
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



中国建设银行
China Construction Bank

中國建設銀行股份有限公司

China Construction Bank Corporation

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

(Stock Code: 939)

**A SHARE ISSUE
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AMENDMENTS TO THE RULES OF PROCEDURE
APPOINTMENT OF DIRECTORS
AND
NOTICE OF EGM**

It is important to note that the purpose of distributing this circular is to provide Shareholders with information on, among other matters, the proposed issue of A Shares by the Bank, so that Shareholders may make an informed decision on voting in respect of certain resolutions to be tabled at the EGM. This circular does not constitute, or form part of, an offer or invitation, or solicitation or inducement of an offer, to subscribe for or purchase any of the A Shares or other securities of the Bank, nor is this circular calculated to invite offers for any Shares or other securities of the Bank.

A notice convening the EGM to be held at 9:00 a.m. on Thursday, 23 August 2007 at Shangri-La Hotel, No. 9 Xiang Gang Zhong Road, Qingdao, PRC is set out on pages 11 to 76 of this circular.

A reply slip and a form of proxy for use at the EGM are enclosed and are also published on the website of the Hong Kong Stock Exchange (www.hkex.com.hk). Shareholders who intend to attend the EGM in person or by proxy shall complete and return the reply slip in accordance with the instructions printed thereon on or before Thursday, 2 August 2007. Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Introduction	4
A Share Issue	4
Amendments to the Articles of Association	7
Amendments to the Rules of Procedure	7
Appointment of Directors	8
EGM	9
Procedures for Demanding a Poll at the EGM	9
Recommendation	10
Notice of EGM	11

DEFINITIONS

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

“A Shares”	the ordinary shares subscribed for in RMB, which are proposed to be allotted and issued by the Bank to qualified strategic investors, institutional investors as approved by the CSRC and the individuals, legal entities and other investors which have maintained share accounts with the Shanghai Stock Exchange (except those prohibited by PRC laws and regulations and other regulatory requirements an issuer is subject to), and to be listed on the Shanghai Stock Exchange
“A Share Issue”	the proposed allotment and issue of not more than 9 billion A Shares by the Bank to qualified strategic investors, institutional investors as approved by the CSRC and the individuals, legal entities and other investors which have maintained share accounts with the Shanghai Stock Exchange (except those prohibited by PRC laws and regulations and other regulatory requirements an issuer is subject to). The A Shares are proposed to be listed on the Shanghai Stock Exchange
“Articles of Association”	the articles of association of the Bank, as amended, modified or otherwise supplemented from time to time
“Bank”	China Construction Bank Corporation, a joint stock limited company duly incorporated in the PRC with limited liability and the H Shares of which are listed on the main board of the Hong Kong Stock Exchange
“Board”	the board of Directors of the Bank
“Board of Supervisors”	the board of Supervisors of the Bank
“CBRC”	China Banking Regulatory Commission
“Company Law”	the Company Law of the PRC
“CSRC”	China Securities Regulatory Commission
“Directors”	the members of the Board
“EGM”	the 2007 first extraordinary general meeting of the Bank to be held at Shangri-La Hotel, No. 9 Xiang Gang Zhong Road, Qingdao, PRC on Thursday, 23 August 2007 at 9:00 a.m. to approve, inter alia, the A Share Issue
“H Shares”	overseas listed shares of RMB1.00 each in the share capital of the Bank which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Latest Practicable Date”	2 July 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedure”	the Rules of Procedure for the Shareholders’ General Meeting, the Rules of Procedure for the Board and the Rules of Procedure for the Board of Supervisors of the Bank
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of RMB1.00 each in the share capital of the Bank
“Shareholders”	holders of the Share(s)
“Supervisors”	the members of the Board of Supervisors



中国建设银行

China Construction Bank

中國建設銀行股份有限公司

China Construction Bank Corporation

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

(Stock Code: 939)

Executive Directors:

Mr. Guo Shuqing (*Chairman*)
Mr. Zhang Jianguo (*Vice Chairman, President*)
Mr. Zhao Lin
Mr. Luo Zhefu

Registered office:

No. 25, Finance Street
Xicheng District
Beijing 100032
PRC

Non-executive Directors:

Mr. Wang Yonggang
Mr. Wang Yong*
Ms. Wang Shumin
Mr. Liu Xianghui
Mr. Zhang Xiangdong
Ms. Li Xiaoling*
Mr. Gregory L. Curl

Principal place of business

in Hong Kong:
44th Floor & 45th Floor
Tower One Lippo Centre
89 Queensway
Hong Kong

Independent non-executive Directors:

Lord Peter Levene
Mr. Song Fengming
Ms. Elaine La Roche
Mr. Tse Hau Yin, Aloysius

* subject to the approval of CBRC

6 July 2007

To the Shareholders

Dear Sir or Madam,

**A SHARE ISSUE
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AMENDMENTS TO THE RULES OF PROCEDURE
APPOINTMENT OF DIRECTORS
AND
NOTICE OF EGM**

LETTER FROM THE BOARD

INTRODUCTION

On 14 June 2007, the Board announced that subject to Shareholders' approval, the Bank will apply to the relevant regulatory authorities for the allotment and issue of not more than 9 billion A Shares to qualified strategic investors, institutional investors as approved by the CSRC and the individuals, legal entities and other investors which have maintained share accounts with the Shanghai Stock Exchange (except those prohibited by PRC laws and regulations and other regulatory requirements to which an issuer is subject), and application made to the Shanghai Stock Exchange for the listing of such A Shares. The A Share Issue is subject to (i) approval from Shareholders at the EGM; and (ii) approvals from the CSRC, the CBRC and other relevant regulatory authorities.

In light of the A Share Issue and to further improve corporate governance, certain amendments are proposed to be made to the Articles of Association and the Rules of Procedure pursuant to the requirements of the applicable PRC laws and regulations and the relevant rules of the stock exchange on which the A Shares will be listed.

In addition, the Board proposes to appoint Ms. Jenny Shipley and Mr. Wong Kai-Man as independent non-executive Directors of the Bank.

The purpose of this circular is to give you notice of the EGM and information on the matters to be dealt with at the EGM, which include the proposed A Share Issue, the proposed amendments to the Articles of Association and the Rules of Procedure, and the proposed appointment of Directors.

A SHARE ISSUE

i. General

At the Board meeting held on 14 June 2007, it was resolved that, subject to Shareholders' approval, the Bank will apply to the relevant regulatory authorities for the allotment and issue of not more than 9 billion A Shares to qualified strategic investors, institutional investors as approved by the CSRC and individuals, legal entities and other investors which have maintained share accounts with the Shanghai Stock Exchange (except those prohibited by PRC laws and regulations and other regulatory requirements to which an issuer is subject), and application made to list such A Shares on the Shanghai Stock Exchange. If any investors include connected persons (as defined under the Listing Rules) of the Bank, the Bank will take steps to comply with the relevant connected transaction requirements under the Listing Rules. At present, the H Shares of the Bank are listed on the main board of the Hong Kong Stock Exchange.

The A Share Issue is subject to (i) approval from Shareholders at the EGM; and (ii) approvals from the CSRC, the CBRC and other relevant regulatory authorities.

ii. Structure of the A Share Issue

The structure of the proposed A Share Issue is set out below:

Type of securities to be issued: A Shares

Nominal value: RMB1.00 each

LETTER FROM THE BOARD

Proposed stock exchange for listing:	Shanghai Stock Exchange
Number of A Shares to be issued:	Not more than 9 billion A Shares (including any A Shares issued pursuant to any over-allotment option which may be granted to the lead underwriters by the Board according to the authorisation of the Shareholders' general meeting and having regard to the relevant circumstances. The number of A Shares issued pursuant to any over-allotment option shall not exceed 15% of the number of A Shares underwritten by the lead underwriters). The number of A Shares to be issued shall be subject to approval by the CSRC and CBRC, and subject to adjustment by the Board as authorised by the Shareholders at the EGM and within the range approved by the CSRC and CBRC having regard to the relevant circumstances.
Rights attached to A Shares:	The A Shares to be issued are domestically listed domestic shares and, except as otherwise provided for in the relevant laws, administrative regulations, departmental rules and other regulatory documents and the Articles of Association, holders of such A Shares will be entitled to the same rights as the existing Shareholders of H Shares of the Bank in all respects.
Plan of distribution of accumulated undistributed profits:	<p>The Board shall declare a 2007 interim dividend in accordance with the authorisation granted in the 2006 annual general meeting of the Bank, in an amount of 45% of the after-tax net profits of the Bank for the six months ended 30 June 2007. In addition, the accumulated undistributed profits of the Bank as at 30 June 2007 (after such 2007 interim dividend distribution) shall be distributed by cash dividend to all Shareholders prior to the A Share Issue. The amount of such accumulated undistributed profits shall be the lesser of the same calculated in accordance with PRC accounting standards and International Financial Reporting Standards.</p> <p>The Board shall be authorised to decide on matters relating to the declaration of the above dividends (including, inter alia, the amount of the dividends, the record date and the book closure dates) and an announcement shall be made in due course.</p> <p>The Bank's accumulated undistributed profits after the above-mentioned distributions and immediately prior to the completion of the A Share Issue shall be shared by all new and existing Shareholders of the Bank after the A Share Issue.</p>
Target subscribers:	Qualified strategic investors, institutional investors as approved by the CSRC and the individuals, legal entities and other investors which have maintained share accounts with the Shanghai Stock Exchange (except those prohibited by PRC laws and regulations and other regulatory requirements to which an issuer is subject).

LETTER FROM THE BOARD

Issue method: The A Share Issue will adopt a combination of the following methods: placing of A Shares to strategic investors, off-line price consultations and placing to qualified institutional investors as approved by the CSRC, and on-line subscription. The A Share Issue may also adopt other methods recognised by the CSRC.

Pricing method: The issue price range will be determined based on price consultations with participants in the price consultation process. The Bank and the lead underwriters shall undertake a roadshow, and conduct cumulative bidding price consultations within the price range. The issue price will be determined based on the results of the cumulative bidding price consultations and market conditions.

As required by relevant PRC regulations, including the Administrative Measures on the Offering and Underwriting of Securities issued by the CSRC and in line with market practice, the price consultation will be undertaken with not less than 50 qualified price consultation participants upon obtaining approvals from (i) Shareholders at the EGM; and (ii) the CSRC, the CBRC and other relevant authorities by the Bank for the A Share Issue. The issue price and the amount to be raised from the A Share Issue cannot be ascertained as at the date of this circular because the price consultation can only be conducted after the aforesaid approvals have been obtained. However, the issue price for the A Share Issue shall not be lower than the net asset value (excluding minority interest) per Share of the Bank according to the then latest audited financial statements of the Bank. The Bank will make the requisite announcement once the issue price is confirmed.

Use of proceeds: The proceeds from the A Share Issue will all be used to strengthen the capital base of the Bank and to raise the Bank's capital adequacy level.

iii. Shareholders' approval and other approvals

The EGM will be held on 23 August 2007 to consider and, if thought fit, approve, among other things, the A Share Issue and to authorise the Board to determine and implement the specific scheme for the A Share Issue, including but not limited to the specific timing of the issue, timetable of issue, number of A Shares to be issued, method of issue, pricing mechanism, issue price and offering structure, over-allotment option (if any) and other matters relating to the A Share Issue. It shall be noted that the A Share Issue, upon approval by Shareholders by way of special resolution at the EGM, is still subject to approvals by the CSRC, the CBRC and other relevant regulatory authorities. In addition, the examination and consent of the Shanghai Stock Exchange for the listing of and dealings in the A Shares on the Shanghai Stock Exchange are also required. The approval in respect of the A Share Issue, if obtained from Shareholders at the EGM, shall be effective for a period of 12 months from the date such approval is obtained.

iv. Reasons for and benefits of the A Share Issue

The Bank believes that the A Share Issue will establish a new financing platform, strengthen its capital base, support its ongoing business development and further improve its competitiveness. The Directors believe that the A Share Issue will benefit the Bank and its Shareholders as a whole.

LETTER FROM THE BOARD

v. Effect of the A Share Issue on the Bank's shareholding structure

Set out below is the shareholding structure of the Bank as at the date of this circular and immediately upon completion of the A Share Issue based on the assumption that an aggregate of 9 billion A Shares will be issued:

	As at the date of this circular		Immediately after completion of the A Share Issue	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of shares</i>	<i>%</i>
(1) A Shares	0	0	9,000,000,000	3.85
(2) H Shares	<u>224,689,084,000</u>	<u>100</u>	<u>224,689,084,000</u>	<u>96.15</u>
Total number of shares	<u>224,689,084,000</u>	<u>100</u>	<u>233,689,084,000</u>	<u>100</u>

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In light of the A Share Issue and to further improve corporate governance, certain amendments are proposed to be made to the Articles of Association pursuant to the requirements of the applicable PRC laws and regulations and the relevant rules of the stock exchange on which the A Shares will be listed. Amendments to the Articles of Association are subject to Shareholders' approval by way of special resolution at the EGM, and the obtaining of any required approval or endorsement from or registration with the relevant regulatory authorities. The proposed amendments to the Articles of Association shall come into effect upon approval by the CBRC.

Details regarding the proposed amendments to the Articles of Association are set out in the text of resolution 2 in the notice of EGM contained in this circular.

