

Industrial and Commercial Bank of China Limited

Rules of Procedures for the General Meeting of Shareholders

May 25, 2009

Revised at the Annual General Meeting for the Year 2008 of the Industrial and
Commercial Bank of China Limited

**The English version is for reference only. Should there be any inconsistency
between the English and Chinese versions, the latter shall prevail.**

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Rules of Procedures for the General Meeting of Shareholders of ICBC

Chapter I General Provisions

Article 1 In order to ensure that the shareholders of the Industrial and Commercial Bank of China Limited (“the Bank”) exercises powers according to the laws, guarantee the efficient and standardized operation and scientific decision-making of the General Meeting of Shareholders, and improve the Bank’s governance structure, the Rules is hereby formulated pursuant to the *Company Law of the People’s Republic of China* (the “*Company Law*”), the *Securities Law of the People’s Republic of China* (the “*Securities Law*”), the *Law of the People’s Republic of China on Commercial Banks*, the *Articles of Association of Industrial and Commercial Bank of China Limited* (the “*Articles of Association of the Bank*”) and other pertinent laws, administrative regulations and codes, taking into account the Bank’s conditions.

Article 2 The Rules shall be binding upon the Bank, all its shareholders, the Bank’s directors, supervisors, senior management personnel and other non-voting attendees present at the general meeting.

Article 3 The general meeting shall be convened by the Board of Directors of the Bank pursuant to the *Company Law* and other laws, administrative regulations, codes and the Rules hereof on the holding of the general meeting, except as provided otherwise. The Bank’s directors shall have the obligation of good faith to the normal holding of the general meetings, and shall not obstruct the meetings from performing their powers and functions.

Article 4 Secretary of the Board and the Office of the Board of Directors shall be responsible for preparing for and organizing the general meetings.

Article 5 Any people holding shares of the Bank shall be entitled to attend in person or entrust a proxy to attend the general meeting, and enjoy the right of information, right to speak, right of inquiry, right of voting, and other shareholder rights pursuant to the laws, administrative regulations, codes, the Articles of Association of the Bank and the Rules hereof.

Shareholders and proxies attending the general meeting shall observe relevant

laws, administrative regulations, codes, the Articles of Association of the Bank and the Rules hereof, and shall keep order in earnest, and shall not infringe upon other shareholders' legitimate rights and interests.

Article 6 Before holding the general meeting, the Bank shall engage lawyers to issue legal opinions and announcement on the following issues:

- (1) Whether the procedures for convening and holding the general meeting are in line with laws, administrative regulations, codes, the Articles of Association of the Bank and these Rules hereof;
- (2) Whether the qualifications of the attendees and convener are legal and valid;
- (3) Whether the voting procedures and results of the general meeting are legal and valid;
- (4) Legal opinions issued at the request of the Bank on other questions.

Chapter II Powers and Authorization of the General Meeting of Shareholders

Article 7 The General Meeting of Shareholders is the power organ of the Bank. The General Meeting of Shareholders exercises the following powers and functions according to laws, administrative regulations and the Articles of Association of the Bank:

- (1) Decide on the Bank's business policies and major investment plans;
- (2) Elect and replace directors and decide on relevant directors' remuneration;
- (3) Elect and replace supervisors and external supervisors assumed by representatives of shareholders, and decide on relevant supervisors' remuneration;
- (4) Review and approve the work report of the Board of Directors;
- (5) Review and approve the work report of the Board of Supervisors;
- (6) Review and approve the Bank's annual financial budgets and final accounting plans;
- (7) Review and approve the Bank's profit distribution and loss offsetting plans;
- (8) Make resolutions on the plans on increase or reduction of registered capital of the Bank;

- (9) Make resolutions on the Bank's merger, division, dissolution, liquidation or amendment of corporate type;
- (10) Make resolutions on the issuance of corporate bonds or other securities and the listing plan of the Bank;
- (11) Make resolutions on the repurchase of the Bank's shares;
- (12) Amendment to the Bank's Articles of Association;
- (13) Make resolutions on the Bank's engagement or dismissal of the accounting firm;
- (14) Review and approve or authorize the Board of Directors to review and approve the Bank's establishment of legal entities, major acquisition and merger, major investments, major asset disposal, major guarantee, etc.;
- (15) Review and approve the alteration of the use of raised funds;
- (16) Review the equity incentive plan;
- (17) Review and approve the proposals submitted by shareholders independently or jointly holding more than 3% of voting shares in the Bank;
- (18) Review the related party transactions that shall be subject to review and approval of the General Meeting of Shareholders pursuant to the laws, administrative regulations, codes and regulations of the securities regulatory authority in the place where the Bank's stock is listed;
- (19) Other matters that shall be decided by the General Meeting of Shareholders pursuant to the laws, administrative regulations, codes, regulations of the securities regulatory authority of the place where the Bank's stock is listed, and the Articles of Association of the Bank.

