China CITIC Bank Corporation Limited  
Rules of Procedure of Shareholders’ General Meeting

Chapter 1    General Provisions

Article 1   To protect the legal rights of the shareholders of China CITIC Bank Corporation Ltd. (hereinafter referred to as the “Bank”), ensure an efficient and standard operation and a scientific decision-making, and perfect the corporate governance of the Bank, these Rules of Procedure of Shareholders’ general meeting (hereinafter referred to as the “Rules of Procedure”) are hereby formulated in accordance with pertinent laws and administrative regulations including the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Commercial Banking Law of People’s Republic of China (hereinafter referred to as the “Commercial Bank Law”), China CITIC Bank Corporation Limited Articles of Association. (hereinafter referred to as the “Articles of Association”) and the reality of the Bank.

Article 2   These Rules of Procedure shall be binding on the Bank, its shareholders’ general meeting (hereinafter referred to as the “meeting”), shareholders, shareholders’ authorized agent, directors, supervisors, senior management and other members attending the meeting.

Article 3   The meeting is convened in compliance with the Company Law and other pertinent laws and administrative regulations and the Articles of Association and regulations on the meeting organization prescribed in this Rules of Procedure. All directors of the Bank are responsible for the normal convening of the meeting in credibility and should not obstruct the functioning of the meeting.

Article 4   Secretary to the Board and the Office of the Board of Directors are responsible for the preparation of the meeting.

Article 5   Shareholders have the rights to attend the meeting in person or authorize a proxy to the meeting and enjoy the right to know, the right to say, the right to question and the right to vote according to laws, administrative regulations, the Articles of Association and the Rules of Procedure.

The participating shareholders and the proxy should obey laws, administrative regulations, the Articles of Association and the Rules of Procedure and maintain the order of the meeting. They should not infringe upon the legal rights of other shareholders.

Chapter 2    Functions and Authorization
Article 6 The shareholders’ general meeting is the organ of power of the Bank and shall exercise the following functions in accordance with the law:

1. Determining the Bank's operational guidelines and investment plans;
2. Electing and replacing directors, and deciding upon matters relating to their remuneration;
3. Electing and replacing supervisors and external supervisors served by shareholders' representatives, and deciding upon matters relating to the remuneration of such supervisors;
4. Considering and approving reports by the Board of Directors;
5. Considering and approving reports by the Board of Supervisors;
6. Considering and approving annual financial budget plans and final accounting plans of the Bank;
7. Considering and approving profit distribution plans and plans to make up losses of the Bank;
8. Considering and approving matters of alteration of use of proceeds;
9. Adopting resolutions regarding increase or reduction of registered capital of the Bank;
10. Adopting resolutions on merger, division, dissolution, liquidation and change of form of the Bank;
11. Adopting resolutions on the issue of bonds or other securities as well as on the proposal of listing;
12. Adopting resolutions on stock repurchase;
13. Amending the Articles of Association;
14. Determining appointing or removing accounting firm and deciding upon its remuneration or way of deciding the remuneration;
15. Considering and approving proposals made by shareholders who have more than 3% of the total voting rights shares of the Bank separately or jointly;
16. Considering and approving matters of major investment and acquisition as well as disposal of assets of the Bank within the year exceeding 10% of the total value of net assets shown in the latest audited account of the Bank;
17. Considering and approving share incentive plan;
18. Considering and approving connected transactions which shall be approved by the shareholders’ general meeting in accordance with laws, administrative regulations, rules and provisions of the securities regulatory authority of places where securities of the Bank are listed;
19. Considering and approving other matters which shall be decided by the shareholders’ general meeting in accordance with laws, administrative regulations, departmental rules, and relevant provisions of the securities regulatory authority of places where securities of the Bank are listed.

Article 7 Except in special circumstances such as the Bank is in a crisis, the Bank shall not enter into contract with persons other than directors, supervisors, presidents and other senior managements to assign the management of the whole or any substantial part of the business of the Bank to them without prior approval of the shareholders’ general meeting or of the body authorized by shareholders’ general meeting.
Chapter 3  Convening of Shareholders’ General Meeting

Article 8  The shareholders’ general meeting includes annual meeting and interim meeting.

Article 9  The annual shareholders’ meeting shall be held once a year within 6 months after the end of each fiscal year. If the meeting needs to be adjourned because of special situation, a report shall be submitted to the banking regulatory agency of the State Council in time with reasons.

Article 10 Proposals of annual shareholder’s meeting should at least include the followings:
(1) Annual report of the Board of Directors with operation plan and key investment plan for the next year;
(2) Annual report of the Board of Supervisors;
(3) Audited final account for the previous year;
(4) Financial budget plan for the next year;
(5) Profit distribution plan for the previous year;
(6) Engagement and dismissal of the accounting firm
(7) Circulating the regulatory comments from banking regulators under the State Council and the rectification implementation of the Bank;
(8) The result of the assessment of directors by the board of directors and mutual assessment of independent directors;
(9) The result of the assessment of supervisors by the board of supervisors and mutual assessment of external supervisors.