AMENDMENTS TO THE RULES OF PROCEDURE

In light of the A Share Issue and to further improve corporate governance, certain amendments are proposed to be made to the Rules of Procedure pursuant to the requirements of the applicable PRC laws and regulations and the relevant rules of the stock exchange on which the A Shares will be listed. Amendments to the Rules of Procedure are subject to Shareholders' approval by way of special resolution at the EGM. Special resolutions to consider and approve the amendments to (1) the Rules of Procedure for the Shareholders' General Meeting; (2) the Rules of Procedure for the Board; and (3) the Rules of Procedure for the Board of Supervisors will be proposed at the EGM. The proposed amendments to the Rules of Procedure shall come into effect at the same time as the proposed amendments to the Articles of Association come into effect.

Details regarding the proposed amendments to the Rules of Procedure for the Shareholders' General Meeting, the Rules of Procedure for the Board and the Rules of Procedure for the Board of Supervisors are set out in the text of resolutions 3, 4 and 5 in the notice of EGM contained in this circular respectively.

LETTER FROM THE BOARD

APPOINTMENT OF DIRECTORS

Ordinary resolutions will be proposed at the EGM to appoint Ms. Jenny Shipley and Mr. Wong Kai-Man as independent non-executive Directors of the Bank. If such resolutions are approved by the Shareholders at the EGM, they shall come into effect at the same time that the proposed amendments to the Articles of Association come into effect. The following are particulars of the Directors proposed to be appointed at the EGM:

Rt Hon Jenny Shipley, aged 55, is currently an independent director and chairman of Mainzeal Property and Construction Limited, a wholly owned subsidiary of the New Zealand listed company, Richina Pacific Limited. She is also an independent director of Richina Pacific Limited and was formerly chairman of another of its subsidiaries, Shanghai based Richina Leather Limited. She is an independent director and chairman of Senior Money International Limited. She is also an independent director of Momentum Consulting Group. She was formerly an independent director of Canadian listed Pacrim International Capital Inc. In addition, she holds positions in consultancies including Jenny Shipley New Zealand Ltd and Confucius Says. She previously held key appointments in the New Zealand government and was Prime Minister of New Zealand from 1997 to 1999. The various ministerial appointments she held during the period between 1990 and 1997 included Minister of State-Owned Enterprises, Minister of State Services, Minister of Women Affairs, Minister of Social Welfare, Minister of Health, Minister Responsible for Radio New Zealand, Minister of Transport and Minister of Accident Compensation. Other than as set out above, Ms. Jenny Shipley has not held any directorship in any other listed companies in the past three years.

The Bank proposes to appoint Ms. Jenny Shipley as an independent non-executive Director to hold office for a term of three years. Ms. Jenny Shipley's remuneration consists of a director's fee only, which will be determined in accordance with the Regulations on Stipends for Independent Directors and External Supervisors of the Bank. After the end of each year, the nomination and compensation committee shall propose a final emoluments distribution plan, which shall be submitted to the Board for consideration, and subject to the approval of the Shareholders' general meeting. Ms. Jenny Shipley does not have any relationship with the other Directors, Supervisors, senior management, or substantial or controlling Shareholders of the Bank. As at the Latest Practicable Date, Ms. Jenny Shipley does not have any interests in the shares in the Bank within the meaning of Part XV of the SFO. There is no information which is discloseable nor is/was Ms. Jenny Shipley involved in any of the matters required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders of the Bank.

Mr. Wong Kai-Man, aged 57, is currently the chief executive officer of Li & Fung (1906) Foundation Ltd, a charity, a senior advisor to Tricor Services Limited, a provider of business services, and an honorable assistant professor of the Business School of the University of Hong Kong. He also holds the position of independent non-executive director in the following listed companies: Shangri-la Asia Limited, SCMP Group Limited and SUNeVision Holdings Ltd. In addition, he serves in a number of government committees and non-governmental organizations: Hong Kong Science and Technology Parks Corporation, Hong Kong Design Centre Limited, Barristers Disciplinary Tribunal, City University of Hong Kong, Hong Kong University Graduates Association Education Foundation, World Vision Hong Kong, Haven of Hope Christian Service and Haven of Hope Hospital. Mr. Wang was a partner of PricewaterhouseCoopers Hong Kong and retired from that post on 30 June 2005 with thirty-two years of experience in accounting. Mr. Wong was a member of the GEM Listing Committee of the Hong Kong Stock Exchange from 1999 to 2003. Mr. Wong received his bachelor's degree in science from the Hong Kong University and his master degree in business administration from the Chinese University of Hong Kong. Mr. Wong is a senior member of the Hong Kong Institute of Certified Public Accountants and a senior member of the Association of Chartered Certified Accountants of the United Kingdom. Other than as set out above, Mr. Wong has not held any directorship in any other listed companies in the past three years.

LETTER FROM THE BOARD

The Bank proposes to appoint Mr. Wong Kai-Man as an independent non-executive Director to hold office for a term of three years. Mr. Wong's remuneration consists of a director's fee only, which will be determined in accordance with the Regulations on Stipends for Independent Directors and External Supervisors of the Bank. After the end of each year, the nomination and compensation committee shall propose a final emoluments distribution plan, which shall be submitted to the Board for consideration, and subject to the approval of the Shareholders' general meeting. Mr. Wong does not have any relationship with the other Directors, Supervisors, senior management, or substantial or controlling Shareholders of the Bank. As at the Latest Practicable Date, Mr. Wong does not have any interests in the shares in the Bank within the meaning of Part XV of the SFO. There is no information which is discloseable nor is/was Mr. Wong involved in any of the matters required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders of the Bank.

EGM

A notice convening the EGM to be held at Shangri-La Hotel, No. 9 Xiang Gang Zhong Road, Qingdao, PRC on Thursday, 23 August 2007 at 9:00 a.m. is set out on pages 11 to 76 of this circular.

Special resolutions to approve the A Share Issue, the amendments to the Articles of Association and the Rules of Procedure, and ordinary resolutions to approve the appointment of Directors will be tabled at the EGM. No Shareholder is required to abstain from voting in connection with the matters to be resolved at the EGM.

In order to determine the Shareholders who are entitled to attend the EGM, the Bank's register of members will be closed from Tuesday, 24 July 2007 to Wednesday, 22 August 2007, both days inclusive, during which period no transfer of Shares will be effected. Holders of H Shares whose names appear on the Bank's register of members on Monday, 30 July 2007 are entitled to attend the meeting.

A reply slip and a form of proxy for use at the EGM are enclosed and are also published on the website of the Hong Kong Stock Exchange (www.hkex.com.hk). Shareholders who intend to attend the EGM in person or by proxy shall complete and return the reply slip in accordance with the instructions printed thereon on or before Thursday, 2 August 2007. Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

PROCEDURE FOR DEMANDING A POLL AT THE EGM

According to the Articles of Association, a resolution will be decided on a show of hands unless, before any vote taken on a show of hands, a poll is demanded. A poll may be demanded by (i) the chairman of the meeting; or (ii) at least two Shareholders entitled to vote, present in person or by proxy; or (iii) by one or more Shareholders present in person or by proxy representing ten percent or more of all Shares carrying voting rights at the meeting.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the proposals mentioned above are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of the relevant resolutions to be proposed at the EGM as set out in the notice of the EGM.

Yours faithfully,

By order of the Board

China Construction Bank Corporation

Zhang Jianguo

Vice Chairman, Executive Director and President



中国建设银行

China Construction Bank

中國建設銀行股份有限公司

China Construction Bank Corporation

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

(Stock Code: 939)

NOTICE IS HEREBY GIVEN that the 2007 first extraordinary general meeting (the “EGM”) of China Construction Bank Corporation (the “Bank”) will be held at Shangri-La Hotel, No. 9 Xiang Gang Zhong Road, Qingdao, the PRC on Thursday, 23 August 2007 at 9:00 a.m. to consider and, if thought fit, pass the following resolutions. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Bank dated 6 July 2007.

AS SPECIAL RESOLUTIONS

1. “To consider and approve the following scheme and related arrangements relating to the Bank’s public offering of A Shares (the “Issue”) which are to be listed on a domestic securities exchange (together with “the Issue”, referred to as the “Issue and Listing”):

1. Scheme for the Issue and Listing

- (1) Type of securities to be issued: RMB ordinary shares (A Shares).
- (2) Nominal value: RMB1.00 each.
- (3) Rights attached to A Shares: The A Shares to be issued are domestically listed domestic shares and, except as otherwise provided for in the relevant laws, administrative regulations, departmental rules and other regulatory documents and the Articles of Association, holders of such A Shares will be entitled to the same rights as the existing Shareholders of H Shares of the Bank in all respects.
- (4) Number of A Shares to be issued: Not more than 9 billion shares (including any A Shares issued pursuant to any over-allotment option which may be granted to the lead underwriters by the Board according to the authorisation of the Shareholders’ general meeting and having regard to the relevant circumstances. The number of A Shares issued pursuant to any over-allotment option shall not exceed 15% of the number of A Shares underwritten by the lead underwriters). The number of shares to be issued shall be subject to approval by the CSRC and the CBRC, and subject to adjustment by the Board as authorised by the Shareholders at the EGM and within the range approved by the CSRC and the CBRC having regard to the relevant circumstances. The registered capital of the Bank will be increased accordingly.

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

- (5) Target subscribers: Qualified strategic investors, institutional investors as approved by the CSRC and the individuals, legal entities and other investors in the PRC which have maintained share accounts with the Shanghai Stock Exchange (except those prohibited by PRC laws and regulations and other regulatory requirements to which an issuer is subject).
- (6) Issue method: The Issue will adopt a combination of the following methods: placing of A Shares to strategic investors, off-line price consultation and placing to qualified institutional investors as approved by the CSRC and on-line subscription. The Issue may also adopt other methods recognised by the CSRC.
- (7) Pricing method: The issue price range will be determined based on price consultations with qualified institutional investors as approved by the CSRC. The issuer and the lead underwriters will organize road show promotion, conduct cumulative bid pricing consultation within the issue price range, and the issue price will be determined based on the results of the cumulative bid pricing consultations and market conditions.
- (8) Proposed stock exchange for listing: Shanghai Stock Exchange.
- (9) Use of proceeds: The proceeds raised from the Issue will all be used to strengthen the capital base of the Bank and to raise the Bank's capital adequacy level.
- (10) Plan of distribution of accumulated undistributed profits: The Board shall declare a 2007 interim dividend in accordance with the authorisation granted in the 2006 annual general meeting of the Bank, in an amount of 45% of the after-tax net profits of the Bank for the six months ended 30 June 2007. In addition, the accumulated undistributed profits of the Bank as at 30 June 2007 (after such 2007 interim dividend distribution) shall be distributed by cash dividend to all Shareholders prior to the Issue. The amount of such accumulated undistributed profits shall be the lesser of the same calculated in accordance with PRC accounting standards and International Financial Reporting Standards.

The Board shall be authorised to decide on matters relating to the declaration of the above dividends (including, inter alia, the amount of the dividends, the record date and the book closure dates) and an announcement shall be made in due course.

The Bank's accumulated undistributed profits after the above-mentioned distributions and immediately prior to the completion of the Issue shall be shared by all new and existing Shareholders of the Bank after the Issue.

2. The Board shall be authorised to decide on and implement specific schemes of the Issue and Listing, including but not limited to the determination of the timing and timetable of issue, number of shares to be issued, issue method, pricing method, issue price and offering structure, over-allotment option (if any) and other matters relating to the Issue and Listing, including:
 - (1) engage relevant intermediaries for the purposes of the Issue and Listing;
 - (2) apply for the listing on the Shanghai Stock Exchange of the shares issued;
 - (3) decide to postpone the implementation of the Issue in the cases of force majeure or other situations which render the Issue impractical or which may bring adverse consequences to the bank even when under such situations the Issue can be implemented;

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

- (4) go through the formalities in relation to the Issue and Listing and capital increase such as review and approval, registration, filing, ratification, consent, etc. with the competent authorities;
- (5) sign, execute, amend and complete documents to be submitted to relevant government departments, institutions, organizations and individuals. Sign, execute, amend and complete relevant agreements and other documents relating to the Issue and Listing;
- (6) make proper amendments to the resolutions relating to the Issue and Listing passed by the Shareholders' general meeting based on actual needs and requirements of regulatory authorities;
- (7) handle any other matters which the Directors consider as necessary, proper and appropriate for the Issue and Listing.

3. Term of validity of the resolution

The resolution of the Shareholders' general meeting regarding the Issue and Listing shall remain valid for 12 months from the day on which it is adopted by the Shareholders' general meeting."

2. "To consider and approve the following amendments to the Articles of Association:

1. Paragraph 3 of Article 1, which reads:

"The promoters of the Bank are as follows: Central SAFE Investments Limited, China Jianyin Investment Limited, State Grid Corporation of China, Shanghai Baosteel Group Corporation and China Yangtze Power Company Limited."

be amended to:

"The promoters of the Bank are as follows: Central SAFE Investments Limited, China Jianyin Investment Limited, State Grid Corporation of China, Baosteel Group Co., Ltd. and China Yangtze Power Company Limited."