Article 8 The aforesaid matters within the scope of authority of the General Meeting of Shareholders shall be reviewed and decided by the General Meeting of Shareholders, and may be decided by the Board of Directors with the authorization of the General Meeting of Shareholder, provided that it is necessary, reasonable and legal. The authorization shall be clear and in details.

The authorization of the General Meeting of Shareholders to the Board of Directors, if the authorized matters should be adopted by the General Meeting of Shareholders with ordinary resolutions according to the Articles of Association of the Bank, shall be subject to the approval of the shareholders present at the general meeting (including proxies of shareholders) with more than half of the voting rights; if the authorized matters should be adopted by the General Meeting of Shareholders with

special resolutions according to the Rules hereof, the authorization shall be subject to the approval of the shareholders present at the general meeting (including proxies of shareholders) with more than two thirds of the voting rights.

Chapter III Procedures for Holding of Shareholders' Meetings

Section I Form of the Holding of Shareholders' Meetings

Article 9 The general meetings are divided into annual general meetings and extraordinary general meetings.

Article 10 The annual general meeting is held once a year within six months after close of a fiscal year. If the meeting needs to be deferred under special circumstances, the Bank shall report to the banking supervision institution of the State Council, the office of China Securities Regulatory Commission (the "CSRC") in the local place of the Bank and the stock exchange where the Bank is listed (the "stock exchange") together with an explanation, and shall make a public notice.

Article 11 In any of the following cases, the Bank shall hold an extraordinary general meeting within two months upon the occurrence of such case:

- (1) The number of directors is less than two thirds of the number of the members of the Board of Directors or less than the quorum;
- (2) Uncovered losses account for one third of total paid-up capital;
- (3) Shareholders independently or jointly holding more than 10% of voting shares in the Bank (the "voting shareholders") submit written request;
- (4) The Board of Directors considers it necessary to hold such a meeting;
- (5) The Board of Supervisors proposes to hold such a meeting;
- (6) Other cases as provided by laws, administrative regulations, code, or the Articles of Association of the Bank and the Rules thereof.

The number of shares held by the shareholders specified in Section (3) shall be the number of shares held on the date when the shareholders submit the written request.

Section II Convening of Shareholders' Meetings

Article 12 The Board of Directors shall convene the general meeting within the time limit stipulated herein.

Article 13 More than half (1/2) of the independent directors may jointly propose to the Board of Directors to convene an extraordinary general meeting of shareholders. For such proposal, the Board of Directors shall, in accordance with laws, administrative regulations, rules and the Articles of Association of the Bank, make a response in writing on whether or not it agrees to convene an extraordinary general meeting of shareholders, within ten (10) days upon receipt of such proposal.

If the Board of Directors agrees, a notice shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the Board of Directors refuses, it shall give an explanation and issue an announcement in accordance with relevant regulations.

Article 14 The Board of Supervisors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting of shareholders. Such proposal shall be made in writing. The Board of Directors shall make a written response as to whether or not it agrees to convene such an extraordinary general meeting of shareholders within ten (10) days upon receipt of the proposal in accordance with laws, administrative regulations, rules and the Articles of Association of the Bank.

If the Board of Directors agrees, a notice shall be issued within five (5) days after the resolution of the Board of Directors is passed. Changes made to the original proposal in the notice shall be approved by the Board of Supervisors.

In case the Board of Directors refuses, or does not give any response within ten (10) days upon receipt of the proposal, the Board of Directors shall be deemed to be unable or have failed to perform its duty to convene general meeting of shareholders, and the Board of Supervisors may convene and preside over the meeting by itself.

Article 15 Proposing shareholders shall have the right to request the Board of Directors to convene an extraordinary general meeting of shareholders. Such request shall be made in writing to the Board of Directors. The Board of Directors shall make

a written response as to whether or not it agrees to convene such a meeting within ten (10) days upon receipt of the request in accordance with laws, administrative regulations, rules and the Articles of Association of the Bank.

If the Board of Directors agrees, a notice shall be issued within five (5) days after the resolution of the Board of Directors is passed. Changes made to the original request shall be approved by the proposing shareholders.

