions on Information Disclosure by Commercial Banks*, the related party transactions of the Bank in 2021 are reported as follows:

#### I. RELATED PARTY TRANSACTIONS MANAGEMENT

In 2021, CCB strictly complied with the regulatory policies on related party transactions, conducted the management of related party transactions as per the requirements, continuously consolidated the foundation for the management of related party transactions, further refined the management mechanism for related party transactions. As a result, the quality and efficiency of related party transactions management comprehensively improved.

**i. The Related Party Transaction, Social Responsibility & Consumer Protection Committee under the Board of Directors conscientiously fulfilled its duties.** In 2021, the Committee held seven on-site meetings and two meetings in writing, reviewed and approved four reports about changes in related parties, accepted four reports on the filing of related party transactions and listened to two related party transactions management reports. During the reporting period, the Committee focused on driving the rectification of audit findings of related party transactions and optimization of related party transaction system functions. Meanwhile, it continued to pay attention to the progress of the CBIRC's revision of related party transaction management measures and urge the management to follow up in a timely manner.

**ii. CCB took the regulatory policies as standard and actively embraced the new supervision.** CCB implemented the long-term regulation requirements. 37 tier-one branches, 34 overseas institutions, and 14 domestic subsidiaries were organized to carry out risk investigation around the main points of work so as to ensure the routine management and control. CCB profoundly participated in the revision of CBIRC's related party transaction regulations and kept good communication. CCB understood the new regulatory concepts and development trend in a timely manner and made forward-looking plans according to new regulations.

**iii. CCB steadily consolidated the foundation of basic data management.** CCB steadily proceeded the governance of the regulatory basic data of related parties and related party transactions. Second, CCB worked together with the CBIRC to manage, continuously identify, and maintain related parties. The obligation to disclose was fulfilled according to *Personal Information Protection Law* and entity responsibilities were defined. CCB enhanced the

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<sup>1</sup> The Administrative Measures for the *Related Party Transactions between the Commercial Banks and Their Insiders or Shareholders* shall be abolished on March 1, 2022, and the *Measures for the Administration of Related Party Transactions of Banking and Insurance Institutions* shall come into effect simultaneously. Article 55 of the latter retains the requirements for special reports.

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verification of related party transactions, improving the accuracy and integrity of data. Strictly following the regulatory requirements, CCB carried out information reporting and disclosure. *The Form of Top Ten Related Parties Transactions* was submitted on a quarterly basis to report the regulatory data of related party transactions. Furthermore, CCB disclosed related parties and their transactions in regular financial reports.

**iv. Fintech was taken as the carrier to release new potential of system management.** CCB leveraged big data to optimize the identification model of related parties and improved the accuracy and rate of identification by introducing external industrial and commercial data and internal consolidated information. CCB completed the direction connection with the approval system of main businesses, actively embedded business flow, and achieved the compliance reminder of related party transactions in the transaction approval link. By continuously benchmarking itself against the CBIRC's regulatory system, CCB optimized functions, such as the receiving of basic data, generation of regulatory reporting documents, and abnormal check of data, improving the degree of automation for the statistics of regulatory data and reporting.

**v. The sophisticated management was adopted to ensure the compliance in all respects.** CCB remained commitment to the problem-orientation to continuously enhance the guidance and supervision for staff responsible for related party transactions by streamlining management works, refining the specific requirements, and specifying the workflow to fully consolidate the management responsibilities. Online and offline mode were adopted to carry out differentiated and professional training to compliance line and business line in an open and sharing concept. In this way, the compliance awareness of related party transactions can be rooted down and grow up in the Group and run through the entire business flow, achieving the organic integration.

**vi. Inspection and assessment were taken as tools to foster a diligent and responsible environment.** CCB conducted the on-site inspections on related party transactions in some branches and subsidiaries to understand and find the problems and deficiencies in the management, draw lessons and perform the self-examination and correction. CCB carried out the assessment and appraisal on related party transactions, graded the related party transactions in the Group's institutions and included the score into the annual assessment and internal control appraisal so as to urge the institutions to be diligent and responsible and continuously improve the management measures.