2. Paragraph 2 of Article 8 be deleted.

3. Paragraph 2 of Article 9, which reads:

"Shareholders may sue the Bank in accordance with the Articles of Association. The Bank may sue shareholders in accordance with the Articles of Association. Shareholders may sue shareholders in accordance with the Articles of Association. Shareholders may sue Directors, Supervisors, the president or other senior management in accordance with the Articles of Association."

be amended to:

"Shareholders may sue the Bank in accordance with the Articles of Association. The Bank may sue shareholders in accordance with the Articles of Association. Shareholders may sue shareholders in accordance with the Articles of Association. Shareholders and the Bank may sue Directors, Supervisors, the president or other senior management in accordance with the Articles of Association."

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

4. References to “general auditor” in Articles 10, 119, 149, 154, 156, 157, 163, 236 and 237 be amended to “chief auditor”.

5. Paragraph 1 of Article 18, which reads:

“The shares issued by the Bank to domestic investors and to be subscribed for in Renminbi shall be referred to as domestic-invested shares.”

be amended to:

“The shares issued by the Bank to domestic investors and to be subscribed for in Renminbi shall be referred to as domestic-invested shares. Domestic-invested shares listed domestically shall be referred to as domestic-listed shares.”

6. Article 19, which reads:

“Upon approval of the competent institutions authorised by the State Council and the shareholders’ general meeting, the Bank is authorised to issue up to a total amount of 224,689,084,000 ordinary shares, of which 194,230,250,000 shares, or 86.44% of the total ordinary shares the Bank is allowed to issue, were issued to the promoters upon the Bank’s establishment.”

be amended to:

“Upon approval of the competent institutions authorised by the State Council and the shareholders’ general meeting, the Bank is authorised to issue up to a total amount of [●] ordinary shares, of which 194,230,250,000 shares, or [●]% of the total ordinary shares the Bank is allowed to issue, were issued to the promoters upon the Bank’s establishment.” (The specific number of shares and the proportion shall be filled in pursuant to the results of the domestic public offering of the Bank.)

7. Paragraph 1 of Article 20, which reads:

“After the establishment of the Bank, 30,458,834,000 ordinary shares have been issued, which are all foreign-invested shares listed overseas (including the foreign-invested shares listed overseas which have been issued because of the exercise of over-allotment options), representing 13.56% of the total ordinary shares the Bank is allowed to issue.”

be amended to:

“After the establishment of the Bank, [●] ordinary shares have been issued, including [●] foreign-invested shares listed overseas (including the foreign-invested shares listed overseas which have been issued because of the exercise of over-allotment options), representing [●]% of the total ordinary shares the Bank is allowed to issue; and [●] domestic-listed shares, representing [●]% of the total ordinary shares the Bank is allowed to issue.” (The specific number of shares and the proportion shall be filled in pursuant to the results of the domestic public offering of the Bank.)

Paragraph 2, which reads:

“The share capital structure of the Bank after the issue of shares mentioned above shall be: 224,689,084,000 overseas listed shares, among which there are 166,842,297,904 overseas listed shares held by the promoters, representing 74.25% of the total ordinary shares the Bank is allowed to issue;

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

and 57,846,786,096 other overseas listed shares (including 27,387,952,096 overseas listed shares which were transferred by the promoters to the strategic investors), representing 25.75% of the total ordinary shares which the Bank is allowed to issue.”

be amended to:

“The share capital structure of the bank after the issue of shares mentioned above shall be: [●] ordinary shares, among which there are [●] overseas listed shares, representing [●]% of the total ordinary shares the Bank is allowed to issue, and [●] domestic-listed shares, representing [●]% of the total ordinary shares the Bank is allowed to issue.” (The specific number of shares and the proportion shall be filled in pursuant to the results of the domestic public offering of the Bank.)

8. Article 23, which reads:

“The registered capital of the Bank shall be Renminbi 224,689,084,000.”

be amended to:

“The registered capital of the Bank shall be Renminbi [●].” (The specific amount shall be filled in pursuant to the results of the domestic public offering of the Bank.)

9. Paragraph 2 of Article 26, which reads:

“The Bank shall notify its creditors of its resolution for reduction of registered capital within ten days of the resolution and publish an announcement of such resolution in a newspaper at least three times within thirty days of such resolution. Within thirty days of receipt of such notice, or, if the creditor does not receive such notice, within ninety days of the date of the first announcement, a creditor has the right to demand the Bank to repay its debts or to provide corresponding security for such debts.”

be amended to:

“The Bank shall notify its creditors of its resolution for reduction of registered capital within ten days of the resolution and publish an announcement of such resolution in a newspaper within thirty days of such resolution. Within thirty days of receipt of such notice, or, if the creditor does not receive such notice, within forty-five days of the date of announcement, a creditor has the right to demand that the Bank repay its debts or provide corresponding security.”

10. Article 27, which reads:

“The Bank may repurchase its outstanding shares in accordance with the procedure as provided in the Articles of Association, subject to the approval by the relevant authority of the State, if:

- (1) the Bank is to cancel shares for the purpose of reducing its capital;
- (2) the Bank merges with another company which holds stocks of the Bank; or
- (3) the Bank is under other circumstances as allowed by the laws, regulations and rules.”

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

be amended to as the first paragraph:

“The Bank may repurchase its outstanding shares in accordance with the procedure as provided in the Articles of Association, subject to approval by the relevant authority of the State and provided that the repurchase complies with laws, administrative regulations and listing rules, if:

- (1) the Bank is to cancel shares for the purpose of reducing its capital;
- (2) the Bank merges with another company which holds stocks of the Bank;
- (3) the Bank rewards shares to its employees;
- (4) a shareholder who, opposing a resolution regarding a merger or division of the Bank at the shareholders’ general meeting, requests that the Bank purchase its shares; or
- (5) the Bank is under other circumstances as allowed by the laws, regulations and rules.”

A second paragraph be added:

“The Bank’s purchase of its shares due to the reasons in the items (1)–(3) of the first paragraph shall be resolved by the shareholders’ general meeting. After the Bank purchases its shares in accordance with the above provisions, the shares shall be cancelled within ten days after the purchase under the circumstances set out in item (1); and the shares shall be transferred or cancelled within six months under the circumstances set out in item (2) or (4). The total nominal value of cancelled shares shall be deducted from the Bank’s registered capital.”

A third paragraph be added:

“The Bank’s shares the Bank purchases according to item (3) of the first paragraph shall not exceed five percent of the Bank’s total issued shares; the purchase shall be funded using the Bank’s profits after tax; and the shares so purchased shall be transferred to the employees within one year.”

11. An item 4 be added after item 3 of Article 28:

“(4) other means as provided for under laws and administrative regulations or approved by regulatory authorities.”

12. Article 30 be deleted.

13. Article 43, which reads:

“Where the Bank needs to confirm shareholdings as necessary for convening the shareholders’ general meeting, distribution of dividends, liquidation or other matters, the Board shall fix a day as the shareholding record date; and the shareholders listed on the register by such shareholding record date are the shareholders of the Bank.”

be amended as:

“Where the Bank needs to confirm shareholdings as necessary for convening the shareholders’ general meeting, distribution of dividends, liquidation or other matters, the Board, or the convener of the shareholders’ general meeting shall fix a day as the shareholding record date; and the shareholders listed on the register by such shareholding record date are the shareholders of the Bank.”

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

14. Article 49, which reads:

“The transfer of overseas listed shares shall be registered with the share registrar authorised by the Bank.”

be amended to:

“The transfer of the Bank’s shares shall be registered with the share registrar authorised by the Bank.”

15. Article 70, which reads:

“The following entities or individuals may submit proposals to the shareholders’ general meeting:

- (a) the Board is generally responsible for submitting proposals to the shareholders’ general meeting;
- (b) the shareholders holding, singly or jointly, three percent or more of the Bank’s shares may, ten days prior to the convening of the shareholders’ general meeting, submit additional written proposals to the Board, who shall inform other shareholders within two days upon receipt of such proposals and submit such proposals to the shareholders’ general meeting for consideration;
- (c) the shareholders holding, singly or jointly, three percent or more of the Bank’s outstanding shares carrying voting rights are entitled to submit inquiries to the shareholders’ general meeting, and the Board and the Board of Supervisors shall appoint relevant Directors, Supervisors or senior management to receive the inquiries as requested by the shareholders;
- (d) the shareholders holding, singly or jointly, five percent or more of the Bank’s outstanding shares carrying voting rights and the Board have the right to propose candidates for Directors (including independent Directors). The Board of Supervisors has the right to propose candidates for independent Directors;
- (e) shareholders holding, singly or jointly, one percent or more of the Bank’s outstanding shares have the right to propose candidates for independent Directors and external Supervisors to the shareholders’ general meeting;
- (f) if more than half of the independent Directors request the Board to convene an extraordinary shareholders’ general meeting, they shall also be responsible for submitting the relevant proposals;
- (g) the Board of Supervisors has the right to submit new proposals to the shareholders’ annual general meeting. If the Board of Supervisors considers it necessary to convene an extraordinary shareholders’ general meeting, it shall also be responsible for submitting the relevant proposals; and

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

- (h) if shareholders holding, singly or jointly, ten percent or more of the Bank's outstanding shares carrying voting rights request to convene an extraordinary shareholders' general meeting, whether the meeting is convened by the Board or not, such shareholders shall also be responsible for submitting the relevant proposals."

be amended to:

"Submission of proposals to the shareholders' general meeting shall comply with the following stipulations:

- (1) The following entities or individuals may submit proposals to the shareholders' meeting:
 - (a) generally, the Board is responsible for submitting proposals to the shareholders' general meeting;
 - (b) the Board of Supervisors and the shareholders holding, singly or jointly, three percent or more of the Bank's shares have the right to submit proposals to the Bank;
 - (c) if the Board of Supervisors considers it necessary to convene an extraordinary shareholders' general meeting, it shall also be responsible for submitting the relevant proposals;
 - (d) if shareholders holding, singly or jointly, ten percent or more of the Bank's outstanding shares carrying voting rights request to convene an extraordinary shareholders' general meeting, whether the meeting is convened by the Board or not, such shareholders shall also be responsible for submitting the relevant proposals; and
 - (e) if more than half of the independent Directors request the Board to convene an extraordinary shareholders' general meeting, they shall also be responsible for submitting the relevant proposals.
- (2) The shareholders holding, singly or jointly, three percent or more of the Bank's shares may, twenty days prior to the convening of the shareholders' general meeting, submit additional written proposals to the convener, who shall include them in the agenda of this shareholders' general meeting and inform other shareholders in a timely manner if these proposals are identified as qualified after examination upon receipt. If the convener decides not to include these proposals in the agenda of this shareholders' general meeting, the convener shall make an explanation at this shareholders' general meeting. Unless under the above circumstances, the convener shall not revise proposals specified in the notice of shareholders' general meeting or add new proposals once the notice of shareholders' general meeting is announced."

16. Article 71, which reads:

"The proposals regarding the candidates for Directors and non-employee-representative Supervisors, shall be submitted to the shareholders' general meeting, in accordance with the Articles of Association and the Rules of Procedure for the Shareholders' General Meeting of the Bank.

The Board shall propose the candidates for Directors to the shareholders' general meeting in the form of resolutions of the Board; the Board of Supervisors shall propose the candidates for independent Directors and non-employee-representative Supervisors, to the shareholders' general

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

meeting in the form of resolutions of the Board of Supervisors. When nominating candidates for Directors and candidates for Supervisors, the nominator shall provide the shareholders' general meeting with the resumes and basic information of the candidates for Directors and candidates for Supervisors and a statement that whether such nominees are persons prohibited from holding the positions as the Bank's Directors or Supervisors as provided in Article 147 of the Company Law and the Articles of Association."

be amended to:

"The proposal regarding the candidates for Directors and Supervisors shall comply with the following stipulations:

- (1) The following entities or persons may propose the candidates for Directors and Supervisors to the shareholders' general meeting:
 - (a) the shareholders holding, singly or jointly, five percent or more of the Bank's outstanding shares carrying voting rights have the right to propose the candidates for Directors (including independent Directors) and non-employee-representative Supervisors (including external Supervisors);
 - (b) the Board has the right to propose the candidates for Directors (including independent Directors);
 - (c) the Board of Supervisors has the right to propose the candidates for non-employee-representative Supervisors (including external Supervisors) and independent Directors; and
 - (d) the shareholders holding, singly or jointly, one percent or more of the Bank's outstanding shares have the right to propose the candidates for independent Directors and external Supervisors.

The number of candidates nominated by a proposer shall be in accordance with the Articles of Association and not exceed the number of candidates to be elected.

- (2) The procedure for nominating the candidates for Directors and Supervisors:
 - (a) the shareholders who have the right to nominate, the Board and the Board of Supervisors, shall submit the proposals of nomination to the convener of the shareholders' general meeting before the notice of shareholders' general meeting is sent out; after the notice of shareholders' general meeting is sent out, the shareholders holding, singly or jointly, five percent or more of the Bank's outstanding shares carrying voting rights shall submit the additional proposal of nomination to the convener of shareholders' general meeting thirty-five days prior to the date of shareholders' general meeting;
 - (b) the proposals of the Board to nominate candidates for Directors (including independent Directors) to the shareholders' general meeting shall be reviewed by the Nomination and Compensation Committee of the Board and be submitted in the form of resolutions of the Board; the proposals of the Board of Supervisors to nominate candidates for non-employee-representative Supervisors (including external Supervisors) to the shareholders' general meeting shall be reviewed by

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

the Performance and Due Diligence Supervision Committee of the Board of Supervisors and be submitted in the form of resolutions of the Board of Supervisors; and

- (c) the Nomination and Compensation Committee of the Board shall review the qualifications and credentials of the candidates for Directors (including independent Directors) nominated by the shareholders who have the right to nominate such candidates and the candidates for independent Directors nominated by the Board of Supervisors in accordance with relevant laws and regulations and the Articles of Association, and submit the review results to the convener of the shareholders' general meeting. Where the candidates have adequate qualifications and credentials, the proposals shall be submitted to the shareholders' general meeting for consideration. The Performance and Due Diligence Supervision Committee of the Board of Supervisors shall review the qualifications and credentials of the candidates for non-employee-representative Supervisors (including external Supervisors) nominated by the shareholders who have the right to nominate such candidates in accordance with relevant laws and regulations and the Articles of Association, and submit the review results to the convener of the shareholders' general meeting. Where the candidates have adequate qualifications and credentials, the proposals shall be submitted to the shareholders' general meeting for consideration."