If the Board of Directors refuses or does not give any response within ten (10) days upon receipt of the request, the proposing shareholders shall have the right to propose to the Board of Supervisors to convene such an extraordinary general meeting of shareholders. Such proposal shall be made in writing

If the Board of Supervisors agrees, a notice shall be issued within five (5) days upon receipt of the proposal. Changes made to the original proposal shall be approved by the proposing shareholders.

If the Board of Supervisors fails to give the notice within the specified time limit, it shall be deemed to have failed to convene and preside over the meeting, in which case, shareholders who either individually or jointly hold more than ten percent (10%) shares of the Bank for more than ninety (90) consecutive days (hereinafter referred as the “convening shareholders”) shall have the right to convene and preside over the meeting by themselves.

Article 16 When the Board of Supervisors or the convening shareholders decide to convene an extraordinary general meeting of shareholders by themselves, they shall notify the Board of Directors in writing, and issue a notice convening the extraordinary general meeting. The content of the notice shall comply with the following requirement and the provision in Article 25 hereof:

- (1) no new content shall be added to the proposal, otherwise, the convening shareholders or the Board of Supervisors shall make a new request to the Board of Directors for the convening of the extraordinary general meeting of shareholders according to the aforesaid procedures;
- (2) the extraordinary general meeting of shareholders shall be held at the domicile of the Bank.

If the Board of Supervisors or the convening shareholders decide to convene an extraordinary general meeting of shareholders by themselves, they shall make a filing with the local office of the CSRC in the place of the Bank and the stock exchange, and at the same time when the notice of general meeting of shareholders is issued and the resolutions of the meeting is announced, submit relevant certificates to the local office of the CSRC in the place of the Bank and the stock exchange according to relevant regulations.

Before the resolution of the general meeting of shareholders is announced, the proportion of shares held by the convening shareholders shall not be less than ten percent (10%).

Article 17 The Board of Directors and the Secretary of the Board shall actively assist the Board of Supervisors or the convening shareholders in holding extraordinary general meetings of shareholders by themselves. The Board of Directors shall provide the register of shareholders on the record date. The register shall not be used for any purpose other than the holding of the general meeting of shareholders.

Article 18 The Bank shall bear the expenses arising from the holding of extraordinary general meetings of shareholders by the Board of Supervisors or convening shareholders.

Section III Proposals of General Meetings of Shareholders

Article 19 Proposals shall be specified for the subject matters to be discussed at a general meeting, and the meeting shall make resolutions on specific proposals.

Article 20 The contents of proposals shall belong to the scope of authority of the general meeting, and shall have pronounced subject matters and detailed agenda items, and shall comply with laws, administrative regulations, codes and the Articles of Association of the Bank. The proposals shall be submitted or sent to the Board of Directors in writing.

Article 21 The Board of Directors, the Board of Supervisors and the shareholders independently or jointly holding more than 3% of shares of the Bank shall

have the right to submit proposals at the general meetings held by the Bank.

Article 22 Shareholders independently or jointly holding more than 3% of shares of the Bank may submit written proposals to the Board of Directors 10 days before holding of a general meeting. The Board of Directors shall issue a supplementary notice of the general meeting within two days upon receipt of the proposals, and submit the interim proposals to the general meeting for review. The contents in the interim proposals shall be within the function and power scope of the General Meeting of Shareholders, and have clear topics and specific items to be decided.

Apart from the provisions set forth in the preceding paragraph, the convener shall neither modify the proposals nor add new proposals in the notice of the general meeting after issue of the notice.

The general meeting shall not vote or make resolutions on the proposals that are unlisted in the notice of the general meeting or inconsistent to the provisions of Article 20 hereof.

Section IV Notice of General Meetings of Shareholders

Article 23 The Bank shall issue a notice in writing within 45 days prior to the holding of a general meeting. Shareholders intending to attend the meeting shall send a written reply of attending the meeting to the Bank 20 days before the meeting is held.

Article 24 Based on the written reply received 20 days before holding of the general meeting, the Bank may figure out the number of shares with voting rights held by shareholders intending to attend the meeting. If the voting shares held by these shareholders are less than half of its total voting shares, the Bank shall notify shareholders again of the subject matters to be discussed, and the venue and time of the meeting by public notice within five days, and then it can hold the general meeting.