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### II. ABOUT RELATED PARTIES

As at December 31, 2021, according to the rules for related party translations set forth by the CBIRC, CSRC, SSE and SEHK, CCB had identified and recorded a total of 3,193 related parties in the related party transactions management system, including 135 related legal persons and 3,058 related natural persons. The numbers of related parties under the three different regulatory standards are as follows:

**Table of the Number of Related Parties Under Different Regulatory Standards**

<b>Regulatory standard</b>	<b>Related party category</b>	<b>Number (December 31, 2020)</b>	<b>Number (December 31, 2021)</b>
CBIRC	Related legal persons	112	132
	Related natural persons	2,877	2,978
CSRC & SSE	Related legal persons	23	33
	Related natural persons	305	336
SEHK	Related legal persons	1	2
	Related natural persons	261	270
	Related legal persons	115	135
<b>Total (after eliminating duplication)</b>	<b>Related natural persons</b>	<b>2,933</b>	<b>3,058</b>

Related natural persons include directors, supervisors, senior executives, general managers and deputy general managers in charge of credit approval of tier-one branches, general managers of Head-Office departments related to credit and asset transfer, and close relatives of the foregoing persons. Related legal persons are enterprises or organizations that are controlled or jointly controlled, or can be significantly influenced by the aforesaid related natural persons.

### III. RELATED PARTY TRANSACTIONS

All the related party transactions of CCB that occurred in 2021 under the standards of the CBIRC, CSRC, SSE and SEHK were conducted with related natural persons or related enterprises of natural persons. The aggregate amount of related party transactions was very small as compared to the scale of CCB. There were no related party transactions that should be submitted to the Board of Directors for consideration and disclosure, and there were no related party transactions that were obviously unfair or damaged the interests of the Bank.

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### **i. The CBIRC's statistical standard**

In 2021, the related party transactions under the CBIRC's statistical standard were all credit extension transactions and service rendering transactions. As at December 31, 2021, the outstanding credit (excluding deposit margins, deposit receipts, and treasury bonds) to all related parties totaled RMB157,262,500. Among these, the balance of corporate loan, personal loan and credit card overdrafts stood at RMB12,660,000, RMB142,125,200, and RMB2,477,300, respectively. The service rendering transactions between CCB and related parties in 2021 amounted to RMB439,100.

### **ii. The statistical standard of the CSRC and SSE**

The related party transactions of CCB under the CSRC and SSE's standard in 2021 were mainly transactions of deposit, credit, wealth management product and service rendering. Among these, the credit extension, WM product subscription and income distribution and service rendering transactions in 2021 amounted to RMB614,953,900, RMB118,784,700, RMB2,655,600, respectively. As at December 31, 2021, CCB held the deposit balance due to all related parties of RMB150,380,000.

### **iii. The SEHK's statistical standard**

CCB's related party transactions under the SEHK's standard in 2021 were mainly WM product transactions and service rendering transactions, except for the financial assistance transactions<sup>2</sup>. Among these, the total amount of WM product subscription and income distribution transactions was RMB74,776,900 and the amount of service rendering transactions was RMB3,700 in total.

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<sup>2</sup> According to the listing rules of the SEHK, financial assistance transactions are the Bank's day-to-day business and are exempt from shareholders' approval, annual review and full disclosure as long as they conform to general commercial terms.

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## NOTICE OF 2021 ANNUAL GENERAL MEETING

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**中国建设银行**

China Construction Bank

中國建設銀行股份有限公司

*China Construction Bank Corporation*

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

**(Stock Code: 939)**

### NOTICE OF 2021 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2021 Annual General Meeting of China Construction Bank Corporation (the “**Bank**”) will be held at 3:00 p.m. on 23 June 2022 at No. 25, Financial Street, Xicheng District, Beijing, to consider and, if thought fit, pass the following resolutions:

#### **AS ORDINARY RESOLUTIONS**

1. 2021 report of the Board of Directors
2. 2021 report of the Board of Supervisors
3. 2021 final financial accounts
4. Profit distribution plan for 2021
5. Engagement of external auditors for 2022
6. 2022 fixed assets investment budget
7. Election of Mr. Zhang Jinliang as executive director of the Bank
8. Election of Mr. Tian Bo to be re-appointed as non-executive director of the Bank
9. Election of Mr. Xia Yang to be re-appointed as non-executive director of the Bank
10. Election of Mr. Graeme Wheeler to be re-appointed as independent non-executive director of the Bank
11. Election of Mr. Michel Madelain to be re-appointed as independent non-executive director of the Bank
12. Election of Mr. Wang Yongqing to be re-appointed as shareholder representative supervisor of the Bank