17. One item be added after item 10 of Article 75:

"(11) If the shareholders attend the shareholders' general meeting via internet or by other means, the Bank shall clearly state the time and procedures for voting via internet or by other means in the notice of the shareholders' general meeting."

18. Article 78, which reads:

"Any shareholder who has the right to attend the shareholders' general meeting may appoint one or more than one person (whether or not shareholders) as the shareholder's proxy(ies) to attend and vote. Such proxy(ies) may, according to the authorisation of the shareholder, exercise:

- (1) the right of such shareholder to speak at the shareholders' general meeting;
- (2) the right to demand a poll, singly or jointly with others; and
- (3) the right to vote by show of hands or by poll, but if the shareholder appoints more than one proxy, such proxies may only exercise the voting rights by poll."

be amended to:

"Any shareholder who has the right to attend the shareholders' general meeting and vote may appoint one or more than one person (whether or not shareholders) as the shareholder's proxy(ies) to attend the shareholders' general meeting and vote. Such proxy(ies) may, according to the authorisation of the shareholder, exercise:

- (1) the right to speak; and
- (2) the right to vote."

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

19. One article be added after Article 82:

“The Bank shall convene the shareholders’ general meeting at its residence or other specified addresses.”

20. One article be added after the above article as:

“The shareholders’ general meeting shall not amend proposals during the consideration process. Otherwise relevant amendments will be regarded as new proposals and shall not be put to vote at this shareholders’ general meeting.”

21. Article 84, which reads:

“When voting at the shareholders’ general meeting, the shareholders (including proxies) shall exercise their voting rights according to the number of shares they represent that carry voting rights; and each share represents one vote.”

be amended to:

“When voting at the shareholders’ general meeting, the shareholders (including proxies) shall exercise their voting rights according to the number of shares they represent that carry voting rights; and each share represents one vote. However, the Bank’s shares held by the Bank shall have no voting right and such shares shall not be counted into the total number of shares carrying voting rights present at the shareholders’ general meeting.”

22. Article 85, which reads:

“A resolution at the shareholders’ general meeting shall be decided on a show of hands, unless otherwise provided in the relevant rules of the securities regulatory authority of the place where the Bank’s shares are listed, or unless a poll is, before or after any vote taken on a show of hands, demanded by:

- (1) the chairman of the meeting;
- (2) at least two shareholders entitled to vote, present in person or by proxy; and
- (3) shareholders (including proxies) holding, singly or jointly, ten percent or more of the shares carrying voting rights represented at the meeting.

Unless a poll is demanded, the chairman of the meeting shall announce the results of resolutions (including the percentage of votes by proxy and the respective numbers of the affirmative and negative votes for each resolution) according to the show of hands and record the results in the meeting minutes as conclusive evidence.

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

A request to vote by poll may be withdrawn by the person who made such request.”

be amended to:

“Named poll shall be adopted for the shareholders’ general meeting.”

23. Article 86 be deleted.

24. Article 87, which reads:

“During the voting process, shareholders (including proxies) holding more than two shares carrying voting rights are not obliged to cast all their votes for or against a resolution.”

be amended to:

“During the voting process, shareholders (including proxies) holding more than two shares carrying voting rights are not obliged to cast all their votes for, against or abstaining from a resolution.”

25. Article 88, which reads:

“In the event of equality of affirmative votes and negative votes, regardless of voting by show of hands or voting by poll, the chairman of the meeting is entitled to an additional vote.”

be amended to:

“In the event of equality of affirmative votes and negative votes, the chairman of the meeting is entitled to an additional vote.”

26. Article 89, which reads:

“The following matters are subject to approval by the shareholders’ general meeting through ordinary resolutions:

- (1) the Bank’s operation policy and investment plans;
- (2) work reports of the Board and the Board of Supervisors;
- (3) profits distribution plans and loss recovery plans prepared by the Board;
- (4) appointment and removal of the members of the Board and the Board of Supervisors (excluding employee representative Supervisors), their remuneration and the payment method, and their professional liability insurance (excluding removal of Directors and Supervisors by the shareholders’ general meeting before the expiration of their terms of office);
- (5) professional liability insurance of senior management;
- (6) the Bank’s annual budgets, final accounts, balance sheets, profit and loss accounts and other financial statements;
- (7) material acquisitions by the Bank;

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

- (8) the Bank's material equity investments, bond investments, assets acquisition, assets disposal, write-off of assets, assets mortgage and other provisions of security which do not fall under the business of commercial banks;
- (9) appointment, removal or non-reappointment of an accounting firm; and
- (10) other issues that are not subject to approval through special resolutions as provided by the laws, regulations, rules, relevant rules of the securities regulatory authority of the place where the Bank's shares are listed or the Articles of Association."

be amended to:

"The following matters are subject to approval by the shareholders' general meeting through ordinary resolutions:

- (1) the Bank's operation policy and investment plans;
- (2) work reports of the Board and the Board of Supervisors;
- (3) profits distribution plans and loss recovery plans prepared by the Board;
- (4) appointment and removal of the members of the Board and the Board of Supervisors (excluding employee representative Supervisors), their remuneration and the payment method, and their professional liability insurance;
- (5) the Bank's annual budgets, final accounts, and annual reports;
- (6) material acquisitions by the Bank, except those subject to approval by the shareholders' general meeting through special resolutions;
- (7) the Bank's material equity investments, bond investments, assets acquisition, assets disposal, write-off of assets, assets mortgage and other provisions of security which do not fall under the business of commercial bank, except those subject to approval by the shareholders' general meeting through special resolutions;
- (8) appointment, removal or non-reappointment of an accounting firm; and
- (9) other issues that are not subject to approval through special resolutions as provided by the laws, regulations, rules, relevant provisions of the securities regulatory authority of the place where the Bank's shares are listed or the Articles of Association."

27. Article 90, which reads:

"The following matters are subject to approval by the shareholders' general meeting through special resolutions:

- (1) increase or reduction of the Bank's share capital and issue of shares of any class, warrants and other similar securities;
- (2) repurchase of the Bank's shares;
- (3) issue of the Bank's convertible bonds;

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

- (4) issue of the Bank's subordinated bonds;
- (5) issue of corporate bonds;
- (6) division, merger, dissolution and liquidation of the Bank;
- (7) amendments to the Articles of Association, the Rules of Procedure for the Shareholders' General Meeting of the Bank, the Rules of Procedure for the Board of the Bank, and the Rules of Procedure for the Board of Supervisors of the Bank;
- (8) removal of Directors and Supervisors before the expiration of their terms of office; and
- (9) other issues that the shareholders' general meeting believes, by ordinary resolution, will have significant influence on the Bank and should be adopted by way of special resolutions."

be amended to:

"The following matters are subject to approval by the shareholders' meeting through special resolutions:

- (1) increase or reduction of the Bank's share capital and issue of shares of any class, warrants and other similar securities;
- (2) repurchase of the Bank's shares;
- (3) issue of the Bank's convertible bonds;
- (4) issue of the Bank's subordinated bonds;
- (5) issue of corporate bonds;
- (6) division, merger, dissolution and liquidation of the Bank;
- (7) the acquisition or disposal of material assets or the provision of security by the Bank within one year with a value exceeding thirty percent of the latest audited total asset value of the Bank;
- (8) stock incentive schemes;
- (9) amendments to the Articles of Association, the Rules of Procedure for the Shareholders' General Meeting of the Bank, the Rules of Procedure for the Board of the Bank and the Rules of Procedure for the Board of Supervisors of the Bank; and
- (10) other issues that the shareholders' general meeting believes, by ordinary resolution, will have significant influence on the Bank and should be adopted by way of special resolutions."

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

28. Article 95, which reads:

“The votes on each matter under consideration shall be counted by at least two shareholder representatives and one Supervisor and the representative of such persons counting the votes shall announce the voting results on the site.”

be amended to:

“Before putting the proposals to vote, the shareholders’ general meeting shall elect two shareholder representatives and a Supervisor to participate in the vote counting the supervision of the counting process. If the relevant shareholders or Supervisor have an interest in the matters under consideration, such shareholders, Supervisor and their proxies shall not participate in the vote counting and the supervision of the counting process.

After the voting takes place the shareholders’ general meeting, the lawyers, shareholder representatives and Supervisor representative shall be jointly responsible for the vote counting and the supervision of the counting process and shall, generally, announce the voting results on the site. The voting results of the resolutions shall be recorded in the meeting minutes.

Shareholders or their proxies voting via the internet or by other means are entitled to inspect their own voting results through the corresponding voting system.”

29. One article be added after Article 96:

“A resolution of the Bank’s shareholders’ general meeting shall be void if its contents violate laws and administrative regulations.

If the convening procedures or voting methods of the shareholders’ general meeting violate laws, administrative regulations or the Articles of Association or if the contents of a resolution violate the Articles of Association, the shareholders may, within sixty days after such a resolution is made, request the people’s court to cancel it.”

30. One article be added after the above article:

“If the proposals on the election of Directors and Supervisors are adopted at the shareholders’ general meeting, the qualifications of the newly elected Directors and Supervisors shall be submitted to the banking supervisory and administrative authorities of the State Council for approval, and the terms of office of such Directors and Supervisors shall start from the day the relevant resolutions are made at the shareholders’ general meeting.”

31. The second paragraph of Article 103, which reads:

“Except for other classified shareholders, the shareholders holding domestic-invested shares which are not listed overseas and the shareholders holding overseas listed shares shall be treated as shareholders of different classes.”

be amended to:

“The shareholders holding domestic-listed shares and the shareholders holding overseas listed shares shall be deemed to be shareholders of different classes.”

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

32. The first paragraph of Article 112, which reads:

“The Board is comprised of 16 Directors, 1 chairman and 1 vice-chairman.”

be amended to:

“The Board is comprised of 17 Directors, 1 chairman and 1 vice-chairman.”

33. The first paragraph of Article 113, which reads:

“The shareholders’ general meeting shall elect each member of the Board, whose term of office is three years (commencing from the date of appointment by election to the date of the shareholders’ annual general meeting of the year ending his term of office). A Director may be reappointed upon expiration of his term of office.”

be amended to:

“The shareholders’ general meeting shall elect each member of the Board, whose term of office is three years (to the date of the shareholders’ annual general meeting of the year ending his terms of office). A Director may be reappointed upon expiration of his term of office.”

The seventh paragraph, which reads:

“The chairman and vice-chairman of the Board shall be elected from the Directors of the Bank and their appointment and removal shall be subject to approval by half or more of all the Directors. Their term of office is three years. The chairman and vice-chairman may be reappointed upon expiration of their terms of office.”

be amended to:

“The chairman and vice-chairman of the Board shall be elected from the Directors and their appointment and dismissal shall be subject to approval by half or more of all Directors. Their term of office is three years. The chairman and vice-chairman may be reappointed upon expiration of their terms of office.”

34. Article 116, which reads:

“A Director may resign before the expiration of his term of office. The resigning Director shall submit a written resignation report to the Board.

If the number of Directors is lower than two thirds of the quorum as provided in the Articles of Association or the quorum as provided in the Company Law due to resignation of any Director, the resignation of the resigning Director shall take effect only after a new Director is elected and appointed.

Under the circumstances set out in the above paragraph, the Board shall convene an extraordinary shareholders’ general meeting as soon as possible to elect a new Director.

Subject to compliance with the applicable laws, regulations and rules, the shareholders’ general meeting may remove a Director before the expiration of his term of office by special resolution. However, the Director’s right to claim for damages which arise out of any contract shall not be affected thereby.”

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

be amended to:

“A Director may resign before the expiration of his term of office. The resigning Director shall submit a written resignation report to the Board.

If the number of Directors is lower than two thirds of the quorum as provided in the Articles of Association or the quorum as provided in the Company Law due to resignation of any Director, the resignation of the resigning Director shall become effective only after a new Director is elected and appointed.

In any circumstances other than those set out in the above paragraph, the resignation of a Director shall take effect from the time when the resignation report is delivered to the Board.

If the circumstances set out in the second paragraph shall occur, the Board shall convene an extraordinary shareholders' general meeting as soon as possible to elect a new Director.

Subject to compliance with the applicable laws, regulations and rules, the shareholders' general meeting may remove a Director before the expiration of his term of office. However, the Director's right to claim for damages which arise out of any contract shall not be affected thereby.”

