

Procedural Rules of Shareholders' General Meeting

Chapter 1 General

Article 1 In order to improve the corporate management structure of the Bank of Communications Co., Ltd (the “Bank”), ensure that the shareholders legally exercise the shareholders’ rights, and guarantee the efficient, smooth, organised and regulated operation of the shareholders’ general meeting, these Procedural Rules are formulated in accordance with the provisions of the Company Law of PRC, Commercial Bank Law of PRC, Guidance on the Management of Joint-stock Commercial Bank, Standards for the Governance of Listed Companies, Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas, the Rules for Shareholders’ General Meeting of Listed Companies and the Articles of Association of Bank of Communications Co., Ltd (“Articles of Association”) and on the basis of the actual condition of the Bank.

Article 2 These Procedural Rules apply to the annual and extraordinary shareholders’ general meeting of the Bank.

The procedures for convening and holding class shareholders’ general meeting and its voting procedures shall be determined by the Articles of Association.

Article 3 The Bank shall convene shareholders’ general meetings in strict compliance with the relevant requirements of the laws, administrative regulations, the Articles of Association and these Procedural Rules, and shall ensure that shareholders can exercise their rights according to laws.

The Board of Directors shall pragmatically perform its duties, and shall organize shareholders’ general meetings in a serious and timely manner. All the Directors of the Bank shall exercise their diligence to ensure the normal holding of a shareholders’ general meeting and its lawful exercise of functions and powers.

Article 4 The shareholders’ general meeting shall exercise its functions and powers within the scope specified by the Company Law of the PRC and the Articles of Association.

The Board of Directors shall be responsible for the implementation of all preparation work for the convening of the shareholders’ general meeting. The Board of Directors may establish secretariat for the shareholders’ general

meeting which shall be responsible for specific organization and implementation of the meeting under the leadership of the Secretary of the Board of Directors.

Article 5 The shareholders' general meeting is made up of all shareholders. The shareholders may attend the shareholders' general meeting in person, or appoint proxy to attend the meeting and vote on their behalf.

Article 6 shareholders or proxies attending the shareholders' general meeting shall have the right to know, speak, make enquiries and vote, etc. in accordance with laws, Articles of Association and these Procedural Rules.

Article 7 Shareholders (such term shall be taken to include proxies for the purpose of this Article and thereafter) attending the shareholders' general meeting shall observe the stipulations under relevant laws, authoritative documents and the Articles of Association, voluntarily maintain orderly behaviour at the meeting, and shall not infringe the legal rights and interests of the other shareholders.

Article 8 The Board of Directors shall appoint lawyers to issue opinions on the following which shall be announced:

- (1) whether the procedures for the convening and the holding of the shareholders' general meeting comply with the requirements of laws, regulations and with the Articles of Association;
- (2) the legality and validity of the qualifications of the persons attending the meeting and the qualifications of the convenor;
- (3) the legality and validity of the voting procedures of the shareholders' general meeting;
- (4) the issue of legal opinions on other issues upon the request of the Bank.

Article 9 The shareholders' annual general meeting shall be held once a year within 6 months from the accounting year end date of the previous year. Extraordinary general meeting shall be held from time to time and, upon the happening of an event which, according to the Articles of Association, requires the holding of an extraordinary general meeting, an extraordinary general meeting shall be held within 2 months of the happening of such event.

In the event that shareholders' general meetings cannot be held within the time periods as stated above, the Bank shall report to the representative organisations of the Chinese securities regulator in the Bank's locality and the stock exchange of the place where its shares are listed ("Stock Exchange") and shall issue an announcement setting out the reasons. In the case where the date

of holding the shareholders' annual general meeting is delayed, the Board of Directors shall also promptly report to the banking management and supervisory authority of the State Council and shall state the reasons therefore.

Chapter 2 Convocation of the Shareholders' General Meeting

Article 10 The Board of Directors shall convene scheduled shareholders' general meeting according to the time limit as stipulated under Article 9 of these Procedural Rules.