Article 11 An interim meeting of the shareholders' general meeting shall be held within 2 months upon the occurrence of any of the following circumstances:

(1) The number of directors falls below two-thirds of the number of members of the Board of Directors of the Bank or below the number prescribed by the Company Law;
(2) The Bank's losses which are not made up have reached one-third of the total amount of actual share capital;
(3) An individual shareholder or a group of shareholders holding more than 10% of issued shares of the Bank with right to vote (excluding shares held by proxy) make a request;
(4) The Board of Directors deems necessary;
(5) The Board of Supervisors proposes for such a meeting.
(6) More than half of independent directors or more than half of external supervisors propose for such as meeting; if there were only 2 external supervisors in the Bank, proposals of having such a meeting shall be agreed by both of them;
(7) Other conditions stipulated by laws, administrative regulations and rules.

Article 12 More than half of independent directors are entitled to propose the opening
of an interim shareholders’ meeting to the board of directors. The board of directors shall grant feedback in writing of agreement or disagreement within 10 days subsequent to the receiving of the proposal in accordance with prescriptions of law, administrative rules, regulations and the Articles of Association.

The board of directors shall issue notice of shareholders’ meeting within 5 days subsequent to resolution of the Board upon agreeing the opening of interim shareholders’ meeting and shall state written reasons upon disagreement.

**Article 13**  the board of supervisors is entitled to propose for interim meeting of shareholders to the board of directors, and shall submit the proposal in writing. The board of directors shall grant feedback in writing of agreement or disagreement within 10 days subsequent to the receiving of the proposal in accordance with prescriptions of law, administrative rules, regulations and the Articles of Association.

The board of directors shall issue notice of shareholders’ meeting within 5 days subsequent to resolution of the Board upon agreeing the opening of an interim shareholders’ meeting and shall obtain consent of the board of supervisors on alteration of the original proposal.

If the board of directors disagrees with the opening of an interim meeting or do not grant feedback within 10 days subsequent to receiving the proposal, it shall be deemed as unable to perform or not to perform its duties of convening shareholders’ meeting, and the board of supervisors may convene and preside over a meeting by itself.

**Article 14**  An individual shareholder or a group of shareholders holding more than 10% of voting shares are entitled to request the opening of an interim meeting or a classified meeting, and shall submit a written proposal to the board of directors. The board of directors shall grant feedback in writing of agreement or disagreement within 10 days subsequent to the receiving of the proposal in accordance with prescriptions of law, administrative rules, regulations and the Articles of Association.

The board of directors shall issue notice of a shareholders’ interim or classified meeting within 5 days subsequent to resolution of the Board upon agreeing the opening of a shareholders’ interim or classified meeting and shall obtain consent of relevant shareholders on alteration of the original proposal.

If the board of directors disagree with the opening of an interim or classified meeting or do not grant feedback within 10 days subsequent to receiving the proposal, an individual shareholder or a group of shareholders holding more than 10% of voting shares are entitled to propose for the opening of an interim meeting or a classified meeting to the board of supervisors in writing.

The board of supervisors shall issue notice of shareholders’ interim meeting or a classified meeting within 5 days subsequent to resolution of the Board upon agreement with opening of an interim shareholders’ meeting and shall obtain consent of the
The board of supervisors failing to issue notice of the shareholders interim or classified meeting shall be deemed as the board of supervisors do not convene or preside over such a meeting. Such a meeting may be convened and presided over by an individual shareholder or a group of shareholders holding more than 10% of voting shares for a consecutive period of more than 90 days.

**Article 15** Costs for attending general or classified meeting shall be born by the shareholders themselves. Reasonable expenses incurred by holding and convening meeting by shareholders because the board of directors and the board of supervisors failed to hold meeting according to the aforesaid provisions shall be repaid by the Bank and shall be deducted from the sum of fund owed by the Bank to directors and supervisors in default.

**Article 16** If the board of supervisors or the shareholders propose to convene shareholders’ general meeting on their own, the board of directors shall be informed in writing, and reports shall be delivered for file to the banking regulatory agencies of the State Council, the branch of securities regulatory departments of the State Council in the location of the Bank, and the domestic stock exchange. The notice for the opening of interim meeting shall be issued, and the contents of the notice shall be consistent with the provisions of Article 27 of the Rules of Procedure and should also meet the following requirements:

1. New contents are not allowed to be added, otherwise the board of supervisors or the shareholders making proposal shall propose request for the opening of an interim meeting to the board of directors according to the above procedures once again;
2. Venue of the meeting shall be at the registered address of the Bank.