35. Article 119, which reads:

“The Board shall perform the following duties:

- (1) convening the shareholders' general meeting and reporting to the shareholders' general meeting;
- (2) implementing resolutions of the shareholders' general meeting;
- (3) deciding on operational plans and investment plans of the Bank;
- (4) preparing annual financial budgets and final accounts of the Bank;
- (5) preparing profit distribution plans and loss recovery plans of the Bank;
- (6) preparing plans of the Bank in respect of the increase or reduction of registered capital, and the issue and listing of convertible bonds, subordinate bonds, corporate bonds or other securities;
- (7) preparing plans in respect of material acquisitions and repurchases of the shares of the Bank;
- (8) preparing plans in respect of merger, division, dissolution and liquidation;
- (9) deciding on the equity investments, bond investments, assets acquisition, assets disposal, write-off of assets, assets mortgage and other provisions of security which do not fall under the business of commercial banks, within the authorisation of the shareholders' general meeting;
- (10) deciding on the setup of the internal organizational structure of the Bank;
- (11) deciding on the setup of domestic tier-1 branches and overseas branches;

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

- (12) appointing or dismissing the president, the general auditor and the secretary to the Board, and deciding on their remuneration, awards and punishments;
- (13) appointing or removing the vice president and other senior management (excluding the general auditor and the secretary to the Board) according to the president's nomination, and deciding on their remuneration, awards and punishments;
- (14) formulating the basic management rules of the Bank and supervising their implementation;
- (15) formulating amendments to the Articles of Association, the Rules of Procedure for the Shareholders' General Meeting, the Rules of Procedure for the Board and formulating other systems, rules and measures related to the Board;
- (16) proposing to the shareholders' general meeting the appointment, removal or re-appointment of an accounting firm;
- (17) reporting to the shareholders' general meetings on the implementation of the rules governing connected transaction management and on the connected transactions;
- (18) listening to the work report by the president and supervising, checking and evaluating the work of the president, and implementing the system under which the president is held accountable for his work;
- (19) listening to the work report by the general auditor and the people in charge of the Bank's internal audit departments, checking, supervising, evaluating and assessing the internal audit work; and
- (20) exercising other powers provided for under the relevant laws, regulations, the relevant rules of the securities regulatory authorities of the place the Bank's shares are listed and the Articles of Association, and authorised by the shareholders' general meeting."

be amended to:

"The Board shall perform the following duties:

- (1) convening the shareholders' general meeting and reporting to the shareholders' general meeting;
- (2) implementing resolutions of the shareholders' general meeting;
- (3) determining the Bank's development strategies and supervising the implementation of such development strategies;
- (4) deciding on operational plans, investment plans and risk capital distribution plans of the Bank;
- (5) preparing annual financial budgets and final accounts of the Bank;
- (6) preparing profit distribution plans and loss recovery plans of the Bank;

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

- (7) preparing plans of the Bank in respect of the increase or reduction of registered capital; the issue and listing of convertible bonds, subordinate bonds, corporate bonds or other securities;
- (8) preparing plans in respect of material acquisitions and repurchases of the shares of the Bank;
- (9) preparing plans in respect of merger, division, dissolution and liquidation;
- (10) deciding on the equity investments, bond investments, assets acquisition, assets disposal, write-off of assets, assets mortgage and other provisions of security which do not fall under the business of commercial banks, within the authorisation of the shareholders' general meeting;
- (11) deciding on the setup of the internal organizational structure of the Bank;
- (12) deciding on the setup of domestic tier-1 branches and overseas branches;
- (13) appointing or removing the president, the chief auditor and the secretary to the Board, and deciding on their remuneration, awards and punishments;
- (14) appointing or removing the vice president and other senior management (excluding the chief auditor and the secretary to the Board) according to the president's nomination, and deciding on their remuneration, awards and punishments;
- (15) formulating the basic management rules of the Bank and supervising their implementation;
- (16) deciding on the risk management policy and internal control policy and supervising their implementation;
- (17) proposing to the shareholders' general meeting the appointment, removal, or re-appointment of an accounting firm;
- (18) reporting to the shareholders' general meetings on the implementation of the rules governing connected transaction management and on the connected transactions;
- (19) listening to the work report by the president and supervising, checking and evaluating the work of the president, and implementing the system under which the president is held accountable for his work;
- (20) evaluating and assessing the performance of senior management;
- (21) listening to the work report by the chief auditor and the persons in charge of the Bank's internal audit departments, checking, supervising, evaluating and assessing the internal audit work;
- (22) periodically evaluating and continuously improving the corporate governance of the Bank;
- (23) formulating amendments to the Articles of Association, the Rules of Procedure for the Shareholders' General Meeting, the Rules of Procedure for the Board and formulating other systems, rules and measures related to the Board; and

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

(24) exercising other powers provided for under the relevant laws, regulations and rules, the relevant rules of the securities regulatory authorities of the place the Bank's shares are listed and the Articles of Association, and authorised by the shareholders' general meeting."

36. The fourth paragraph of Article 125, which read:

"The chairman of the Board shall notify every Director and Supervisor of the extraordinary Board meeting in writing no less than ten days prior to the meeting; in any emergency, convention of such extraordinary Board meeting is not subject to the aforementioned time limit of notification but the chairman of Board shall give reasonable notices."

be amended to:

"The office of the Board shall notify all Directors and Supervisors of the extraordinary Board meeting in writing no less than five days prior to the meeting; in the event that the extraordinary Board meeting needs to be held as soon as possible under urgent circumstances, notice for the meeting may be given by telephone or by other means of oral communication at any time and the convener shall provide an explanation for such action at the meeting."

37. Article 126, which reads:

"The meetings of the Board may be held by way of on-site meetings or telecommunication meetings such as telephone conferences, video conferences, written resolution meetings or by any other means of telecommunications.

All the meetings of the Board may be on-site meetings.

If the meetings of the Board are telephone conferences or video conferences, it shall be ensured that the participating Directors are able to hear clearly other Directors' speeches and are able to communicate with each other. Sound records and video records shall be made for such meetings and kept permanently. Where the Directors are not able to sign the meeting minutes immediately at such meetings, they shall cast their votes orally and complete the signing on written resolutions as soon as possible. Oral voting by the Directors shall have the same effect as signature in writing, but the signature in writing shall comply with the earlier oral voting at the meetings. If there is any discrepancy between such signature and oral voting, the oral voting shall prevail.

Under emergency, the meetings of the Board may be held by way of written resolution meetings, which means the proposals are served, separately or in sequence, to the Directors for their review and resolution, and the Directors shall state clearly their affirmative or negative opinions on the resolutions. Where a written resolution meeting is to be held, the notices of voting shall state the time limit for the voting, which shall be no shorter than five days following the day of service of such notices, unless all the Directors agree to waive in writing the time limit requirement of such notices. If the Directors vote in advance, they are considered to waive the time limit requirement of such notices. Regular meetings of the Board shall not be held in the form of resolution meetings."

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

be amended to:

“The meetings of the Board may be held by on-site meetings or written resolution meetings.

In case of on-site meetings, the Bank may facilitate the Directors to participate in the Board meeting by providing access through telephone, video or other means of instant communication. Directors participating in the board meeting through the above-mentioned ways shall be regarded as being present at the on-site meeting and the number of Directors present at the on-site meeting must be more than half of the Directors.”

38. Article 128, which reads:

“The meeting of the Board shall be held only if more than half of the Directors are present. If a shareholder holding no less than ten percent of the Bank’s total outstanding shares or a Director has material interests in the matter to be resolved by the Board, the Board shall hold a Board meeting to discuss such matter, instead of discussion by written resolutions or authorising the committees of the Board to deal with such matter; such Board meeting may be held only if more than half of the Directors who do not have material interests in the matter to be resolved are present, and the independent Directors who or whose affiliates (as defined in the Listing Rules) have no material interests in the transaction shall be present at such Board meeting.”

be amended to:

“The meeting of the Board shall be held only if over half of the Directors are present. If a shareholder holding no less than ten percent of the Bank’s total outstanding shares or a Director has material interests in the matter to be resolved by the Board, the Board shall hold a Board meeting to discuss such matter, instead of discussion by written resolutions or authorising the committees of the Board to deal with such matter; such Board meeting may be held only if over half of the Directors who do not have material interests in the matter to be resolved are present, and the independent Directors who or whose affiliates (as defined in the Listing Rules) have no material interests in the transaction shall be present at such Board meeting.”

39. Article 129, which reads:

“The Board may adopt a resolution if it is approved by over half of the Directors, unless the resolution is concerning the following material matters which shall be adopted only if it is approved by more than two thirds of the Directors and the voting is not carried out by methods of telecommunications:”

be amended to:

“The Board may adopt a resolution if it is approved by over half of the Directors, unless the resolution is concerning the following material matters which shall be adopted only if it is approved by more than two thirds of the Directors and the voting is not carried out by way of written resolutions:”

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

40. The third paragraph of Article 132, which reads:

“A Director who fails to attend the Board meeting in person and who does not appoint any other Directors as his proxy twice consecutively will be regarded as having failed to perform his duties. The Board, the Board of Supervisors or the shareholders holding five percent or more of the Bank’s outstanding shares carrying voting rights shall advise the shareholders’ general meeting to remove and replace that Director.”

be amended to:

“A Director who fails to attend the Board meeting in person and who does not appoint any other Directors as his proxy twice consecutively, or who fails to be present at the on-site meeting of regular Board meetings twice consecutively, will be regarded as having failed to perform his duties. The Board, the Board of Supervisors or the shareholders holding five percent or more of the Bank’s outstanding shares carrying voting rights shall advise the shareholders’ general meeting to remove and replace that Director.”

41. The second paragraph of Article 139, which reads:

“Independent Directors shall serve for the same term of office as the Bank’s other Directors; and independent Directors may be reappointed upon expiration of their term of office, but, in any event, their term of office shall not exceed six years.”

be amended to:

“Independent Directors shall not serve for more than six years.”

42. Article 143, which reads:

“Independent Directors shall submit their annual work reports to the shareholders’ general meeting and indicate their performance of duties.”

be amended to:

“Independent Directors shall submit their personal annual work reports to the shareholders’ general meeting and indicate their performance of duties.”

43. The second paragraph of Article 146, which reads:

“The main responsibilities of the Strategy Development Committee include:

- (1) organizing the preparation of the long-term and mid-term strategies, evaluating the implementation of such strategies and putting forward suggestions to the Board;
- (2) conducting pre-review of the annual operational plans and financial budgets of the Bank and submitting such plans and budgets to the Board for consideration;
- (3) reviewing the strategic capital allocation plans and the objectives for assets and liabilities management and submitting such plans and objectives to the Board for decision;
- (4) evaluating the coordinated development of financial businesses and putting forward suggestions to the Board;

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

- (5) reviewing major organizational adjustment and institutional layout plans and submitting such plans to the Board for decision;
- (6) conducting pre-review of major investment and financing plans of the Bank and submitting such plans to the Board for consideration; and
- (7) other matters authorised by the Board.”

be amended to:

“The main responsibilities of the Strategy Development Committee include:

- (1) preparing the strategy and development plans of the Bank, evaluating the implementation of such plans and putting forward suggestions to the Board;
- (2) reviewing the annual operational plans and financial budgets of the Bank and submitting such plans to the Board for consideration;
- (3) examining reports on the execution of the annual operational plans and financial budgets;
- (4) evaluating the coordinated development of financial businesses and putting forward suggestions to the Board;
- (5) reviewing major organizational adjustment and institutional layout plans and putting forward suggestions to the Board;
- (6) reviewing major investment and financing plans of the Bank and putting forward suggestions to the Board; and
- (7) other matters authorised by the Board.”

44. The second paragraph of Article 148, which reads:

“The main responsibilities of the Risk Management Committee include:

- (1) formulating, reviewing and adjusting the Bank’s risk strategy and risk management policy (including credit risk, market risk, operational risk and other risks) according to the Bank’s general strategy and supervising and evaluating the implementation and effects;
- (2) directing the improvement of the Bank’s risk management and internal control systems;
- (3) supervising and evaluating the setup, organization, work procedures and performance of risk management departments and opining on improvement;
- (4) opining on improvement of the Bank’s risk management and internal control;
- (5) conducting periodical evaluation of the Bank’s risk status; and
- (6) other matters authorised by the Board.”

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

be amended to:

“The main responsibilities of the Risk Management Committee include:

- (1) formulating, reviewing and adjusting the Bank’s risk management policy and internal control policy according to the Bank’s general strategy and supervising and evaluating the implementation and effects;
- (2) directing the improvement of the Bank’s risk management and internal control systems;
- (3) supervising and evaluating the setup, organization, work procedures and performance of risk management departments and opining on improvement;
- (4) considering the Bank’s risk and internal control reports, conducting periodical evaluation of the Bank’s risk and internal control status and opining on improvement of the Bank’s risk management and internal control;
- (5) evaluating the work of the Bank’s senior management in charge of risk management; and
- (6) other matters authorised by the Board.”

45. The first paragraph of Article 154, which reads:

“The Bank shall appoint a president and a number of vice presidents and may appoint a chief financial officer, chief risk officer, chief information officer and other senior management to assist the president if necessary. The vice presidents may act as the chief financial officer, chief risk officer and chief information officer.”

be amended to:

“The Bank shall appoint a president and a number of vice presidents and may appoint a chief financial officer, chief risk officer, chief information officer and other senior management to assist the president. The vice presidents may act as the chief financial officer, chief risk officer and chief information officer.”