Article 25 The notice of the general meeting shall meet the following conditions:

- (1) It is made in writing;
- (2) It shall indicate the venue, date and time of the meeting and determine the record date;

- (3) It shall state the subject matters to be discussed;
- (4) It shall provide shareholders with materials and explanations necessary for shareholders to make advisable decisions on the matters to be discussed; the principle shall include (but not limit to) that when the Bank proposes to merge, repurchase shares, restructure shares or conduct other restructuring, it shall provide the specific conditions and contracts (if any) for the proposed transactions, and explain in earnest the causes and consequence earnestly;
- (5) If any director, supervisor, president or other senior management personnel has substantial interest in the matters to be discussed, the notice shall disclose the nature and degree of such interests; if the matters to be discussed have different influence on the director, supervisor, president or other senior manager from on other shareholders of the same class, the notice shall explain the difference;
- (6) It shall include the full text of any special resolution to be adopted at the meeting;
- (7) It shall clearly state that any shareholder entitled to attend and vote at the meeting shall have the right to entrust one or more proxies to attend and vote on his/her behalf, and the proxy/proxies may not be shareholder(s).
- (8) It shall indicate when and where the power of attorney shall be sent.

Article 26 The notice of the shareholders' meeting shall be delivered by hand or by pre-paid post to all shareholders (whether or not such shareholder possesses voting rights at the general meeting of shareholders). The address of the recipient shall be the address registered in the register of shareholders. The notice of a shareholders' meeting may be in the form of an announcement.

The public notice mentioned in the preceding paragraph shall, within 45-50 days before the date of the meeting, be published on a website or one or more newspaper(s) designated by the securities regulatory authorities of the place where the shares of the Bank are listed. Once it is published, all the shareholders shall be deemed to have received notice of the relevant general meeting of shareholders.

Article 27 The notice of the meeting of class shareholders shall be sent only to the shareholders entitled to vote at the meeting.

Except as otherwise provided, a class meeting shall be held by same procedures as those of the general meeting as far as possible, and the terms hereof relating to the procedures for holding of relevant general meetings shall apply to class meetings.

Article 28 If the election of directors and supervisors is to be discussed at the general meeting, the notice of the general meeting shall fully disclose the detailed information of the candidates for directors and supervisors, which shall at least include the following contents:

- (1) Educational background, work experience, part-time jobs, and other personal data;
- (2) Whether they are related parties of the Bank or its controlling shareholder and actual controller;
- (3) Their shares in the Bank;
- (4) Whether they have been penalized by the CSRC and other relevant authorities, and the stock exchange.

Article 29 After the said notice is issued, the general meeting shall not be deferred or cancelled, nor shall the proposals specified in the notice be ruled out, without proper cause. In case of deferment or cancellation, the convener shall make an announcement and state the reasons at least two workdays prior to the original date of holding the meeting.

If a shareholders' meeting is postponed, the record date in the original notice for the shareholders entitled to attend the meeting shall not be changed.

Section V Attendance and Registration of General Meetings of Shareholders

Article 30 General meetings in general are held on the spot.

Shareholders may attend in person or entrust other persons to attend general meetings and exercise the rights of voting on their behalf within the scope of authority.

Article 31 Any shareholder entitled to attend and vote at the general meeting shall have the right to entrust one or several persons (who may not be shareholders) to act as his/her proxy to attend at the meeting and exercise the rights of voting on his/her behalf. The proxy/proxies shall exercise the following rights according to the

entrustment of the shareholder:

- (1) Speak at the general meeting;
- (2) Require to vote by ballot on his/her own or jointly with other people;
- (3) When the voting right is allowed to be exercised by either show of hands or by ballot, in case more than one proxy is entrusted, the proxies can only exercise the right of voting by ballot.

Article 32 Shareholders shall entrust proxies in writing, and the power of attorney shall be signed by the principal or the proxy entrusted by the principal in writing; if the principal is a legal entity or other institutions, the power of attorney shall be affixed with its common seal or signed by its director or legal representative or the proxy officially appointed.

If the shareholder is a legal entity or other institution, its legal representative or the people authorized by its Board of Directors or by the decision-making organ may attend the Bank's general meeting on behalf of the legal entity

Article 33 The proxy statement for voting shall be placed at the Bank or other places specified in the notice of the meeting 24 hours before the holding of the meeting on which relevant matters to be voted according to the proxy statement for voting is discussed, or 24 hours before the designated time of voting. If the principal entrusts other people to sign the proxy statement, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents, together with the proxy statement for voting, shall be deposited at the Bank or other places specified in the meeting notice.

Article 34 Any blank power of attorney issued by the Board of Directors to shareholders for entrustment of proxies of shareholders, shall allow the shareholders to instruct proxies to cast vote in favor, against or abstain from voting, and make respective instructions on the voting of each subject matter to be discussed at the meeting. The power of attorney shall note that if any shareholder fails to make instructions, his/her proxy may vote according to his/her own will.