Shareholders convening such a meeting shall submit relevant evidence and documents to the branch of securities regulatory departments of the State Council in the location of the Bank and the domestic stock exchange when issuing the meeting notice and announcement of resolution of the shareholders’ general meeting.

Shares held by shareholders convening such a meeting shall not be less than 10% prior to announcement of the resolution of the shareholders’ general meeting.
Article 19   An individual shareholder or a group of shareholders holding at least 3% of shares may propose interim proposal and submit it to the meeting convener in written form 10 days prior to the opening of the meeting; convener of the general meeting of shareholders shall issue supplemental notice of the meeting within 2 days after receiving the proposal to make the contents public, and shall submit the interim proposal to the shareholders’ general meeting for considering and approving. The content of the interim proposal shall belong to the scope of function of the shareholders’ general meeting and shall have a clear agenda and a specific resolution item.

Except in the circumstances provided in the above clause, the convener shall not amend the proposals in the meeting notice or add new proposal listed subsequent to issuing of the notice.

Article 20   Shareholders making proposals can propose for convening interim shareholders’ general meeting. No matter whether it is convened by the Board of Directors, proposals shall be tabled by shareholders making proposals.

Article 21   The Board of Supervisors can propose for convening interim shareholders’ general meeting. No matter whether it is convened by the Board of Directors, proposals shall be tabled by the Board of Supervisors.

Article 22   The Board of Directors shall regard maximizing the interest of the Bank and shareholders as the code of conduct, and examine the proposals on the basis of the following conditions:

(1) The content shall not conflict with laws, administrative regulations and Articles of Association of the Bank, and shall be within the business scope of the Bank and the scope of function of the shareholders’ general meeting;
(2) The proposal shall have a clear agenda and a specific resolution items;
(3) The proposal shall be submitted or delivered to the Board of Directors in written form.

Section 2   Convening of Meeting, Notice and Change of Time

Article 23   The meeting notice shall be issued by the convener. According to this Rules of Procedures, convener can be the Board of Directors, shareholders that put forward proposals and the Board of Supervisors. Except otherwise prescribed in this Rules of Procedures, the Board of Directors shall convene the meeting in accordance with laws, rules and administrative documents and this Rules of Procedure.

Article 24   Meeting notice shall be issued 45 days before the date of shareholders’ general meeting to inform all registered shareholders of the issues to be considered and approved as well as the date and place of the meeting. Those shareholders planning to attend the meeting shall serve the written reply on the Bank 20 days before the date of this meeting.
Article 25  The Bank shall calculate the number of shares with rights to vote represented by all shareholders planning to attend the meeting according to the written reply received 20 days prior to the opening of the meeting. If the number of shares with rights to vote represented by all shareholders planning to attend the meeting fail to reach more than 50% of all of the shares with rights to vote of the Bank, the Bank shall inform the shareholders of the items to be considered and approved at the meeting as well as the meeting time and place (registered address of the Bank or other location) once again. After issuing such public notice, the Bank shall hold the meeting.

The Bank will arrange the place for the meeting and will hold the meeting in the form of site meeting.

Proposals not listed in the notice or the supplemental notice or inconsistent with the provisions of the prior clause shall not been voted for resolutions in the general meeting of shareholders.

Article 26  Once the notice is issued, the shareholders’ general meeting shall not be postponed or canceled and the matters listed in the meeting notice shall not be canceled without proper reasons. On circumstances of postponement or cancellation of the meeting, public announcement shall be made, and reasons shall be explained by the convener at least 2 working days prior to the original opening day.

Article 27  Meeting notices of the general meeting of shareholders must meet the following requirements:

(1) In written form;
(2) With designated meeting place, date and time;
(3) A description of the matters to be discussed at the meeting;
(4) Provide required information and interpretations necessary for shareholders to make wise decisions on the matters to be discussed; this principle includes (but not limited to) providing the specific transaction conditions and contract (if any) of proposed merger, repurchase of shares, equity restructuring or other reorganization of the Bank, and giving serious interpretation to the causes and consequences;
(5) If any of the directors, supervisors, presidents and other senior management staff has material interest in the matters to be discussed, the nature and extent of such interest shall be disclosed; if the influences of the matters to be discussed on such director, supervisor, president and other senior management staff as a shareholder is different from that on other shareholders of the same type, such difference shall be stated;
(6) Contain the text of special resolutions to be proposed for adoption at the meeting;
(7) With clear instructions that shareholders having the right to attend the meeting and to vote are entitled to entrust one or more than one proxies to attend the meeting and to vote for them and the proxies may not be shareholders;
(8) With the delivering time and place of the proxy form;
(9) Shares registration day of shareholders having the right to attend the shareholders’ general meeting;
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(10) Names and telephone numbers of the contact person for meeting affairs.