The fifth paragraph, which reads:

“The appointment of senior management shall be in compliance with the relevant laws, regulations and the Articles of Association. No organizations or individuals shall be allowed to interfere with the normal procedures for selection and appointment of senior management of the Bank. The selection and appointment of the Bank’s president, vice presidents and senior management shall be open and transparent, and through various methods.”

be amended to:

“The appointment of senior management shall be in compliance with the relevant laws, regulations and the Articles of Association. No organizations or individuals shall be allowed to interfere with the normal procedures for selection and appointment of senior management of the Bank. The selection and appointment of the Bank’s president, vice presidents and senior management shall be open and transparent, and through various methods. The Bank shall enter into engagement contracts with the senior management.”

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

46. A second paragraph be added to Article 164:

“The president shall formulate the work rules for other senior management (excluding the chief auditor and the secretary to the Board) and submit such rules to the Board for record.”

47. Article 169, which reads:

“The Bank shall have a Board of Supervisors which is the supervisory organ of the Bank and is responsible to the shareholders’ general meeting. It shall supervise the financial affairs of the Bank, the Board and its members, the president and other senior management to prevent them from abusing their powers against the interests of shareholders.”

be amended to:

“The Bank shall have a Board of Supervisors which is the supervisory organ of the Bank and is responsible to the shareholders’ general meeting. It shall supervise the financial affairs of the Bank as well as the Board, the senior management and their members to prevent them from abusing their powers against the interests of shareholders.”

48. The fourth paragraph of Article 170, which reads:

“The chairman of the Board of Supervisors shall be elected or replaced by over half of the members of the Board of Supervisors.”

be amended to:

“The chairman of the Board of Supervisors shall be elected or replaced by over half of the members of the Board of Supervisors and may be reappointed upon expiration of his term of office.”

49. Article 172, which reads:

“The Bank’s Directors, president and chief financial officer shall not serve concurrently as Supervisors.”

be amended to:

“The Bank’s Directors and senior management shall not serve concurrently as Supervisors.”

50. Article 174, which reads:

“The Board of Supervisors shall perform the following duties:

- (1) supervising the performance of duties by the Board and the senior management;
- (2) supervising the due performance of duties by the Directors, the chairman of the Board and the senior management;
- (3) requesting that the Directors, the chairman of the Board and other senior management rectify their acts which have impaired the interests of the shareholders as a whole and the Bank;
- (4) undertaking audit on the departure of Directors and senior management as applicable;

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

- (5) inspecting and supervising the Bank's financial activities;
- (6) verifying the financial statements, operation reports, profit distribution plans and other financial materials to be submitted by the Board to the shareholders' general meeting; and in case of any doubt therein, engaging certified accountants and licensed auditors on behalf of the Bank to review such materials;
- (7) auditing, as necessary for supervision, the Bank's operation decision-making, risk management and internal control and directing the Bank's internal auditing;
- (8) making inquiries to the Directors, the chairman of the Board and senior management;
- (9) requesting to convene the extraordinary shareholders' general meeting;
- (10) acting on behalf of the Bank to negotiate with the Directors or to bring suits against the Directors;
- (11) formulating amendments to the Rules of Procedure for the Board of Supervisors of the Bank and formulating other systems, rules and measures of the Board of Supervisors;
- (12) proposing candidates for independent Directors;
- (13) supervising the acts of the Directors and managers in performing their duties that are against the laws, administrative regulations, the Articles of Association or resolutions of the shareholders' general meeting, and suggesting removal of Directors and senior management to the shareholders' general meeting and the Board; and
- (14) other powers as provided by the laws, regulations, rules, relevant provisions of the securities regulatory authorities of the place where the Bank's shares are listed and the Articles of Association.

Supervisors shall attend the meetings of the Board as observers and have the right to express their opinions but shall have no voting right at such meetings.

The Supervisors present at a meeting of the Board as observers shall report to the Board of Supervisors about the meeting.

The Board of Supervisors may appoint any Supervisor to attend such meeting as the office meeting of the president or other meetings when it deems such attendance necessary.”

be amended to:

“The Board of Supervisors shall perform the following duties:

- (1) supervising the performance of duties by the Board, the senior management and their members;
- (2) requesting that the Directors and the senior management rectify their acts which have impaired the interests of the Bank;
- (3) undertaking audit on the departure of Directors and senior management as applicable;

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

- (4) inspecting and supervising the Bank's financial activities;
- (5) verifying the financial statements, operation reports, profit distribution plans and other financial materials to be submitted by the Board to the shareholders' general meeting; and in case of any doubt therein, engaging certified accountants and licensed auditors on behalf of the Bank to review such materials;
- (6) supervising the Bank's operation decision-making, risk management and internal control and directing the Bank's internal auditing;
- (7) making inquiries or suggestions about the matters resolved by the Board;
- (8) making inquiries to the Directors and senior management;
- (9) proposing convening the extraordinary shareholders' general meeting and convening and chairing the shareholders' general meeting in the event that the Board fails to convene and chair the shareholders' general meeting in accordance with the Company Law;
- (10) submitting proposals to the shareholders' general meeting;
- (11) acting on behalf of the Bank to negotiate with the Directors and senior management or to bring suits against the Directors and senior management;
- (12) formulating amendments to the Rules of Procedure for the Board of Supervisors of the Bank and formulating other systems, rules and measures of the Board of Supervisors;
- (13) proposing candidates for non-employee-representative Supervisors (including external Supervisors);
- (14) supervising the performance of duties by the Directors and senior management and proposing removal of the Directors and senior management who act against laws, regulations, the Articles of Association or the resolutions of the shareholders' general meeting; and
- (15) other powers as provided by the laws, regulations, rules, relevant provisions of the securities regulatory authorities of the place where the Bank's shares are listed and the Articles of Association.

Supervisors shall attend the meetings of the Board as observers and raise any inquiries or proposals regarding matters to be resolved at such meetings. The Board of Supervisors may appoint any Supervisor to attend any meeting convened by the senior management it deems such attendance necessary.”

51. The second paragraph of Article 180, which reads:

“At least two thirds of the Supervisors shall be present to hold a meeting of the Board of Supervisors.”

be amended to:

“At least over half of the Supervisors shall be present to hold a meeting of the Board of Supervisors.”

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

52. Article 182, which reads:

“The adoption of a resolution of the Board of Supervisors requires approval by no less than two thirds of the Supervisors.”

be amended to:

“The adoption of a resolution of the Board of Supervisors requires approval by over half of the Supervisors.”

53. Article 185, which reads:

“If the Board of Supervisors discovers any violations of laws, regulations and the Articles of Association by the Board, the senior management or any of their members, the Board of Supervisors shall suggest taking disciplinary action against the responsible personnel and issue a notice requesting rectification within a certain time limit. The Board or the senior management shall promptly take appropriate disciplinary action or rectification measures and send written reports to the Board of Supervisors. In the event of any refusal or delay on the part of the Board or the senior management, the Board of Supervisors shall report to the shareholders’ general meeting and suggest the convening of an extraordinary shareholders’ general meeting.

If the Board of Supervisors discovers that the Board and the senior management fail to implement prudent accounting principles, and that there is interest receivable that is not duly counted or the depreciation reserves are insufficient, the Board of Supervisors shall suggest rectification.

If the Board of Supervisors discovers any irregularity of the Bank’s business, it shall make inquiries to the Board or the senior management.”

be amended to:

“If the Board of Supervisors discovers any violations of laws, regulations, relevant rules of the regulatory authorities, the Articles of Association and other basic management rules of the Bank by the Board, the senior management or their members, the Board of Supervisors shall suggest taking disciplinary action against the responsible personnel and issue a notice requesting rectification within a certain time limit. The Board or the senior management and their members shall promptly take appropriate disciplinary action or rectification measures and send written reports to the Board of Supervisors. In the event of any refusal or delay on the part of the Board, the senior management or their members, the Board of Supervisors shall report to the shareholders’ general meeting and suggest the convening of an extraordinary shareholders’ general meeting.

If the Board of Supervisors discovers that the Board and the senior management fail to implement prudent accounting principles, and that there is interest receivable that is not duly counted or the depreciation reserves are insufficient, the Board of Supervisors shall suggest rectification. If the Board of Supervisors discovers any irregularity of the Bank’s business, it shall make inquiries to the Board or the senior management.”

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

54. The first paragraph of Article 192, which reads:

“The external Supervisors shall work for the Bank at least fifteen working days each year. The external Supervisors enjoy the rights of Supervisors, undertake supervision over the Board and the senior management and work within the scope of powers of the Board of Supervisors in accordance with the resolutions of the Board of Supervisors.”

be amended to:

“The external Supervisors shall work for the Bank at least fifteen working days each year. The external Supervisors enjoy the rights of Supervisors, undertake supervision over the Board, the senior management and their members and work within the scope of powers of the Board of Supervisors.”

55. The first paragraph of Article 194, which reads:

“The main responsibilities of the Performance and Due Diligence Supervision Committee are as follows:

- (1) formulating rules, work plans and supervision and checking implementation schemes in respect of the performance of the Board and the senior management and implementing or organizing the implementation after approval by the Board of Supervisors;
- (2) formulating rules, work plans and supervision and checking implementation schemes in respect of the due diligence of the Directors, the chairman of the Board and the senior management and implementing or organizing the implementation after approval by the Board of Supervisors;
- (3) putting forward supervisory reports on the performance of the Board and the senior management and on the due diligence of the Directors, the Chairman of the Board, and the senior management to the Board of Supervisors for consideration;
- (4) formulating plans on the audit on the departure of the Directors and senior management in accordance with actual needs and organizing the implementation after approval by the Board of Supervisors;
- (5) putting forward suggestions to the Board of Supervisors on the candidates for Supervisors and independent Directors;
- (6) organizing the preparation of the measures for performance evaluation of the Supervisors of the Bank and submitting such measures to the Board of Supervisors for consideration;
- (7) organizing performance evaluation of the Supervisors of the Bank and submitting such evaluation to the Board of Supervisors for consideration;
- (8) performing research on and dealing with matters and materials informed and provided by the Board, the senior management and their members; and
- (9) other matters handed down by the Board of Supervisors.”

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

be amended to:

“The main responsibilities of the Performance and Due Diligence Supervision Committee are as follows:

- (1) formulating rules, work plans and supervision and checking implementation schemes in respect of the performance and due diligence of the Board, the senior management and their members and implementing or organizing the implementation after approval by the Board of Supervisors;
- (2) putting forward supervisory opinions on the performance and due diligence of the Board, the senior management and their members and submitting such opinions to the Board of Supervisors for consideration;
- (3) formulating plans on the audit on the departure of the Directors and senior management in accordance with actual needs and organizing the implementation after approval by the Board of Supervisors;
- (4) putting forward suggestions to the Board of Supervisors on the candidates for non-employee-representative Supervisors (including external Supervisors), independent Directors and members of the committees of the Board of Supervisors;
- (5) organizing the preparation of measures for performance evaluation of the Supervisors of the Bank and submitting such measures to the Board of Supervisors for consideration;
- (6) organizing performance evaluation of the Supervisors of the Bank and submitting such evaluation to the Board of Supervisors for consideration;
- (7) performing research on and dealing with matters and materials informed and provided by the Board, the senior management and their members; and
- (8) other matters handed down by the Board of Supervisors.”

56. Item 2 of the second paragraph of Article 195, which reads:

“(2) putting forward supervisory reports of the Board of Supervisors on the financial and internal control of the Bank and submitting such reports to the Board of Supervisors for consideration”

be amended to:

“(2) putting forward supervisory opinions of the Board of Supervisors on the financial and internal control of the Bank and submitting such opinions to the Board of Supervisors for consideration”.

57. Article 221, which reads:

“The Bank’s financial statements shall include:

- (1) balance sheet;
- (2) income statement;

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

- (3) cash flow statement;
- (4) statement of profit distribution; and
- (5) notes to the financial statements.”

be amended to:

“The Bank’s financial statements shall include:

- (1) balance sheet;
- (2) income statement;
- (3) cash flow statement;
- (4) statement of changes in shareholders’ equity; and
- (5) notes to the financial statements.”

58. Article 226, which reads:

“The Bank shall publish its financial statements twice in a fiscal year; the half-year financial statements shall be published within sixty days after six months following the end of a fiscal year and the annual financial statements shall be published within one hundred and twenty days following the end of a fiscal year.”

be amended to:

“The Bank shall submit its annual financial statements to the China Securities Regulatory Commission and the stock exchange where its shares are listed within four months after the end of each fiscal year, submit half-year financial statements to the agency of the China Securities Regulatory Commission and the stock exchange where its shares are listed within two months after the end of the first six months of each fiscal year and submit quarterly financial statements to the agency of the China Securities Regulatory Commission and the stock exchange where its shares are listed within one month after the end of the first three months and the end of the first nine months of each fiscal year, and shall make disclosure according to relevant rules of the place where the Bank’s shares are listed.”

59. Article 232, which reads:

“The Bank’s common reserve funds shall be applied to make up the Bank’s losses, expand the Bank’s business or increase the Bank’s capital. Where the shareholders’ general meeting resolves to capitalize any common reserve fund, the Bank shall issue new shares to the existing shareholders in proportion to their respective shareholdings or increase the par value of each share. Where the statutory common reserve fund is capitalized, the balance of such fund shall not be less than twenty-five percent of the registered capital.”

be amended to:

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

“The Bank’s common reserve funds shall be applied to make up the Bank’s losses, expand the Bank’s business or increase the Bank’s capital. However, the capital surplus fund shall not be applied to make up the Bank’s losses. Where the shareholders’ general meeting resolves to capitalize any common reserve fund, it shall issue new shares to the existing shareholders in proportion to their respective shareholdings or increase the par value of each share. Where the statutory common reserve fund is capitalized, the balance of such fund shall not be less than twenty-five percent of the Bank’s registered capital before the capitalization.”