Article 11 An Independent Director shall have the right to propose to the Board of Directors for holding an extraordinary general meeting. With regard to the proposal made by the Independent Director for convening an extraordinary general meeting, the Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, give a written reply on whether to hold the extraordinary general meeting or not within 10 days upon receipt of the proposal.

If the Board of Directors agrees to hold the extraordinary general meeting, it shall issue a notice of such meeting within 5 days after the resolution is made by the Board of Directors. If the Board of Directors does not agree to hold the extraordinary general meeting, it shall give the reasons and make an announcement in respect thereof.

Article 12 The Supervisory Committee shall have the right to propose to the Board of Directors to convene an extraordinary general meeting, and shall put forward its proposal to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, give a written reply as to whether it agrees to hold the extraordinary general meeting or not within 10 days of the receipt of the proposal.

If the Board of Directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within 5 days after the resolution of the Board of Directors is made. In the event of the notice making any change to the original motion, the consent of the Supervisory Committee shall be obtained.

If the Board of Directors does not agree to convene the extraordinary general meeting or fails to give a reply within 10 days of the receipt of the proposal, the Board of Directors shall be deemed to be unable or to have failed in performing its duty of convening a shareholders' general meeting, and the Supervisory Committee may convene and preside over the meeting by itself.

Article 13 Shareholder(s) individually or in aggregate holding over 10% of the voting rights of the shares having the right to vote in such a meeting may sign one or several written requests in the same form requesting the Board of Directors to convene an extraordinary general meeting. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, give a written reply as to whether it agrees to hold the extraordinary general meeting or not within 10 days of the receipt of the written requests.

If the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of such meeting within 5 days after the resolution of the Board of Directors is made. In the event of the notice making any change to the original requests, the consent of the relevant shareholders shall be obtained.

If the Board of Directors does not agree to convene the extraordinary general meeting, or fails to give a reply within 10 days of receipt of the requests, shareholder(s) individually or in aggregate holding over 10% of the shares in the Bank are entitled to propose to the Supervisory Committee to convene an extraordinary general meeting. Such proposal shall be made in writing.

If the Supervisory Committee agrees to convene the extraordinary general meeting, it shall issue a notice of such meeting within 5 days upon receipt of the proposal. In the event of the notice making any change to the original motion, the consent of the relevant shareholders shall be obtained.

If the Supervisory Committee fails to give notice of general meeting within the requisite period, the Supervisory Committee shall be deemed to have failed to convene and preside over the general meeting, and shareholder(s) individually or in aggregate holding over 10% of the shares in the Bank for over 90 consecutive days may convene and preside over the general meeting on their own accord. The procedures for convening such shareholders' general meeting shall follow those shareholders' general meeting convened by Directors as much as possible.

All expenses necessary for convening shareholders' general meeting by the shareholders as a result of the Directors' failure to convene a meeting at shareholders' request shall be borne by the Bank, and the Bank shall be entitled to obtain indemnification from the defaulting Directors.

Article 14 In the event that the Supervisory Committee or the shareholders intend to convene a shareholders' general meeting, the Supervisory Committee or the shareholders concerned shall issue a written notice to the Board of Directors and, at the same time, notify the relevant regulatory authorities and the Stock Exchange.

Before announcing the decision to convene the shareholders' general meeting, the shareholding of those shareholders who convened the meeting shall not be less than 10%.

The Supervisory Committee and the shareholders convening the shareholders' general meeting shall, at the time of issuing the notice of shareholders' general meeting and the announcement to convene the shareholders' general meeting, submit relevant materials to the representative organisations of the Chinese securities regulator in the Bank's locality and the Stock Exchange.