**Article 28** The meeting notice should be issued as followings:

(1) Meeting notice of the shareholders’ general meeting shall be sent out by special person or by postpaid mails. For shareholders of domestically listed shares, notice can be issued in the form of announcement.

(2) In the case the notice is delivered by a courier, the receiver shall sign (or seal) the return sheet of delivery, and the date of the receiver's signing on the notice shall be the date of delivery; in the case the notice is sent out in mail, the date of delivery shall be the 48th hour of the date of delivery to post office; in the case the notice is delivered through announcement, the date of the first publication of the announcement shall be the date of delivery.

(3) The announcement referred to in the preceding paragraph should be published in one or more than one newspaper designated by the securities regulatory agencies of the State Council within the period of 45 to 50 days prior to the opening of the meeting. The announcement, once published, shall be deemed as being received by all shareholders of domestically listed shares.

(4) Failure to send the notice to persons entitled to receive the notice due to accidental omission or the persons having not received the notice; the meeting as well as resolutions made on the meeting shall not be invalid due to the reasons thereupon.

**Section 3 Attendance and Registration**

**Article 29** Shareholders shall attend the meeting in person or appoint one or some proxies (not necessarily shareholder of the Bank) to attend and vote in the meeting. All directors, supervisors and the board secretary shall attend the meeting, and president of the Bank as well as other senior administrators shall attend as nonvoting delegate. The Bank reserves the right to refuse person other than shareholders, proxies, directors, supervisors, secretary to the board of directors, senior management and person invited by the board of directors to attend the meeting.

**Article 30** The proxy may exercise the following rights according to the authorization of shareholders:

(1) The right of shareholders to speak at the general meeting of shareholders;
(2) Request by themselves or jointly with others to vote by poll;
(3) To exercise the right to vote by show of hands or by poll, but when the number of shareholders’ proxy is more than one, such proxies can only exercise the right to vote by a poll.

**Article 31** Shareholders shall entrust proxies in writing. The proxy form shall be signed by the consigner or the attorneys entrusted in writing; if the consigners are legal persons or other agencies, seals of the legal persons or signatures of the legal representatives, directors, or officially entrusted attorneys shall be attached.
Personal shareholders shall show their own identity cards or other valid documents or proof, or the stock account cards which can prove their identity when attending the meeting in persons. Proxies shall show valid identity documents and the proxy form signed by shareholders.

Corporate shareholders shall attend the meeting by the legal representatives or the proxies entrusted by the legal representatives. Legal representative attending the meeting shall show their own identification cards and valid proofs that can prove their legal representatives’ status; proxies attending the meeting shall show their own identification cards and the written proxy form issued by the legal representatives of the corporate shareholder in accordance with the law.

Article 32 Proxy form shall be placed at the registered address of the Bank or other designated places specified in the meeting convening notice at least 24 hours before opening of the meeting discussing the matters concerned or 24 hours before the designated voting time. If the proxy form is signed by persons authorized by the consigners, the authorization documents should be notarized. The notarized authorization documents and other authorization documents shall be placed at the registered office of the Bank or other designated places specified in the meeting convening notice together with the proxy form.

If shareholders are legal persons or other organizations, their legal representatives, persons authorized by their board of directors or other decision-making bodies shall attend the general meeting of shareholders of the Bank as representatives.

Article 33 Proxy form issued by the shareholders to entrust others to attend the shareholders’ general meeting shall contain the following contents:
(1) Name of the proxy;
(2) Whether or not having the right to vote;
(3) Instruction of voting of for, against or abstention for each deliberation on the agenda of the shareholders’ general meeting;
(4) The date of issuance and validity of proxies;
(5) The signatures (or seals) of consigners. If consigners are domestic corporate shareholders, seals of the corporate should be affixed.

Article 34 Format of blank proxy form issued by the board of directors of the Bank or conveners for shareholders to entrusting agents, shall allow shareholders to freely select instructions to proxies for voting for, against or abstention in a vote as well as to make instructions to each matter to be voted in the meeting. The proxy form shall give clear indication that if the shareholders do not give instructions, the proxy may vote according to their own wills.

Article 35 Votes made by the proxy pursuant to proxy form shall still be valid as long as no written notices is received before opening of the meeting, indicating that the consigners have died, lost action capacity, withdrawn the authorization, withdrawn the authorization stipulated in signed proxies, or transferred their shares prior to the vote.
Article 36  The register of people attending the meeting shall be prepared by the office of the board of directors and people attending the meeting shall sign their names on the register. The register shall include such items as names of participants (or names of corporate), the ID card numbers, home addresses, or number of voting shares held or represented, and names (or names of corporate) of consigner, and so on.

Article 37  The convener and the lawyer hired by the Bank shall verify the legitimacy of shareholders’ status together according to the register of shareholders provided by the domestically listed share and foreign shares registration agencies and shall register names (or titles) of shareholders as well as the number of voting shares held by the shareholders. Prior to announcement of number of shareholders and proxies as well as the total number of voting shares held by them by the meeting chairman, the meeting registration shall be terminated.