60. The second paragraph of Article 264, which reads:

“Where the Bank merges, the parties to the merger shall sign a merger agreement and prepare a balance sheet and a list of property. The Bank shall notify the creditors within ten days of the resolution of merger and shall publish an announcement at least three times in a newspaper within thirty days.”

be amended to:

“Where the Bank merges, the parties to the merger shall sign a merger agreement and prepare a balance sheet and a list of property. The Bank shall notify the creditors within ten days of the resolution of merger and shall publish an announcement in a newspaper within thirty days.”

61. The second paragraph of Article 265, which reads:

“Where the Bank is divided, the parties to the division shall sign a division agreement and prepare a balance sheet and a list of property. The Bank shall notify the creditors within ten days of the resolution of division and shall publish an announcement at least three times in a newspaper within thirty days.”

be amended to

“Where the Bank is divided, the parties to the division shall sign a division agreement and prepare a balance sheet and a list of property. The Bank shall notify the creditors within ten days of the resolution of division and shall publish an announcement in a newspaper within thirty days.”

62. Article 270, which reads:

“The liquidation group shall notify the creditors within ten days of its establishment and publish an announcement at least three times in a newspaper within sixty days. The liquidation group shall register the creditors’ rights.”

be amended to:

“The liquidation group shall notify the creditors within ten days of its establishment and publish an announcement in a newspaper within sixty days. Within thirty days after receiving the notice or within forty-five days after the announcement is published if not receiving the notice, a creditor shall declare his creditor’s rights with the liquidation group. In doing so, the creditor shall explain matters relating to his creditor’s rights and provide evidence. The liquidation group shall register the creditors’ rights.

During the period of declaration of creditors’ rights, the liquidation group shall not repay any debt to any creditor.”

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

63. Item 4 of Article 271, which reads:

“(4) paying all outstanding taxes;”

be amended to:

“(4) paying all outstanding taxes and taxes occurring during the liquidation”.

64. Item 2 of the second paragraph of Article 272, which reads:

“(2) wages and labor insurance fees of the Bank’s employees”

be amended to:

“(2) wages, social security and labor insurance fees and statutory compensation of the Bank’s employees”.

65. Article 277, which reads:

“The Bank shall submit the amendments to the Articles of Association adopted by the shareholders’ general meeting to the banking regulatory authority of the State Council for approval. If an amendment to the Articles of Association involves the provisions of the Mandatory Provisions, it shall become effective upon approval by the approval authority authorised by the State Council and the securities regulatory authority of the State Council. If an amendment involves particulars of the Bank’s corporate registration, the Bank shall duly complete the change of registration.”

be amended to:

“The Bank shall submit the amendments to the Articles of Association adopted by the shareholders’ general meeting to the banking regulatory authority of the State Council for approval. If an amendment involves the particulars of the Bank’s corporate registration, the Bank shall duly complete the change of registration.”

66. One item be added to Article 285:

“Domestic-listed shares means ordinary shares listed and traded on domestic stock exchanges.”

The number of articles, paragraphs and items in the Articles of Association and those quoted shall be adjusted accordingly.

The above amendments shall come into effect upon approval by the CBRC; and that the Board shall be and is authorised to amend the Articles of Association in accordance with the requirements of the relevant regulatory authorities and the actual circumstances of the Issue and Listing.”

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

3. “To consider and approve the following amendments to the Rules of Procedure for the Shareholders’ General Meeting:

1. Article 1, which reads:

“These Rules of Procedure are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter “Company Law”), the Commercial Bank Law of the People’s Republic of China (hereinafter “Commercial Bank Law”), the Securities Law of the People’s Republic of China (hereinafter “Securities Law”), the Special Regulations of the State Council concerning Floating and Listing of Shares Overseas by Companies Limited by Shares (hereinafter “Special Regulations”), the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (hereinafter “Mandatory Provisions”), relevant rules and regulations of local supervisory organizations of the place where the shares of China Construction Bank Corporation (hereinafter the “Bank”) are listed, other laws, rules, regulations and the Articles of Association of China Construction Bank Corporation (hereinafter “Articles of Association”) and the Bank’s actual situation in order to protect the Bank’s shareholders’ legitimate rights, ensure regulated operation of the shareholders’ general meeting and improve the governance structure of the Bank.”

be amended to:

“These Rules of Procedure are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter “Company Law”), the Commercial Bank Law of the People’s Republic of China (hereinafter “Commercial Bank Law”), the Securities Law of the People’s Republic of China (hereinafter “Securities Law”), the Special Regulations of the State Council concerning Floating and Listing of Shares Overseas by Companies Limited by Shares (hereinafter “Special Regulations”), the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (hereinafter “Mandatory Provisions”), Rules for Shareholders’ General Meeting of Listed Companies (hereinafter “Rules for Shareholders’ General Meeting”) relevant rules and regulations of local supervisory organizations of the place where the shares of China Construction Bank Corporation (hereinafter the “Bank”) are listed, other laws, rules, regulations and the Articles of Association of China Construction Bank Corporation (hereinafter “Articles of Association”) and the Bank’s actual situation in order to protect the Bank’s shareholders’ legitimate rights, ensure regulated operation of the shareholders’ general meeting and improve the governance structure of the Bank.”

2. Article 3, which reads:

“The Bank’s Board shall convene shareholders’ general meeting according to the Company Law, Commercial Bank Law, Securities Law, Special Regulations, Mandatory Provisions, relevant rules and regulations of the securities regulatory authorities of the place where the Bank’s shares are listed, other laws, rules and regulations as well as the Articles of Association. All Directors of the Bank have due obligation in good faith for successful convention of the shareholders’ general meeting, and shall not prevent the shareholders’ general meeting from performing its legitimate powers.”

be amended to:

“The Bank’s Board shall convene shareholders’ general meeting according to the Company Law, Commercial Bank Law, Securities Law, Special Regulations, Mandatory Provisions, Rules for Shareholders’ General Meeting, relevant rules and regulations of the securities regulatory authorities of the place where the Bank’s shares are listed, other laws, rules and regulations as well as the Articles

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

of Association. All Directors of the Bank have due obligation in good faith for successful convention of the shareholders' general meeting, and shall not prevent the shareholders' general meeting from performing its legitimate powers.”

3. One item be added to Article 8:

“(3) the right to approve in full amount investments in ordinary financial bonds (excluding corporate bonds of supplementary capital nature such as subordinated bonds, convertible bonds, etc);”

Item 3 of Article 8, which reads:

“(3) The Board is entitled to approve the following bond investments:

- (a) full amount investments in China's treasury bonds, bills of the People's Bank of China and bonds issued by the State Development Bank;
- (b) full amount investments in treasury bonds of the United States; and
- (c) except for the above investments mentioned in the first and second paragraphs, the Board shall have the power to approve investments in bonds with credit ratings above investment grade, provided that the outstanding amount of the investment in a single issuer's bonds shall not exceed fifteen percent of the value of the Bank's latest audited net assets”

be amended to:

“(4) approving full amount investments in bonds;”

One item be added after item 5:

“The Board is entitled to amend the Implementation Procedures for Independent Directors' System of the Bank, the Management Procedures for the Board's Authorisation to the President of the Bank, the Implementation Procedures for Management of Connected Transactions and the relevant rules regarding connected transactions.”

4. Article 13, which reads:

“Shareholders holding different classes of shares are classified shareholders. Except for other classified shareholders, shareholders holding domestic shares that are not listed overseas and shareholders holding overseas-listed shares shall be treated as shareholders of different classes. In case the Bank intends to alter or abolish any right of the classified shareholders, the proposal can be valid and implemented only after it is adopted by the shareholders' general meeting by special resolution and adopted by the impacted classified shareholders at the classified shareholders' meeting.”

be amended to:

“Shareholders holding different classes of shares are classified shareholders. Shareholders holding domestic-listed shares and shareholders holding overseas-listed shares shall be treated as different classified shareholders. In case the Bank intends to alter or abolish any right of the classified shareholders, the proposal can be valid and implemented only after it is adopted by the shareholders' general meeting by special resolution and adopted by the impacted classified shareholders at the classified shareholders' meeting.”

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

5. One paragraph be added to Article 17:

“The Board of Supervisors and shareholders holding, singly or jointly, three percent or more of the total shares of the Bank, are entitled to make proposals to the Bank.”

6. Article 18, which reads:

“Shareholders holding, singly or jointly, three percent or more of the total shares of the Bank, can present additional proposals in writing to the Board ten days prior to the shareholders’ general meeting. The Board shall inform other shareholders within two days upon receipt of such proposals and submit such additional proposals to the shareholders’ general meeting for consideration.”

be amended to:

“Shareholders holding, singly or jointly, three percent or more of the total shares of the Bank, can present additional proposals in writing to the convener of the shareholders’ general meeting twenty days prior to the shareholders’ general meeting. The convener shall include the additional proposals that are in compliance with the stipulated conditions in the agenda of the shareholders’ general meeting and inform other shareholders in a timely manner. In case the convener decides not to include the additional proposals in the agenda of the shareholders’ general meeting, the convener shall explain at the shareholders’ general meeting. Except for the above-mentioned circumstances, the convener shall not amend the proposals that have been listed in the notice of the shareholders’ general meeting nor propose additional proposals after the notice of the shareholders’ general meeting is announced.”

7. Article 19 be deleted.

8. The first sentence of Article 21, which reads:

“The Board of Supervisors is entitled to make new proposals to the shareholders’ annual general meeting” be deleted.

9. Article 24, which reads:

“Proposals regarding the candidates for Directors proposed by the Board to the shareholders’ general meeting shall be in the form of resolutions of the Board. Proposals regarding the candidates for independent Directors and non-employee-representative Supervisors proposed by the Board of Supervisors to the shareholders’ general meeting shall be in the form of resolutions of the Board of Supervisors. Proposals regarding the candidates for Directors and non-employee-representative Supervisors to the shareholders’ general meeting must include the candidates’ resumes and their basic information as well as the statement of whether there is any situation preventing the candidates from being Directors or Supervisors of the Bank as stipulated in Article 147 of the Company Law and the Articles of Association.”

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

be amended to:

“Procedures for nominating candidates for Directors and Supervisors are as follows:

- (a) proposals nominating candidates proposed by shareholders who are entitled to nominate such candidates, the Board and the Board of Supervisors shall be presented to the convener of the shareholders’ general meeting before the notice of the shareholders’ general meeting is sent out. After notice of the shareholders’ general meeting is sent out, additional proposals nominating candidates proposed by the shareholders holding, singly or jointly, five percent or more of the total outstanding shares carrying voting rights of the Bank, shall be presented to the convener of the shareholders’ general meeting thirty-five days prior to the shareholders’ general meeting;
- (b) proposals nominating candidates for Directors (including independent Directors) proposed by the Board to the shareholders’ general meeting shall be pre-reviewed by the Nomination and Compensation Committee of the Board and shall be in the form of resolutions of the Board. Proposals regarding candidates of non-employee-representative Supervisors (including external Supervisors) proposed by the Board of Supervisors to the Shareholders’ general meeting shall be pre-viewed by the Performance and Due Diligence Supervision Committee of the Board of Supervisors and shall be in the form of resolutions of the Board of Supervisors; and
- (c) the Nomination and Compensation Committee of the Board shall review the qualifications and credentials of the candidates for Directors (including independent Directors) nominated by shareholders who are entitled to nominate such candidates and independent Directors nominated by the Board of Supervisors in accordance with relevant laws and regulations and the Articles of Association, and submit the review results to the convener of the shareholders’ general meeting. Proposals nominating the candidates with adequate qualifications and credentials shall be submitted to the shareholders’ general meeting for consideration. The Performance and Due Diligence Supervision Committee shall review the qualifications and credentials of the candidates for non-employee-representative Supervisors (including external Supervisors) nominated by shareholders who are entitled to nominate such candidates in accordance with relevant laws regulations and the Articles of Association, and submit the review results to the convener of the shareholders’ general meeting. Proposals nominating the candidates with adequate qualifications and credentials shall be submitted to the shareholders’ general meeting for consideration.”

10. Article 30 be deleted.

11. Article 31 be deleted.

12. The third paragraph of Article 37, which reads:

“After the notice of the shareholders’ general meeting is sent out, unless there is an incident of force majeure or other accidents, the Board shall not alter the time of the shareholders’ general meeting. If the time of the shareholders’ general meeting is altered due to force majeure, the shareholding record date shall not be altered.”

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

be amended to:

“After the notice of the shareholders’ general meeting is sent out, the shareholders’ general meeting shall not be postponed or cancelled, nor shall the proposals listed in the notice of the shareholders’ general meeting be withdrawn if there is no justified reason. In case the shareholders’ general meeting is postponed or cancelled, the convener shall announce the reason at least two business days prior to the original date of the shareholders’ general meeting.”