Article 35 If the principal has been dead or disabled, or has cancelled the entrustment or the authorization for the power of attorney, or has transferred his/her shares before the voting, the proxy's voting made according to the power of attorney

shall remain valid as long as the Bank receives no written notice on the aforesaid matters before holding of relevant meetings.

Article 36 The Board of Directors and other conveners shall take necessary measures to safeguard the normal order of the general meeting. The Board of Directors shall take measures to obstruct and report relevant departments to investigate in a timely manner for the acts of disturbing the general meeting, stirring up fights and causing trouble, or infringing upon shareholders' legitimate rights and interests.

Article 37 All shareholders registered on the date of record or their proxies shall be entitled to attend the general meeting, to whom the Bank and the convener of the meeting shall not reject for any reason.

Article 38 Shareholders shall carry the stock account card, ID card or any other valid certificates that can certify their identity to attend the general meeting. The proxies shall also present the power of attorney and the certificates that can effectively certify their identity.

Article 39 The convener and the lawyer shall jointly verify the legality of shareholder qualification based on the register of shareholders provided by the securities registration institution; and record the shareholders' names and the number of voting shares held by them. The registration shall be terminated when the chairman of the meeting announces the number of shareholders and proxies present at the meeting and the shares held by them.

Article 40 Before holding of a general meeting, the chairman of the meeting shall announce the number of shareholders and proxies present at the meeting and the shares held by these shareholders, which shall be subject to record of the meeting.

Article 41 All directors, supervisors and secretary of the Board of the Bank shall attend the general meeting when it is convened, and the President and other senior management personnel shall attend the meeting as nonvoting attendees.

Section VI Holding of General Meetings of Shareholders

Article 42 The general meeting shall be convened by the Board of Directors, and

chaired and presided by the Chairman; If the Chairman is unable to or fails to perform his/her responsibility, the Vice Chairman shall act as the meeting chairman. If the Vice Chairman is unable to or fails to perform his/her responsibility, the Board of Directors may designate a director of the Bank to convene and preside over the meeting as the chairman on his/her behalf; if no meeting chairman is designated, the shareholders present at the meeting may elect one person to chair and preside over the meeting; if the shareholders are unable to elect the meeting chairman for any reason, the shareholder with the most voting shares (including his/her proxy) shall serve as the meeting chairman.

If the general meeting is convened by the Board of Supervisors on its own discretion, the Chief Supervisor shall serve as the chairman to preside over the meeting; if the Chief Supervisor is unable to or fails to perform his/her responsibilities, the Board of Supervisors may designate a supervisor of the Bank to convene the meeting and preside over the meeting as the chairman.

The general meeting convened by shareholders at their discretion shall be presided over by the representative recommended by the convener.

If a general meeting in process is discontinued by virtue of violation of these Rules by the meeting chairman, the meeting may elect a chairman to continue it upon approval of the shareholders present with more than half of the voting shares.

Article 43 At the annual general meeting, the Board of Directors and the Board of Supervisors shall report to the meeting on its work performance over the past one year.

Article 44 The meeting chairman shall instruct relevant members of the Board of Directors, the Board of Supervisors or Senior Management to respond to or make explanations on the inquiries and suggestions raised by shareholders, except the Bank's business secrets that are forbidden to be disclosed at the meeting are involved.

Article 45 The shareholders (or their proxies) present at the general meeting shall have the right to speak. The speech of the shareholders (or their proxies) shall observe the following regulations:

The shareholders requesting to deliver speeches shall register before or at the meeting and before the voting. The sequence of speech shall be consistent with that of the registration. The meeting chairman may decide on the number of spokesmen and the time of their speeches in line with the conditions of the meeting. If shareholders (or their proxies) breach the above regulations, the meeting chairman may reject or stop their speeches.

In review of a proposal, the directors, supervisors, presidents and other senior managers present and any other person with the approval of the meeting chairman may speak at the meeting.

Section VII Voting, Resolutions and Minutes of the General Meeting of Shareholders

Article 46 Resolutions of the general meeting are divided into ordinary resolutions and special resolutions.

The ordinary resolutions adopted at a general meeting shall be approved by the shareholders (or their proxies) present at the meeting with more than half of the voting shares.

The special resolutions adopted at a general meeting shall be approved by the shareholders (or their proxies) present at the meeting with more than two thirds of the voting shares.