Article 15 With regard to the shareholders' general meeting convened by the Supervisory Committee or shareholders on its/their own initiative, the Board of Directors and its secretary shall offer cooperation. The Board of Directors shall provide the register of shareholders as of the shareholding record date. If the Board of Directors fails to provide the register of shareholders, the convener may apply to the securities registration and clearing authority to obtain it upon presentation of the announcement relating to the notice of the shareholders' general meeting. The register of shareholders obtained by the convener shall not be used for other purposes except for the shareholders' general meeting.

Article 16 All expenses necessary for convening shareholders' general meeting by the Supervisory Committee or the shareholders shall be borne by the Bank.

Chapter 3 Notice, Registration and Proposed Motion of the Shareholders' General Meeting

Part 1 Notice of Shareholders' General Meeting

Article 17 The convenor shall, 45 days prior to the meeting, notify all registered shareholders in writing of issues to be considered as well as date and place of the meeting. Directors intending to attend the shareholders' general meeting shall, 20 days prior to the meeting, send to the Bank a written reply with regard to their intention of attending the meeting.

Article 18 The number of shares with voting rights represented by shareholders intending to attend the meeting shall be computed on the basis of the written reply received 20 days before the shareholders' general meeting. If the number of shares with voting rights represented by shareholders intending to attend the meeting represent over 1/2 of the shares with voting rights of the Bank, the Bank may hold the shareholders' general meeting; failing that, the Bank shall, within 5 days, notify shareholders in a announcement of the matters to be considered as well as the date and place of the meeting, and the Bank may hold a shareholders' general meeting after the issuance of the announcement.

Article 19 Content of the notice of the meeting shall conform to regulations of Articles of Association and it shall thoroughly and completely disclose the specific contents of all proposals, as well as all the information or explanations which are necessary for the shareholders to make a reasonable judgment in respect of

the matters to be discussed. In the event that Independent Directors are required to express their views on the matters to be discussed, the notice of the meeting (or any supplemental notice) shall also disclose the views of the Independent Directors and the reasons for forming such views.

Article 20 If the election of Directors or Supervisors is proposed to be discussed at a shareholders' general meetings, the notice of such meeting shall fully disclose detailed information of the Director candidates or Supervisor candidates, which shall at least include:

- (i) personal particulars, such as educational background, working experiences, and concurrent positions;
- (ii) whether such candidates are connected with the Bank, its controlling shareholders or its factual controllers;
- (iii) the number of shares of the Bank held by such candidates; and
- (iv) whether such candidates have been subjected to the punishment of China Securities Regulatory Commission or any other relevant department or the reprimand of the stock exchange.

Article 21 Notice of the meeting shall be sent to shareholders (whether or not having voting rights at the shareholders' general meeting) in person, or by mail with postage prepaid. Addresses of the receiver shall be those as registered on the register of shareholders. For domestic shareholders, notice of the shareholders' general meeting may also be given by way of an announcement.

The announcement as specified in the preceding paragraph shall, within the period of 45 to 50 days before the meeting, be published in one or more newspapers as designated by the securities regulatory organization of the State Council. All domestic shareholders shall be deemed as having received notice with regard to the shareholders' general meeting upon the publication of the announcement.

Article 22 If, by accident or omission, notice of the meeting is not sent to persons entitled to the notice or such persons fail to receive the notice, the meeting and resolution adopted at the meeting shall not be rendered void therefor.

Article 23 The notice of shareholders' general meeting shall set out the place and time of the meeting and the shareholding record date. The shareholding record date shall not be changed once it has been confirmed.

All shareholders (and their proxies) that are shown in the register of shareholders as at the shareholding record date shall be entitled to attend the shareholders' general meeting, and the Bank and the convenor shall not reject

their attendance for whatever reason.

Article 24 Following the issue of the notice of shareholders' general meeting, such meeting shall not be postponed or cancelled and the motions set out in the notice shall not be cancelled without proper reasons. In the case of any postponement or cancellation of the meeting, the convener shall make an announcement stating the reasons therefor at least 2 working days prior to the date on which the meeting is originally scheduled.