Section 4  Meeting

Article 38  Shareholders’ meeting convened by the board of directors shall be presided over by the board chairman; if the board chairman is unable to attend the meeting due to certain reasons, a vice board chairman shall be appointed by the board chairman to convene and preside over the conference as chairman of the meeting; if the board chairman and vice board chairman are both unable to attend the meeting, a director shall be appointed by the board of directors to convene and preside over the conference as chairman of the meeting; if the conference chairman is not designated, one person may be elected by the attending shareholders as chairman of the meeting to preside over the conference.

Meetings convened by the board of supervisors in accordance with statutory procedures shall be chaired by the chairman of the board of supervisors. When the chairman of the board of supervisors is unable to perform his duties or fails to discharge his duties, the vice-chairman of the board of supervisors shall convene and preside over the meeting. When the vice-chairman is unable to perform his duties or fails to discharge his duties, a supervisor elected jointly by more than half of the supervisors shall convene and preside over the meeting.

Meetings convened by the shareholders in accordance with statutory procedures shall be chaired by a representative proposed by the convener.

When the shareholders’ meeting cannot be continued due to violation of rules of procedure by the chairman of the meeting, with the approval of more than half of the attending shareholders with voting rights, a replacement of the chairman may be elected by shareholders and the meeting shall continue.

Article 39  At the annual meeting of shareholders, the board of directors and the board of supervisors should deliver reports of works in the previous year to the shareholder’ general meeting. Each independent director should also report his work.
Article 40    Directors, board of supervisors and senior managements shall make explanation and clarification for questions and suggestions of shareholders at the general meeting of shareholders.

Article 41   The meeting chairman shall announce prior to voting the number of attending shareholders and proxies as well as the total number of voting shares represented by them. The total number of voting shares shall be the one shown on the register of shareholders and proxies attending the meeting.

Article 42   Proposals that shall not be included in the agenda of the meeting decided by the Board of Directors should be explained in the meeting.

Section 5    Voting and Resolutions

Article 43   Each proposal shall be concluded with a resolution.

Article 44   Under the premise of ensuring legitimacy and validity of the shareholders’ general meeting, the Bank shall provide convenience to shareholders by various ways for participation in the meeting.

Article 45   Shareholders (including proxies of shareholders) shall exercise their rights to vote according to the number of voting shares held by them when voting at the shareholders’ general meeting and each share shall take one vote.

Shares held by the Bank are ones without the right to vote and such part of shares shall not be counted into the total voting shares of the meeting.

If share capital of the Bank includes shares without right to vote, words of “without voting right” shall be added in the appellations of the shares.

If share capital of the Bank includes shares with different rights to vote, words of “restricted voting right” or “constrained voting right” shall be added in the appellations of each of the classified shares (excepting the shares with the most preferential voting right).

The shareholders’ general meeting shall vote by show of hands, unless voting by poll is especially required pursuant to the relevant provisions of the securities regulatory agencies in the place where stocks of the Bank are listed or the following persons require the same prior to or subsequent to voting by show of hands:
   (1) Chairman of the meeting;
   (2) At least two shareholders having the right to vote or their proxies;
   (3) One or several shareholders (including proxies) holding jointly or separately more than 10% (including 10%) of the voting shares.

Unless voting by poll is required by persons above, the chairman of the meeting shall announce the voting result based on the voting by show of hands and record the result in
minutes of the meeting as final result. There is no need to prove the votes for or against the resolutions passed on the meeting or their proportion.

Request for voting by poll may be withdrawn by person who requires it.

**Article 46** Shareholders attending the general meeting of shareholders shall deliver one of the following opinions: consent, opposition or abstention concerning proposals to be voted.

Unfilled, wrongly filled, unrecognizable, and un-submitted votes shall be deemed as voters’ abstention of his voting rights and the voting result of shares held by the above voters shall be taken into account as “abstention”.

**Article 47** The shareholders’ general meeting shall make vote itemized on all of the proposals, shall make vote on the proposals according to time order if there are different proposals concerning the same matter and shall not lay proposals aside or not granting vote except resulting from ceasing of shareholders’ general meeting or resolutions are unable to be made due to such special reasons as force majeure.

On consideration of a proposal, the shareholders’ general meeting shall not amend such a proposal, or else, relevant alteration shall be deemed as a new proposal which cannot be voted at this meeting.

**Article 48** The list of nominated directors and supervisors shall be submitted to the shareholders for vote in form of proposal. Shareholders shall cast vote on each nominee.

Resolution approved shall be submitted to the banking regulators under the State Council for examination.