Article 47 The following matters shall be approved by the general meeting with ordinary resolutions:

- (1) The Bank's business policies and major investment plans;
- (2) Election and replacement of directors, and supervisors and external supervisors assumed by representatives of shareholders, and decide on the remuneration of relevant directors and supervisors;
- (3) The work report of the Board of Directors and the Board of Supervisors;
- (4) The Bank's annual financial budget, final accounting programs, balance sheet, income statement and other financial statements;

- (5) Review and approval of the alteration of the use of raised funds;
- (6) The Bank's profit distribution and loss offsetting plans;
- (7) Engagement or dismissal of an accounting firm;
- (8) Other matters other than those required to be approved with special resolutions as provided by laws, administrative regulations, code, and the Articles of Association of the Bank.

Article 48 The following matters shall be approved by the general meeting with special resolutions:

- (1) Increase or reduction of registered capital of the Bank;
- (2) Merger, division, dissolution, liquidation or alteration of the corporate type of the Bank;
- (3) The plans on the issuance of corporate bonds or other securities or on the listing;
- (4) Repurchase of the Bank's shares;
- (5) Amendment to the Articles of Association of the Bank;
- (6) Review and approve or authorize the Board of Directors to review and approve the Bank's establishment of legal entities, major acquisition and merger, major investments, major asset disposal, major guarantee, etc.;
- (7) Review the equity incentive plan;
- (8) Other matters as provided by laws, administrative regulations, codes, and the Articles of Association of the Bank and those that may have substantial influence on the Bank if approved by the general meeting with ordinary resolutions and thus shall be approved with special resolutions.

Article 49 The Bank shall not alter or cancel class shareholders' rights unless it is approved by the affected class shareholders with special resolutions at the general meeting convened according to these Rules.

Article 50 The following cases shall be deemed alteration or cancellation of the rights of a certain of class shareholders:

- (1) Increase or decrease the number of shares of a class, or increase or decrease the number of shares of other classes that enjoy the same or more voting rights, distribution rights or other privileges with shares of a class;
- (2) Convert whole or part of such class of shares into other classes, or convert

whole or part of shares of other class into such shares of the class, or grant the right for such conversion;

- (3) Cancel or decrease the rights enjoyed by shares of such class in obtaining the existing or accumulated dividends;
- (4) Decrease or cancel the rights of priority enjoyed by shares of such class in obtaining dividends or the property allocation in liquidation of the Bank;
- (5) Increase, cancel or decrease the rights enjoyed by shares of such class in conversion of stock certificate, option, voting, transfer, priority in placement and obtaining of the Bank's securities;
- (6) Cancel or decrease the rights enjoyed by shares of such class in receipt of the Bank's accounts payable in specified currencies;
- (7) Establish new classes of shares that enjoy equal or more voting right, distribution right or other privileges with shares of such class;
- (8) Exercise or increase restriction on the transfer or ownership right of shares of such class;
- (9) Issue warrants for subscription or rights of share conversion for shares of such class or other classes;
- (10) Increase the rights and privileges for shares of other classes;
- (11) The Bank's restructuring plan may cause shareholders holding shares of different class to bear disproportional responsibilities in the restructuring;
- (12) Amend or nullify terms of this Chapter.

Article 51 The class shareholders influenced, whether or not having voting right at original general meetings, shall have voting right on the matters specified in Items (2)-(8) of the preceding paragraph, but the shareholders with substantial interests therein shall have no voting right at the class meeting.

The shareholders with substantial interests mentioned in the preceding paragraph shall have the same meaning with the reference in the Articles of Association of the Bank.

Article 52 Resolutions of the class meeting shall be approved by the shareholders present at the meeting with more than two thirds of the voting rights.

Article 53 The following cases shall not be applicable to the special procedures for the voting at the class meeting:

- (1) Upon the approval of the general meeting with special resolutions, the Bank independently or jointly issues domestically-listed shares and overseas-listed shares at intervals of 12 months, provided that the numbers of domestically-listed shares and overseas-listed shares to be issued is not more than 20% of the total issued shares respectively.
- (2) The Bank's plan on the issue of domestically-listed and overseas-listed shares at the time of its establishment, which is completed within 15 months upon approval of the CSRC;
- (3) The promoters' shares in the Bank are converted into overseas-listed shares with approval of the securities approval authority as authorized by the CSRC and the State Council.

Article 54 Any shareholder relating to the matters to be discussed at the general meeting shall withdraw from voting, and the voting shares held by him/her shall not be included into the total voting shares of the shareholders present at the meeting.

Article 55 Pursuant to the Articles of Association of the Bank or the resolutions of the general meeting, the cumulative voting system can be applicable in voting on directors and supervisors at the meeting.