If the shareholders' general meeting needs to be rescheduled because of force majeure, the shareholding record date shall not for this reason be changed. Those shareholders (or their proxies) who registered their attendance at the original meeting shall not be required to re-register their attendance and their attendance shall remain valid.

Part 2 Registration of Shareholders' general meeting

Article 25 Shareholders attending the meeting shall register their attendance in accordance with the instructions under the notice.

Article 26 Shareholders shall present the following documents at the time of registering their attendance:

- (1) Individual shareholders shall present their identity cards and proof of shareholding; in case of attendance by proxies, the proxies shall present their own identity cards, proxy forms and proof of shareholding.
- (2) In case of legal representatives of legal person shareholders attending the meeting, they shall show their own identity cards, effective proof of their capacity of legal representative and proof of shareholding and, in case of attendance by proxies, the proxies shall show their own identity cards, proxy forms duly signed by legal representatives of the legal person shareholder and proof of shareholding. Such proxies shall be natural person with full civil capacity.

Article 27 Proxy forms issued by shareholders appointing others to attend the shareholders' general meeting shall specify the following:

- (1) Name of proxy;
- (2) Whether or not the proxy is entitled to vote;
- (3) If the proxy is entitled to vote, instructions in relation to voting for or against or giving up voting rights on each matter considered in the shareholders' general meeting;
- (4) Whether the proxy is entitled to vote on extraordinary proposals that may

be included into the agenda of the shareholders' general meeting;

- (5) Date of the issuance and the validity of the proxy form;
- (6) Signature and seal of the appointer; in the case where the appointer is a legal person, the seal of such legal person shall be affixed, however, directors or other duly appointed persons of overseas legal persons may sign the proxy form if it is so permitted by the laws of the place of its registration.

In case that the proxy form does not give definite instruction with regard to (2), (3) and (4) above, proxies shall be deemed as having been authorized to vote on their own initiative.

Article 28 The form of proxy shall, at least 24 hours before the relevant meeting, or 24 hours before designated voting time, be placed at the legal address of the Bank or other place as specified in the notice. If the proxy form is signed by another people as authorized by the appointer, the power of attorney or other instruments of authorization shall be notarized. The power of attorney or other instruments of authorization so notarized shall be deposited at the legal address of the Bank or such other place as the notice of meeting may specify at the time as the proxy form is so deposited.

If the appointer is a legal person, its legal representative, or other persons as authorized by the Board of Directors or other decision-making body shall attend the shareholders' general meeting on its behalf.

Article 29 Registration book for attending the shareholders' general meeting shall be prepared by the Bank. The registration book shall specify the name of attendee (or the attending unit), identity card number, address, number of shares held with voting rights, and name of the appointer (or the appointing unit), etc.

Part 3 Proposals for the Shareholders' General Meeting

Article 30 The contents of the proposals for the shareholders' general meeting shall fall within the responsibilities of the shareholders' general meeting. The proposals shall specify the matters for discussion and consideration and such proposals shall comply with the relevant requirements under the laws, administrative regulations and the Articles of Association.

Article 31 Where the Bank convenes a shareholders' general meeting, the Board of Directors, the Supervisory Committee and shareholder(s) individually or in aggregate holding over 3% of the Bank's shares shall have the right to propose motions to the Bank.

Shareholder(s) individually or in aggregate holding over 3% of the shares in the Bank may propose extraordinary motions and submit the same in writing

to the convener 10 days prior to the holding of the shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting with 2 days of the receipt of the motion and announce the contents of the extraordinary motions.

Article 32 Except under the circumstances as stated in the second paragraph of Article 31, the convener shall review the motions raised by shareholders on the basis of the best interest of the Bank and the shareholders and in accordance with the Articles of Association. If the convener considers that such motions shall not be included into the agenda of shareholders' general meeting, the convener shall give prior explanation to shareholders from whom such motions were raised.