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## NOTICE OF 2021 ANNUAL GENERAL MEETING

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13. Election of Mr. Zhao Xijun to be re-appointed as external supervisor of the Bank

### AS SPECIAL RESOLUTION

14. Amendments to the Articles of Association

#### Reference Documents

Work Report of Independent Directors for 2021

Special Report on Related Party Transactions in 2021

Details of the above proposals are set out in the circular regarding the 2021 Annual General Meeting of the Bank dated 6 May 2022. 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  
China Construction Bank Corporation**

6 May 2022

*As at the date of this announcement, the executive director of the Bank is Mr. Tian Guoli; the non-executive directors of the Bank are Mr. Xu Jiandong, Mr. Zhang Qi, Mr. Tian Bo, Mr. Xia Yang, Ms. Shao Min and Ms. Liu Fang; and the independent non-executive directors of the Bank are Sir Malcolm Christopher McCarthy, Mr. Kenneth Patrick Chung, Mr. Graeme Wheeler, Mr. Michel Madelain, Mr. William Coen and Mr. Leung Kam Chung, Antony.*

#### 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 2021 Annual General Meeting, the Bank's register of members for H Shares will be closed from 24 May 2022 to 23 June 2022, both days inclusive, during which period no transfer of H Shares will be effected. Unregistered H Shareholders who wish to attend the 2021 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 4:30 p.m. on 23 May 2022. 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. The Board of the Bank has proposed a cash dividend for 2021 of RMB0.364 per share (including tax), totalling RMB91,004 million. If approved, the dividend will be distributed to the Shareholders whose names appeared on the register of members of the Bank after the closing of the stock market on 7 July 2022. The expected payment date of the H Shares annual cash dividend for 2021 is 29 July 2022. In order to determine the H Shareholders who are entitled to receive the 2021 cash dividends, the register of members of H Shares of the Bank will be closed from 2 July 2022 to 7 July 2022, both days inclusive, during which period no transfer of H Shares will be effected. Unregistered H Shareholders who wish to receive the 2021 cash dividends 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 4:30 p.m. on 30 June 2022. 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.
4. 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 to be a Shareholder of the Bank.

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## NOTICE OF 2021 ANNUAL GENERAL MEETING

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5. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his/her attorney duly authorized 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 authorized attorney(s).
6. 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 3:00 p.m. on 22 June 2022. 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.
7. H Shareholders who intend to attend this general meeting in person or by proxy should 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 3 June 2022.
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. In order to facilitate Shareholders in exercising their voting rights at the general meeting, avoid mass gathering and safeguard the physical wellness of Shareholders, A Shareholders are recommended to consider appointing the chairman of the meeting or the secretary to the Board as their proxies to vote on their behalf on site, or to attend and vote at the meeting by way of online voting; and H Shareholders are recommended to consider appointing the chairman of the meeting as their proxies to vote on their behalf on site.
10. Notes for the meeting:

Shareholders should pay attention to the following matters if they wish to attend the meeting on site:

- (1) Please complete and sign the reply slip in accordance with the relevant instructions provided in the notice and reply slip of the 2021 Annual General Meeting published by the Bank on 6 May 2022, and deliver it to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, in person or by post, or by fax, so that the Bank can ascertain the number of attendees of the meeting and orderly arrange the seats at the venue in advance in accordance with the relevant policies in Beijing for the prevention and control of pandemic.
- (2) Please contact the Board of Directors Office of the Bank no later than two days before this general meeting (i.e. before 3:00 p.m. on 21 June 2022, Beijing time) and communicate and register information regarding health condition and recent itineraries in order to enter the meeting venue.
- (3) Please follow and comply with instructions on pandemic prevention requirements, including attendee registration, health information inquiry and authentication and temperature check, upon arrival at the meeting venue, strictly comply with the pandemic prevention requirements of local governmental departments. Please wear masks during the whole process and keep necessary distance according to the arrangements of the meeting.
- (4) Contact details for the meeting:

Board of Directors Office of China Construction Bank Corporation  
Address: No. 25, Financial Street, Xicheng District, Beijing  
Postcode: 100033 Telephone: (8610) 66215533  
Facsimile: (8610) 66218888