Nomination ways and procedures of directors and supervisors are as following:

1. The Board director (except independent director) shall be nominated by the board of directors or shareholders holding separately or jointly more than 3% of voting shares; shareholder representative supervisor shall be nominated by the board of supervisors or shareholders holding separately or jointly more than 3% of voting shares, and shall be elected by the shareholders’ general meeting.
2. Independent directors may be nominated by the Board and the shareholders separately or jointly holding more than 1% of the issued shares of the Bank; external supervisors may be nominated by the Board of Supervisors and the shareholders separately or jointly holding more than 1% of issued shares of the Bank, and independent directors and external supervisors shall be elected by the shareholders’ general meeting. Appointment of independent directors and external supervisors shall be reported to the banking regulatory bodies of the State Council for qualification consideration and approval.
3. The nominated director and supervisor shall make a written acknowledgement before the opening of the shareholders’ general meeting agreeing to accept the nomination and to promise the truthfulness and completeness of their disclosed information and to ensure
thorough fulfillment of obligations once being elected.
(4) The intention to nominate a director or supervisor, written notice of consent of the
nominees to accept the nomination, and relevant written material of nominees shall be
delivered to the Bank not less than 7 days prior to the date of opening of the general
meeting of shareholders. The nominator shall provide the shareholders with the
curriculum vitae and basic information of the nominee.
(5) The period of time provided to the nominator and the nominees for submitting the
aforesaid notices and documents (this period shall be calculated from the day after the
day on which the meeting notice is issued) shall not be less than 7 days.

Article 49 Resolutions of Shareholders’ General Meeting include general resolutions
and special resolutions.

I General resolution
1. General resolution at a general meeting of shareholders shall be passed by more than
half of shareholders (including proxies) with voting rights present at the meeting.

2. The following matters shall be passed through general resolution in the shareholders’
general meeting:

(1) Policies on business operation and significant investment plans of the Bank;
(2) To elect and replace directors, supervisors who are representatives of the shareholders,
and external supervisors, and to decide on matters concerning the remuneration of the
directors and supervisors;
(3) Working report of the Board of Directors and the Board of Supervisors;
(4) Annual financial budget, final accounts, balance sheet, income statement and other
financial statements of the Bank;
(5) Profit distribution and losses making up plans of the Bank;
(6) Hiring and firing accounting firms and deciding their remuneration or confirming
ways of deciding their remuneration;
(7) Annual report of the Bank;
(8) Other issues excepting those to be passed by special resolutions prescribed by laws,
administrative rules and regulations and the Articles of Association.

II Special resolution

1. Special resolution at a general meeting of shareholders shall be passed by more than
two thirds of shareholders (including proxies) with voting rights present at the
meeting.

The following matters shall be passed by special resolutions in the shareholders’ general
meeting:
(1) Increase or reduction in registered capital and to issue any kind of stock, warrants and
other similar securities;
(2) Merger, division, dissolution and liquidation or change in corporate form of the Bank;
(3) Issue bonds of the Bank;
(4) Repurchase stocks of the Bank;
(5) Amendments to the Articles of Association;
(6) Share incentive plan;
(7) Acquisition and disposal of substantial assets within one year or guarantee fund exceeding 30% of the latest audited total assets of the Bank;
(8) Other matters passed by general resolutions of the shareholders’ general meeting which may cause significant impact to the Bank and need to be passed by special resolutions.

**Article 50** For matters considered by the shareholders’ meeting belonging to connected transactions, the connected shareholders may not participate in voting, and the voting shares held by the connected shareholders may not be counted into the effective voting shares.

**Article 51** The votes made by shareholders or their representatives shall not be counted if the votes they made violate such relevant proscriptions or limitations of the listing rules of the place in which foreign shares are listed, which prescribe that such shareholders shall abandon the right to vote in considering certain matters or constrain that such shareholders can only vote for (or against) certain matters to be considered.

**Article 52** If the matters required to be voted by poll are election of chairman or termination of meeting, voting by poll shall be conducted immediately. For other matters requested to be voted by poll, the meeting chairman shall determine the time for voting and the meeting may be continued for discussion of other matters, and the results of the vote shall be deemed as resolutions passed at the meeting.

**Article 53** When casting votes, shareholders (including proxies) with two or more than two voting shares do not have to take aye or opposition with all of the voting shares.

When the number of opposition and aye is the same, the conference president is entitled to take one more vote no matter the voting was made way by show of hands or by poll.

Prior to voting at the shareholders’ general meeting, two shareholders’ representatives shall be elected for votes counting and supervision. Shareholders and their proxies having interest relations with the matters to be considered are not permitted to participate in votes counting and supervision.

For the voting of each matter considered at the shareholders’ general meeting, counting and supervision of votes shall be conducted together by lawyers, shareholders’ representatives and supervisors’ representatives and the voting result shall be announced at the meeting.