Motions that are not specified in the notice of shareholders' general meeting or do not comply with the requirements of Article 30 herein shall not be put to vote at the shareholders' general meeting.

Chapter 4 Convening of the Shareholders' General Meeting and Procedures for Voting and Making Resolutions

Part 1 Holding of Shareholders' General Meeting

Article 33 In holding the shareholders' general meeting, the Bank shall conform to the principle of simplicity, and no additional economic interest shall be granted to shareholders (or proxies) attending the meeting.

Article 34 Shareholders' general meetings of the Bank shall be held at the Bank's legal address. A venue shall be set aside for the convening of physical shareholders' general meetings. The Bank may provide assistance to shareholders in their participation of shareholders' general meeting by the provision of on line voting and other means provided the legality and validity of the shareholders' general meetings can be assured. Attendance of shareholders' general meeting by the aforesaid methods shall be treated as valid.

If the shareholders' general meeting can be attended online or other methods, the notice of shareholders' general meeting shall clearly specify the time of voting and the procedures for voting for attendance on line or through other methods.

Article 35 The Board of Directors and other convenors shall take necessary measures to ensure solemnity and to maintain proper order of the shareholders' general meeting and they are entitled to reject the attendance of any other persons who are unrelated to the meeting. With regard to activities that violate the order of the shareholders' general meeting, affray or activities that are harmful to the legal rights and interests of other shareholders, the Bank is entitled to take

action to restrain such activities and promptly report the same to relevant authorities.

Article 36 All Directors, Supervisors and the secretary to the Board of Directors shall attend the shareholders' general meeting. President and other Senior Management personnel shall be present at the meeting.

Article 37 A shareholders' general meeting shall be presided over by the Chairman of the Board of Directors. If the Chairman of the Board of Directors is unable to perform or fails to perform his duties, the Vice-chairman (or in the case the Bank has two Vice-chairmen, the Vice-chairman jointly elected by over one half of all Directors) shall preside over the meeting; and if the Vice-chairman is unable to perform or fails to perform his duties, a Director jointly elected by over one half of all Directors shall preside over the meeting.

For a shareholders' general meeting convened by the Supervisory Committee itself, such meeting shall be presided over by the Chairman of the Supervisory Committee. If the Chairman of the Supervisory Committee is unable to perform or fails to perform his duties, a Supervisor jointly elected by over one half of all Supervisors shall preside over the meeting.

For a shareholders' general meeting convened by the shareholders themselves, such meeting shall be presided over by a shareholder representative elected by the convening shareholders. If for any reason the shareholders fail to elect a chairman of the meeting, the shareholder present in person or by proxy in the meeting and holding the largest number of shares which carry the right to vote shall be the chairman of the meeting.

During the course of a shareholders' meeting, if the chairman of the meeting breaches the rules of procedures of the meeting and renders it impossible for the meeting to continue, with the consent of the shareholders present physically at the meeting and representing more than one half of the total voting rights of all shareholders so present, the shareholders' general meeting may elect one individual to be the chairman of the meeting and the meeting shall continue.

Article 38 The convener and the lawyers engaged by the Bank shall jointly verify the validity of the shareholders' qualifications based on the register of shareholders provided by the securities registration and clearing authority, and shall register the names of the shareholders as well as the number of their voting shares.

The shareholders' general meeting shall begin at the scheduled time. The registration for a meeting shall end before the chairman of the meeting

announces the number of shareholders and proxies attending the meeting in person and the total number of their voting shares.

Article 39 The meeting shall review the motions and proposals included in the agenda in the order of their appearance therein. For contents that have been included in the agenda of the meeting, the chairman of the meeting may, depending on the actual situation, adopt the method of reporting, concentrated consideration and concentrated voting, or may adopt the method of report and consideration on an item-by-item basis.