The cumulative voting system herein refers to the system that every share shall represent the same number of voting rights identical to the number of the number of directors or supervisors to be elected at the general meeting, and the shareholders are allowed to exercise the voting rights collectively.

Article 56 In voting at the general meeting, the shareholders (including their proxies) shall exercise the voting rights according to the number of voting shares, with each share representing one vote.

The shares held by the Bank shall enjoy no voting right, and such shares shall not be included in the voting shares of shareholders present at the meeting.

Article 57 Unless voting by ballot is required according to relevant provisions of the securities regulatory authority in the listing place of the Bank, or the following persons require to vote by ballot before or after show of hands, the general meeting shall adopt the voting method of show of hands:

- (1) Meeting chairman;
- (2) At least two shareholders with voting rights or at least two proxies of the shareholders with voting rights;
- (3) One or several shareholders (including proxies of shareholders) independently or jointly holding over 10% (inclusive of 10%) of the voting shares of all shareholders present at the meeting.

Unless some people require to vote by ballot, the meeting chairman shall announce the review results of the proposals based on the results of voting by show of hands, and record the results in the minutes as the final basis, and he/she does not need to certify the number or proportion of votes in favor or against the resolutions at the meeting.

The requirement on voting by ballot may be cancelled by the applicant.

Article 58 If the matter required to be voted by ballot involves the election of chairman or suspension of the meeting, the voting by ballot shall be carried out without any delay; with respect to other matters required to be voted by ballot, the chairman may decide the time voting by ballot is to be carried out. The meeting shall continue to discuss other matters, and the voting results shall be still deemed as resolutions adopted at such a meeting.

Article 59 In the case of voting by poll, shareholders (including their proxies) with two or more votes need not cast all their votes as affirmative, negative or abstained from voting.

Article 60 Except for the cumulative voting system, the general meeting shall vote on all proposals one by one. If there are different proposals on the same subject matter, the general meeting shall put them to vote according to the sequence of the time when these proposals are submitted.

Article 61 In review of a proposal, the general meeting shall not modify it, otherwise relevant modification shall be deemed as a new proposal and shall not be put to vote at the meeting.

Article 62 The shareholders present at the general meeting shall express their opinions as below on the proposals put to vote: approval, disapproval or abstention.

The voter shall be deemed as abstention from voting for the blank, erroneous or unreadable ballots he/she casts or the failure to cast vote, and his/her shares in the Bank shall be regarded as “abstention” in the voting results.

Article 63 Before voting on a proposal, the general meeting shall elect two representatives of shareholders to tally and supervise the vote. If a matter to be reviewed is related to a shareholder, the shareholder or its proxy shall not take part in vote counting and supervision.

When the general meeting put one proposal to the vote, the lawyer, representatives of shareholders and representatives of supervisors shall be jointly responsible for vote counting and supervision.

Article 64 The general meeting shall tally the vote on every proposal, and announce the voting results on the spot.

Article 65 The general meeting shall form resolutions in writing. The meeting chairman shall announce the resolutions of the general meeting according to the Articles of Association of the Bank and the voting results, and record them into the minutes.

Article 66 If the chairman of the meeting has any doubt about the voting result, he/she may count the votes. If the chairman does not count the votes, and the shareholders or their proxies present at the meeting want to challenge the resolutions announced by the chairman, they shall have the right to request for the counting of the votes immediately after the announcement, and the chairman shall agree to count the votes immediately.

If vote counting is carried out at the general meeting, the counting results shall be recorded into the minutes.

Article 67 A meeting of shareholders shall have its minutes that records the following contents:

- (1) time, place and agenda of the meeting, as well as the name of the convener;
- (2) name of the meeting chairman and directors, supervisors, president and other senior management personnel who attend the meeting as voting or non-voting participants;

- (3) number of shareholders who attend the meeting in person or by proxy, the sum of voting shares held by such shareholders and the proportion of such shares in the Bank's total shares;
- (4) review process, key points of utterance and voting result of each proposal;
- (5) inquiries, opinions and suggestions of shareholders and the corresponding answers or explanations;
- (6) name of the lawyer, teller and counting witness;
- (7) other aspects that shall be included in the minutes in accordance with the provisions of laws, administrative regulations, regulatory documents and the Articles of Association of the Bank.

Article 68 Minutes of a general meeting shall be signed by the meeting chairman and the directors present; and be kept together with the attendance register and power of attorney as the Bank's archives at the Bank's registered address.