**Article 54** The written resolution is required. The chairman of the meeting shall make decisions on passing or not passing the resolution according to the provisions of the Articles of Association. The chairman’s decision shall be a final one and shall be announced at the meeting and shall be recorded in the meeting minutes.
Article 55  If the chairman of the meeting has any doubts about the outcome of the voting, he may count the votes; if the chairman does not count the votes, shareholders or shareholders’ proxies attending the meeting of the shareholders and having doubts about the outcome announced by the chairman are entitled to require for a count of votes immediately after the declaration of the outcome and the chairman should immediately carry out a recount of the votes.

Article 56  Resolution of the meeting of shareholders shall be deemed as invalid if it is in violation of laws and administrative regulations.

Article 57  The minutes of shareholders’ general meetings shall be recorded by the board secretary and shall contain the following contents:
(1) Meeting time, location, agenda and name of the convener;
(2) Names of the meeting chairman and the directors, supervisors, bank president and other senior managements attending the meeting or attending as nonvoting delegates;
(3) Number and percentage of the domestically listed shares carrying voting right held by shareholders (including proxies) present at the meeting and overseas listed shares carrying voting shares held by shareholders (including proxies) present at the meeting;
(4) Consideration process and key speech points of each proposal, as well as the voting result of each proposal made by shareholders holding the domestically listed shares and shareholders holding the overseas listed shares;
(5) Inquiry opinions or suggestions of shareholders as well as relevant answer or explanation;
(6) Name of lawyer, votes counter and supervisor;
(7) Other matters which shall be recorded in the minutes according to the provisions of the Articles of Association.

Article 58  The convener shall ensure truthfulness, accuracy and completeness of the contents in the minutes which shall contain signatures of the participating directors, supervisors, board secretary, convener or their representatives as well as the meeting chairman. The minutes shall be kept together with the signature list of shareholders attending the meeting, proxy forms as well as valid materials of voting situation for not less than 10 years.

Article 59  Convener shall ensure smooth going of the shareholders’ general meeting until final decisions are made. For ceasing of shareholders’ general meeting or failing to make resolutions due to special reasons such as force majeure, measures shall be adopted as soon as possible for resuming of such a meeting or direct termination of this meeting and an announcement shall be issued. Meanwhile, the convener shall report to the branch of security regulatory departments of the State Council in the location of the Bank, and the domestic stock exchange.

Section 6  Special Procedures for Voting of Classified Shareholders

Article 60  Classified shareholders are referred to shareholders holding different types of share.
Classified shareholders enjoy rights and assume obligations in accordance with the law, administrative regulations and the provisions of the Articles and Association.

Except shareholders of other classified shares, shareholders of the domestically listed shares and shareholders of overseas listed shares shall be regarded as shareholders of different class.

Shares held by the promoters are ordinary shares which can be circulated inside and outside the territory of China and which have the same rights as all of the shares. Part or all of such ordinary shares may be converted into foreign shares and traded in overseas stock exchange once approved by the securities regulatory institute of the State Council in accordance with prescriptions of the State Council subsequent to the initial public offering and listing of shares of the Bank outside the territory of China. Approval of the regulatory institute in the place in which shares of the Bank are listed or approval of other shareholders of the Bank shall not be indispensable to the conversion of shares held by promoters into foreign shares.

Article 61 Alteration or abolishment of classified shareholders’ rights cannot be conducted until passed through special resolution at the shareholder’ general meeting and passed by classified shareholders affected by such alteration or abolishment at shareholders’ meeting convened according to the provisions of Article 63 to Article 66.

Article 62 Cases of the following categories shall be deemed as alteration or abolishment of rights of certain classified shareholders:

(1) Increasing or reducing the number of such classified shares, or increasing or decreasing the number other classified shares with the same or more voting rights, distribution rights and other privileges as such classified shares;
(2) Converting all or part of such classified shares into other classes, or converting all or part of other class of shares into such classified shares, or granting such a converting right;
(3) Canceling or reducing the existing right of such classified shares to obtain existed dividends or to accumulate dividends;
(4) Reducing or canceling the existing priority of such classified shares to obtain dividends or obtain assets distribution in liquidation of the Bank;
(5) Increase, cancellation or reduction of rights attaching to such classified shares, including conversion right, option right, voting right, transferring right, preferential allotment right and right to obtain securities of the Bank;
(6) Reducing or canceling rights attaching to such classified shares to receive payable funds of the Bank in certain currency;
(7) Set up new classes of shares with the same or more voting right, distribution right or other privileges;
(8) Imposing or increasing restriction of transferring or ownership right of such classified shares;
(9) Issuing the right to subscribe or convert such classified shares or other classified shares;
Rules of Procedure of Shareholders’ General Meeting

(10) Increasing the rights and privileges of other classified shares;
(11) Restructuring programs of the Bank will pose a situation that different classified shareholders shall assume disproportional responsibilities in the restructuring;
(12) Amending or repealing the provisions of this chapter.