Article 40 Shareholders attending the shareholders' general meeting may request to speak at the meeting. Speech and inquiries made by the shareholders shall relate to the subjects of the meeting and shall conform to the following:

- (1) shareholders requesting to speak at the meeting shall be registered before the meeting or, while the meeting is in progress, before the voting. The number of persons registered to make a speech shall not exceed 10, and the sequence of the speech shall be arranged in the order of the time of registration.
- (2) if shareholders intend to make inquiries on the relevant issues while they are being considered, the chairman of the meeting shall make arrangement for his/her speech depending on the actual situation. Shareholders who intend to make enquiries shall make themselves known by raising their hands, and may present their questions upon approval by the chairman of the meeting. Where requests to make inquiries have been made by multiple shareholders, the shareholder who make himself/herself known first by raising his/her hand shall be entitled to make the first inquiry and, if the order of such requests cannot be clearly determined, the chairman of the meeting shall be entitled to determine which shareholder may make inquiries;
- (3) before speaking and making inquiries at the meeting, shareholders shall first report their names or the names of the corporations that they represent and the number of shares held;
- (4) shareholders requesting to speak and make inquiries at the meeting shall not interrupt the report being made by any person or statement being made by other shareholders;
- (5) each shareholder shall not make more than two speeches at the meeting and the time for each speech shall not exceed 5 minutes.

In case that the shareholders violate the above, the chairman of the meeting may reject or stop them from making speeches.

Article 41 During the Annual shareholders' general meeting, the Board of Directors and

the Supervisory committee shall respectively give a report on their work in the previous year to shareholders' general meeting.

Article 42 The Board of Directors, the Supervisory Committee and senior management shall make respond to or give explanation of the inquiries and suggestions made by shareholders save and except where:

- (1) trade secrets of the Bank is involved, which may not be disclosed at the shareholders' general meeting;
- (2) the inquiry is irrelevant to the subject;
- (3) the matters inquired about are not yet confirmed and verified;
- (4) answering the inquiry will prejudice the interest of other shareholders of the Bank.

Article 43 The convener shall ensure that a shareholders' general meeting is held continuously until final resolutions have been reached. The chairman of the meeting may adjourn the meeting depending on the agenda and time of the meeting. In the event that the shareholders' general meeting is suspended or the shareholders fail to reach resolution due to force majeure or other special reasons, necessary measures shall be taken to resume the meeting as soon as possible or the meeting shall be terminated directly and an announcement of such termination shall be made promptly. At the same time, the convenor shall report to the branch of the China Securities Regulatory Commission in the locality of the Bank, and to the stock exchange in accordance with the relevant regulations of the stock exchange at the place where the Bank is listed.

Part 2 Resolution of the Shareholders' General Meeting

Article 44 The chairman of meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting in person as well as the total number of their voting shares which shall be the number of shareholders and proxies attending the meeting in person and the total number of their voting shares as indicated in the meeting's registration record.

Article 45 Votes of shareholders shall be taken by open ballot.

Shareholders shall exercise their voting rights on the basis of the number of shares held by them with voting rights, and one vote will be given for every share held.

Insofar as a particular resolution is concerned, a shareholder shall only cast its vote in one of the following ways: physically, on line or by other method as stipulated. In the event of multiple votes being cast by the same shareholder on the same resolution, the vote that was cast in the first instance shall prevail.

Shares of the Bank held by the Bank shall carry no voting rights and such

shares shall be excluded from the total number of voting shares represented by the shareholders at the meeting.

The Board of Directors, Independent Directors and shareholders who satisfy the relevant qualifications may canvass the shareholders for votes.

Article 46 The shareholders' general meeting shall resolve separately on all proposals included in the agenda and no proposal shall be left aside or left unresolved. If different proposals for the same matter are made at the Annual shareholders' general meeting, such proposals shall be voted on in the order of the time at which they are made. Proposals on the election of Directors and Supervisors shall, insofar as each Director and Supervisor candidate is concerned, be resolved separately.

For procedural issues, other convenient methods may be adopted for voting provided that no objection thereto is raised.