Article 69 Shareholders may inspect the copy of the minutes free of charge during the Bank's working hours. When any shareholder requests the Bank to provide the copy of any minutes, the Bank shall send out the copy within 7 days after receiving the fee that is reasonably charged of the request.

Article 70 Any resolution of the Bank's General Meeting of Shareholders, if in violation of any law or administrative regulation, shall be deemed as void and invalid.

In case the convening procedure and/or voting method of a general meeting breaches laws, administrative regulations or the Articles of Association of the Bank, or in case the contents of the meeting's resolution violate the Articles of Association of the Bank, shareholders may request the governing people's court to revoke the resolution within 60 days from the date of passing the resolution.

When shareholders take a legal action pursuant to the above-mentioned clause, the Bank may apply to the people's court for asking shareholders to provide relevant guarantee.

If the people's court announces the invalidity of the resolution or revokes the resolution while the Bank has gone through the change registration procedure as per the resolution of the General Meeting of Shareholders, the Bank shall apply to the company registration authority for canceling its change registration.

Chapter IV Adjournment

Article 71 The convener shall ensure that a general meeting is being held smoothly without being interrupted until the final resolution is agreed upon. In case the general meeting is suspended or prevented from making the final resolution due to special reasons include force majeure, the convener shall take necessary measures to resume the meeting as soon as possible or to directly terminate the meeting, and publish a timely announcement. In the meantime, the convener shall submit a report thereof to the local office of China Securities Regulatory Commission and the stock exchange in the place of the Bank.

Article 72 If during a general meeting, conflicts arising among the shareholders present (including shareholder proxies) on the identity of shareholders present and the counting result, can not be resolved on the spot, for which reason the meeting is disturbed and interrupted, the meeting chairmen shall announce the adjournment for the time being.

After the above-mentioned situation disappears, the meeting chairmen shall send a notice of resumption to each of the shareholders.

Chapter V Post-meeting Matters

Article 73 Resolutions of the General Meeting of Shareholders shall be published in an announcement, which shall indicate the number of participating shareholders and proxies, the sum of voting shares held by the shareholders, the proportion of such shares in the Bank's total shares, voting method, voting result of each proposal and the relevant contents of each resolution adopted.

The Bank shall separately summarize and publish the attendance of meetings by shareholders holding domestically listed shares and by shareholders holding overseas listed shares

Article 74 If a proposal is not adopted at a general meeting, or if the general meeting changes the resolution passed at the previous general meeting, a special reminder thereof shall be made in the announcement of resolutions of the general meeting.

Article 75 If the opinions given by an independent director on specific matters at a general meeting belong to information that must be disclosed, the Bank shall publish the independent director's opinions pursuant to regulations. Where independent directors differ from each other and can not reach an agreement, the Board of Directors shall separately disclose the opinions of each independent director.

Article 76 Resolutions, minutes and other relevant materials of the General Meeting of Shareholders shall be provided to or filed with the relevant departments, if the provision or filing is so required by relevant laws, administrative regulations, regulatory documents or the rules of the securities regulatory bodies or stock exchange in the Bank's listing place.

Article 77 When a general meeting adopts a proposal on distribution in cash or stock dividend or capitalization of capital surplus, the Bank shall implement the specific plan thereof within 2 months after the meeting is closed.

Article 78 Written materials of a general meeting such as the attendance sheet, power of attorney, counting results of votes, minutes, and legal opinions from the lawyers as witness shall be kept by Secretary of the Board of Directors in accordance with the Bank's archive management system.

Article 79 For confidential information in relation to the general meetings of shareholders, the participants and other persons who have access to such information shall keep confidential such information. The Bank preserves the right to investigate the responsibilities and liabilities in accordance with relevant laws and regulations for breach of such confidentiality.

Chapter VI Supplementary Provisions

Article 80 Unless otherwise specified, the terms used herein shall have the same meaning with their references in the Articles of Association of the Bank.

Article 81 These Rules shall be prepared and amended by the Board of Directors, and be executed after being adopted at the general meeting as evidenced by an ordinary resolution.

Article 82 If there are any matters which are not dealt with in these Rules or there are any matters in these Rules which are inconsistent with any law, administrative regulation, code or the Articles of Association of the Bank, the law, administrative regulation, code or the Articles of Association of the Bank shall prevail.

Article 83 Unless otherwise stipulated in the Rules, the references “more than”, “within”, "at least" and “before” hereunder shall all include the number immediately following them; the references “more than”, “less than”, “below” shall exclude the number immediately following them.

Article 84 Interpretation of these Rules shall be vested with the Board of Directors.