**Article 63** When matters prescribed in clauses (2) to (8), and (11) to (12) of Article 62 are concerned, classified shareholders affected, other than the shareholders having interests in those matters, shall have voting rights at the classified shareholders’ meetings, no matter whether they have or do not have the right to vote originally at the shareholders’ general meeting.

Shareholders having interests described in the above clause means:
(1) When the Bank makes a share repurchase offer of the same proportion to all of the shareholders according to the prescription of Article 28 of the Articles of Association or repurchases its own shares through open trade in any stock exchange, “shareholders having interests” are referred to the controlling shareholders defined in Article 62 of the Articles of Association;
(2) When the Bank repurchases its shares by contract outside the stock exchange according to the prescription of Article 28 of the Articles of Association, “shareholders having interests” are referred to shareholders having relation with this contract;
(3) In the restructuring program of the Bank, “shareholders having interests” are referred to shareholders assuming responsibilities in a lower ratio than other shareholders’ of the same classified shares or shareholders having different interests comparing to other shareholders of the same classified shares.

**Article 64** Resolutions of classified shareholders’ general meeting shall be adopted after passed by more than two thirds of shareholders holding voting rights and attending the meeting in accordance with the prescription of the Article 63.

**Article 65** Written notices of the opening of classified shareholders’ meeting shall be issued 45 days prior to the opening of such meeting to inform of all the shareholders in the register of members the matters to be considered and time and place of the meeting. Shareholders who plan to attend the meeting shall serve the written replies on the Bank 20 days before opening of the meeting.

The classified meeting may be held if the voting shares of shareholders planning to attend the meeting reach half or more of the total number of such classified shares with rights to vote; if the proportion of half cannot be reached, the Bank can hold such a meeting after making an announcement to shareholders within 5 days informing the matters to be considered and time and place of the meeting for the second time.

**Article 66** Notice of classified shareholders’ meeting are to be delivered to shareholders having the right to vote at the meeting only.

Classified shareholders’ meeting shall be held according to the same procedures as that of the shareholders’ meeting except otherwise prescribed in the Articles of Association and
Section 7 Issues After the Meeting

Article 68 An announcement of resolutions of the shareholders’ general meeting shall be published in time. The announcement shall contain the number of shareholders and shareholders’ proxies attending the meeting, the total number of voting shares held by the shareholders and shareholders’ proxies attending the meeting and the proportion of voting shares accounted in the whole share capital of the Bank, as well as the voting way and result of each proposal, and the detailed content of each resolution.

Article 69 If a proposal is not passed or resolutions at the previous meeting are altered at the shareholders’ meeting, a special note shall be made in the announcement of the resolution of the shareholders’ meeting.

Article 70 The secretary to the board, in accordance with laws, administrative regulations and rules, should submit the meeting minutes, resolutions and other meeting materials to the banking regulator under the State Council for filing.

Article 71 The register of persons attending the meeting, proxy forms, voting statistics and meeting minutes should be kept by the board secretary according to the document administration system of the Bank for at least 10 years.

Chapter 5 Information Disclosure of Shareholders’ General Meeting

Article 72 The Board of Directors of the Bank shall formulate the standards, means and ways, etc., of information disclosure, and put in place and enhance the Bank’s system of information disclosure according to the relevant provisions of the laws, administrative regulations and laws and the securities regulatory agencies where the Bank’s stocks are
Article 73  The Bank shall disclose its information on a regular basis following the principles of authenticity, accuracy, comprehensiveness and timeliness.

Chapter 6 Implementation of Resolutions of Shareholders’ General Meeting

Article 74  Resolutions in the meeting shall be carried out by the Board, and shall be implemented by the Bank led by the President according to content of resolutions and division of responsibilities; matters that shall be implemented by the Board of Supervisors required in resolutions shall be organized by the chairman of the Board of Supervisor.

Chapter 7  Additional Provisions

Article 75  Unless specified otherwise, the terms shall have the same meanings with terms in the Articles of Association.

Article 76  The Rules of Procedure adopted by general resolution shall be implemented on the same day when the Articles of Association take effect.

Article 77  Matters not mentioned herein or conflicting with clauses in the Articles of Association of the Bank or laws and regulations enacted and revised after the enforcement of this Rules of Procedure should be subject to laws, regulations and the Articles of Association.

Article 78  Except otherwise stipulated in these Rules of Procedure or implicating no different understandings in the context, the phrases such as "more than", "within", "not less than" and "prior to" as used in these Rules of Procedure shall also include the number or amount itself, while the phrases such as "in excess of", "less than", "lower than", "other than" and "under" shall not include the number or amount itself.

Article 79  The Board of Directors shall be charged with interpretation of these Rules of Procedure.