Article 47 The shareholders' general meeting shall not amend a proposal while it is being considered thereat, and a proposal so amended will be deemed a new proposal and it shall not be voted on at the then shareholders' general meeting.

Article 48 Unless as requested by the following personnel for voting by poll before or after the voting by a show of hands, voting in the shareholders' general meeting shall be made by a show of hands:

- (1) The chairman of the meeting;
- (2) At least 2 shareholders or proxies of shareholders with voting rights;
- (3) One or more shareholders (including proxies of shareholders) individually or in aggregate holding over 10% of the shares with voting rights at the meeting.

Unless there are people requesting for voting by poll, the chairman of the meeting shall, on the basis of the result of the voting by a show of hands, announce whether the motion is adopted and record such result in minutes of the meeting without providing the number and proportion of votes for or against the motion.

Request for voting by poll may be withdrawn by the person who makes such a request.

Article 49 If matters requiring to be put to vote by poll relate to the election of the chairman of the meeting or suspension of the meeting, then such matters shall be put to vote by poll immediately. For other matters for which voting by poll is requested, the chairman of the meeting shall decide the time at which voting will take place. In the meantime, the meeting may continue to discuss other

issues. The voting result shall be deemed as resolutions passed in such meeting.

Article 50 During the voting process, shareholders (including proxies) holding two votes with voting rights or more are not obliged to cast all their votes for or against a resolution.

Article 51 If before voting the appointer has died, lost capacity, withdrawn the proxy form or withdrawn the authorization under the signed power of attorney, or if relevant shares have already been transferred, votes cast by proxies of shareholders in accordance with the proxy form shall still be valid if the Bank has not received written notice with regard to the same before the relevant meeting.

Article 52 When related party transactions are being resolved in the shareholders' general meeting, all shareholders who are involved in the related party transactions shall abstain from voting. The votes of the aforesaid shareholders shall not be included into the total number of votes attached to the shares held by shareholders present at the shareholders' general meeting. The announcement of the resolutions of the shareholders' general meeting shall sufficiently disclose the votes cast by shareholders who are not related to such transactions.

Article 53 Two shareholders' representatives shall be elected to participate in vote counting and to supervise the counting process before any voting takes place at the shareholders' general meeting, but shareholders (and their proxies) who have an interest in the matters under consideration shall not participate in vote counting and the supervision of the counting process.

The Bank's lawyers, shareholders' representatives and Supervisors' representatives shall be responsible for vote counting and supervising the counting process when the voting takes place at the shareholders' meeting.

Where the listing rules of the Stock Exchange impose requirements on the voting observers, such requirements shall be complied with.

Shareholders (or their proxies) voting on line or by other means shall be entitled to inspect through the corresponding voting system their votes cast.

Article 54 Shareholders attending the shareholders' general meeting shall vote for, against or abstain from voting on the resolutions put forward for voting.

For voting slips that are left blank, incorrectly completed, illegible or not cast, the voter shall be deemed to have waived his voting rights, and the votes in respect of the number of shares held by him shall be counted as "abstention".

Article 55 If the chairman of the meeting has any doubt about the voting result, he/she

may check the votes. If the chairman of the meeting has not checked the votes, and shareholders or proxies attending the meeting disagrees to the voting result announced by the chairman of the meeting, they shall have the right to request for counting of the votes immediately after the announcement, whereupon the chairman of the meeting shall immediately check the votes and the result of such checking shall be recorded in the minutes.

Article 56 The closing time of the shareholders' general meeting at the venue where such meeting is physically held shall not be earlier than that for attending such meeting on line or by other means. The chairman of the meeting shall announce how the votes were cast and the voting results in respect of each resolution, and announce whether such resolution has been passed according to the voting results.

Before the official announcement of the voting results, the Bank, the counting officers, the voting observers, the major shareholders and the on line service providers and other relevant parties shall be obliged to keep confidential the way the votes were cast.

Part 3 Resolutions of Shareholders' General Meeting

Article 57 Resolution of the shareholders' general meeting is divided into general resolution and special resolution. The Articles of Association specify matters which require general resolution and special resolution.

If general resolution is being proposed at the shareholders' general meeting, such general resolution shall be passed by over 1/2 of the voting rights held by shareholders (including proxies) attending the shareholders General Meeting.

If special resolution is being proposed at the shareholders' general meeting, such special resolution shall be passed by over 2/3 of the voting rights held by shareholders (including proxies) attending the shareholders General Meeting.

Article 58 Resolutions of the shareholders' general meeting shall be announced promptly. The number of shareholders and proxies attending the meeting, the total number of voting shares they represented and the percentage of the total number of the voting shares of the Bank they represented, the voting methods, the voting result for each motion and details of each of the resolutions passed shall be stated clearly in the announcement.

Article 59 If proposals made at the meeting are not adopted, or if a shareholders' general meeting has resolved to modify the resolutions passed at the previous shareholders' general meeting, the Board of Directors shall give explanation in relation thereof in the announcement of resolution of the shareholders' general

meeting.

- Article 60 The shareholders' general meeting shall keep minutes and the Secretary to the Board of Directors shall be responsible for keeping minutes of the shareholders' general meetings. The minutes shall set out the following:
- (i) the date, place and agenda of the meeting, and the name of the convener;
 - (ii) the name of the chairman of the meeting, and the Directors, Supervisors, President and other Senior Management personnel of the Bank attending or present at the meeting;
 - (iii) the number of shareholders and proxies attending the meeting, the total number of voting shares they represented and the percentage of the total number of shares of the Bank they represented;
 - (iv) the discussions in respect of each motion, highlights of the speeches made at the meeting and the voting results;
 - (v) details of the queries or recommendations of the shareholders, and the corresponding answers or explanations;
 - (vi) the name of the lawyer, counting officer and voting observer;
 - (vii) other matters which, according to the provisions of these Articles of Association, shall be recorded in the minutes of the meeting.
- Article 61 The convener shall ensure the truthfulness, accuracy and completeness of the minutes of the meeting. Directors and Supervisors attending the meeting, the Secretary to the Board of Directors, the convener or their representatives, and the chairman of the meeting shall sign on the minutes of the meeting. The minutes of the meeting and the signed attendance record of the shareholders who attended physically, the proxy forms and the valid information relating to voting on line and by other means shall be kept permanently. The Board of Directors shall submit the minutes and resolutions of the shareholders' general meetings at the banking regulatory authority of the State Council.
- Article 62 After the shareholders' general meeting, information shall be disclosed in accordance with Articles of Association as well as relevant laws and regulations of the country and such disclosure shall be organised and implemented by the secretary of the Board of Directors.
- Article 63 Resolutions of shareholders' general meeting which violate the laws and regulations shall be rendered void.

In the event that the convening procedures of the shareholders' general

meeting, or the voting procedures thereof contravene any law or administrative regulation or the Articles of Association, or the content of any resolution adopted at the shareholders' general meeting contravenes the Articles of Association, the shareholders may, within 60 days of the date of adoption of the relevant resolution, apply to the People's Court for rescission of such resolution.

Chapter 5 Miscellaneous

- Article 64 Terms “over” and “within” shall include the number itself and the terms “exceed” and “less than” shall not include the number itself.
- Article 65 In case of a difference between the stipulations of these Procedural Rules and the Articles of Association, the Articles of Association shall prevail. For matters not included herein, such matters shall be governed by relevant laws and regulations and the requirement of the Articles of Association.
- Article 66 These Procedural Rules shall be implemented after approval by shareholders' general meeting and on the day on which the A Shares of the Bank are listed on the Shanghai Stock Exchange.
- Article 67 These Procedural Rules are to be interpreted by the Board of Directors.