13. Article 40 be deleted.

14. Article 41 be deleted.

15. Article 50, which reads:

“Shareholders may attend the shareholders’ general meeting in person or appoint proxies to attend the shareholders’ general meeting and vote. Directors, Supervisors, the secretary to the Board, and the PRC lawyer who has been engaged as witness shall attend the shareholders’ general meeting. The Bank’s senior management and those invited by the Board may attend the shareholders’ general meeting.”

be amended to:

“Shareholders may attend the shareholders’ general meeting in person or appoint proxies to attend the shareholders’ general meeting and vote. Directors, Supervisors and the secretary to the Board may attend the shareholders’ general meeting. The Bank’s senior management and those invited by the Board may attend the shareholders’ general meeting.”

16. Item 4 of Article 52, which reads:

“(4) registering new proposals (if any).”

be deleted, and Article 52 be placed after Article 59 of the current Articles of Association.

17. Article 59 be deleted.

18. One article be added before Article 60:

“The Bank shall convene the shareholders’ general meeting at the place where the Bank is located or other specified places. If the shareholders’ general meeting is held in the form of an on-site meeting, there shall be a venue for the shareholders’ general meeting; and the Bank may facilitate the shareholders’ attendance to the shareholders’ general meeting by the use of internet or other means. If shareholders attend the shareholders’ general meeting through the above-mentioned methods, they are deemed to be present. If the Bank convenes the shareholders’ general meeting using internet or other means, the Bank shall specify in the notice of the shareholders’ general meeting the voting time and voting procedures for the shareholders who attend the shareholders’ general meeting through internet or other means.”

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

19. Article 63, which reads:

“After learning the information of effective qualifications of attendees of the shareholders’ general meeting, and registration of new proposals and shareholders’ speeches, the chairman of the shareholders’ general meeting shall announce inauguration of the shareholders’ general meeting at the time as specified in the notice. However, the announcement of the inauguration of the meeting can be postponed if any of the following takes place:

- (1) breakdown of conference facilities that affects the normal running of the shareholders’ general meeting; and
- (2) other material events that affect the normal running of the shareholders’ general meeting.”

be amended to:

“After learning the information of effective qualifications of attendees of the shareholders’ general meeting and registration of shareholders’ speeches, the chairman of the shareholders’ general meeting shall announce inauguration of the shareholders’ general meeting at the time as specified in the notice. However, the announcement of the inauguration of the meeting can be postponed if any of the following takes place:

- (1) breakdown of conference facilities that affects the normal running of the shareholders’ general meeting; and
- (2) other material events that affect the normal running of the shareholders’ general meeting.”

20. Article 65 be deleted.

21. One article be added after Article 66 as:

“Shareholders may request to make a speech when attending the shareholders’ general meeting, and shall comply with the following requirements:

- (1) shareholders requesting to make a speech at the shareholders’ general meeting shall register before the shareholders’ general meeting. Shareholders shall speak at the shareholders’ general meeting in sequence as registered;
- (2) shareholders shall indicate their names or the names of the companies they represent and the number of shares held before speaking at the shareholders’ general meeting;
- (3) shareholders requesting to make a speech shall not interrupt other speaking shareholders or proposal presenters;
- (4) where a shareholder requests to speak in respect of a relevant matter without having registered, the chairman of the shareholders’ general meeting shall allow the shareholder to speak according to the respective situation; and
- (5) except for the Bank’s commercial secrets that shall not be released to the public, Directors, Supervisors and senior management shall explain and reply to the inquiries raised by shareholders at the shareholders’ general meeting.”

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

22. Article 68, which reads:

“An extraordinary shareholders’ general meeting cannot put to vote the proposals that are not included in the notice of the meeting. When a proposal listed in the notice is considered at the extraordinary shareholders’ general meeting, no alteration shall be made to the matters listed in Article 15 of these Rules of Procedure. Any alteration shall be regarded as a new proposal and shall not be voted on at this extraordinary shareholders’ general meeting.”

be amended to:

“When a proposal is considered at the shareholders’ general meeting, no alteration shall be made to such proposal. Any alteration shall be regarded as a new proposal and shall not be voted on at that shareholders’ general meeting.”

23. One article be added after Article 68:

“Vote may only be cast through one method, i.e. by on-site meeting, internet or any other voting method. If a single vote is cast repetitively by using different methods on the same resolution, only the first vote cast will be counted.

No voting right is attached to the Bank’s shares held by the Bank itself, and such shares shall not be treated as part of the total shares carrying voting right present at the shareholders’ general meeting.”

24. Article 69, which reads:

“The shareholders’ general meeting shall vote one by one on proposals included in the agenda of the shareholders’ general meeting. The shareholders’ general meeting cannot shelve or refuse to vote on any proposal by any excuse. If there are different proposals on the same issue at the shareholders’ annual general meeting, the voting shall be conducted in the sequence of time when each proposal is proposed.”

be amended to:

“Unless the shareholders’ general meeting has to stop or is unable to adopt resolutions due to force majeure, the shareholders’ general meeting shall vote one by one on proposals included in the agenda of the shareholders’ general meeting. The shareholders’ general meeting cannot shelve or refuse to vote on any proposal by any excuse. If there are different proposals on the same issue at the shareholders’ annual general meeting, the voting shall be conducted in the sequence of time when each proposal is proposed.”

25. Article 70 be deleted.

26. Article 71 be deleted.

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

27. Article 72, which reads:

“Unless required by relevant rules of the securities regulatory authorities of the place where the Bank’s shares are listed to vote by poll, or unless the following persons demand a poll before or after voting by show of hands, the voting at the shareholders’ general meeting shall be carried out by show of hands:

- (1) chairman of the shareholders’ general meeting;
- (2) at least two shareholders or proxies who have voting rights;
- (3) shareholders holding, singly or jointly, ten percent or more of the voting shares at the shareholders’ general meeting (including proxies).

Unless someone requires a vote by poll, the chairman of the shareholders’ general meeting shall announce the results of proposals (including the proportion of proxy votes for each proposal and the number of affirmative votes and negative votes) according to vote by show of hands and record the result as conclusive evidence.

The requirement to vote by poll can be withdrawn by the proposer.”

be amended to:

“Disclosed ballot shall be adopted for the shareholders’ general meeting.”

28. Article 73 be deleted.

29. Article 75, which reads:

“Shareholders (including proxies) who have more than two votes do not necessarily cast all votes in favor, abstention or objection.”

be amended to:

“Shareholders (including proxies) who have more than two votes can choose to cast their votes in favor, abstention or objection respectively.”

30. Article 76, which reads:

“When the positive and negative votes are equal, whether through vote by show of hands or by poll, chairman of the shareholders’ general meeting has the right to cast one additional vote.”

be amended to:

“When the positive and negative votes are equal, the chairman of the shareholders’ general meeting has the right to cast one additional vote.”

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

31. The second paragraph of Article 77, which reads:

“If proposals regarding re-election of Directors or Supervisors are adopted, the newly appointed Directors or Supervisors shall take their office immediately, and the related resolutions shall be submitted to the banking regulatory authorities of the State Council to review the credentials of such Directors or Supervisors.”

be amended to:

“If proposals regarding election of Directors or Supervisors are adopted at the shareholders’ general meeting, the related resolutions shall be submitted to the banking regulatory authorities of the State Council to review the credentials of such Directors or Supervisors, and the terms of office of the newly appointed Directors or Supervisors shall be calculated starting from the date on which the resolution of the shareholders’ general meeting are adopted.”

32. Article 78, which reads:

“The shareholders’ general meeting has ordinary resolutions and special resolutions.

(1) Ordinary resolution

- a. Ordinary resolutions shall be made and adopted by over half of the votes of shareholders (including proxies) who attend the shareholders’ general meeting.
- b. The following issues shall be adopted by way of ordinary resolutions:
 - (a) the Bank’s operation policy and investment plan;
 - (b) work reports of the Board and the Board of Supervisors;
 - (c) profit distribution plans and loss recovery plans drafted by the Board;
 - (d) appointment and removal (excluding removal of Directors or Supervisors whose terms of office have not expired) of members of the Board and the Board of Supervisors (excluding non-employee-representative Supervisor), their remuneration, payment method and professional liability insurance;
 - (e) professional liability insurance for senior management;
 - (f) the Bank’s annual budgets, final accounts, balance sheet, profit and loss statement and other financial statements;
 - (g) the Bank’s material acquisitions;
 - (h) The Bank’s material equity investments, bond investments, assets acquisition, assets disposal, write-off of assets, assets mortgage and other provisions of security which do not fall under the business of commercial banks;
 - (i) appointment, removal or non-reappointment of an accounting firm; and

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

- (j) other issues that are not required to be voted on and adopted by way of special resolutions stipulated by laws, rules and regulations, relevant rules of the securities regulatory authorities of the place where the Bank's shares are listed or the Articles of Association.
- (2) Special resolution
- a. Special resolutions shall be made and adopted by more than two thirds of the vote of shareholders (including proxies) who attend the shareholders' general meeting.
 - b. The following issues shall be adopted by way of special resolutions:
 - (a) increase or reduction of the Bank's share capital or issue of any types of shares, warrants and other similar securities;
 - (b) repurchase of the Bank's shares;
 - (c) issue of convertible bonds;
 - (d) issue of subordinated bonds;
 - (e) issue of corporate bonds;
 - (f) division, merger, dissolution or liquidation of the Bank;
 - (g) amendments to the Articles of Association, these Rules of Procedure and the Rules of Procedure for the Board of the Bank;
 - (h) Removal of Directors or Supervisors whose terms of office have not expired; and
 - (i) other issues that the shareholders' general meeting believes, by ordinary resolutions, will have significant influence on the Bank and shall be adopted by way of special resolutions."

be amended to:

"The shareholders' general meeting has ordinary resolutions and special resolutions.

- (1) Ordinary resolution
- a. Ordinary resolutions shall be made and adopted by over half of the favor vote of shareholders (including proxies) who attend the shareholders' general meeting.
 - b. The following issues shall be adopted by way of ordinary resolutions:
 - (a) the Bank's operation policy and investment plan;
 - (b) work reports of the Board and the Board of Supervisors;
 - (c) profit distribution plans and loss recovery plans prepared by the Board;

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

- (d) election and removal of members of the Board and the Board of Supervisors (excluding employee representative Supervisors), their remuneration, payment method and professional liability insurance;
 - (e) the Bank's annual budgets, final accounts and annual reports;
 - (f) the Bank's material acquisitions excluding those that must be subject to approval by way of special resolutions at the shareholders' general meeting;
 - (g) the Bank's material equity investments, bond investments, assets acquisition, assets disposal, write-off of assets, assets mortgage and other provisions of security which do not fall under the business of commercial banks excluding those that must be subject to approval by way of special resolutions at the shareholders' general meeting;
 - (h) appointment, removal or non-reappointment of an accounting firm; and
 - (i) other issues that are not required to be voted on and adopted by way of special resolutions stipulated by laws, rules and regulations, relevant rules of the securities regulatory authorities of the place where the Bank's shares are listed or the Articles of Association.
- (2) Special resolution
- a. Special resolutions shall be made and adopted by more than two thirds of the vote of shareholders (including proxies) who attend the shareholders' general meeting.
 - b. The following issues shall be adopted by way of special resolutions:
 - (a) increase or reduction of the Bank's share capital or issuance of any types of shares, warrants and other similar securities;
 - (b) repurchase of the Bank's shares;
 - (c) issue of convertible bonds;
 - (d) issue of subordinated bonds;
 - (e) issue of corporate bonds;
 - (f) division, merger, dissolution or liquidation of the Bank;
 - (g) the acquisition or disposal of material assets or the provision of security by the Bank within one year with a value exceeding thirty percent of the latest audited total asset value of the Bank;
 - (h) stock incentive plans;
 - (i) amendments to the Articles of Association, these Rules of Procedure, the Rules of Procedure for the Board of the Bank and the Rules of Procedure for the Board of Supervisors of the Bank; and

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

- (j) other issues that the shareholders' general meeting believes, by ordinary resolution, will have significant influence on the Bank and shall be adopted by way of special resolutions.”

33. Article 83, which reads:

“In voting by poll, shareholders (proxies) shall fill in the voting forms carefully in accordance with the requirements and put the form into the voting box. Any action of not filling in the form or not putting the form into the voting box shall be regarded as abstention by shareholders. Any incorrect or ineligible form shall be regarded as void. The number of shares of void votes shall not be included in valid poll.”

be amended to:

“In voting by poll, shareholders (proxies) shall fill in the voting forms carefully and put the form with “for”, “against” or “abstention” into the voting box. Any action of not filling in the form, not putting the form into the voting box, incorrect filling or ineligible filling shall be regarded as abstention by shareholders and such voting forms of shares held shall be treated as abstention.”

34. Article 84, which reads:

“The votes for every reviewed proposal must be scrutinized and counted by at least two shareholders and one supervisor, and the scrutinizers must announce the voting result at the voting site.”

be amended to:

“After the Shareholders' general meeting has voted on the proposals, the lawyer, shareholders' representatives, and Supervisors' representatives shall scrutinize and count the votes. Under normal circumstances, the voting results shall be announced at the voting site and be recorded into the minutes of the Shareholders' general meeting.

Shareholders or their proxies who have voted through the internet or other voting methods can check their voting results through the corresponding voting systems.”

35. One article be added after Article 85 as:

“The conclusion of the Shareholders' general meeting shall not be earlier than that through the internet or other methods.

Before the announcement of voting results, the Bank, the counter and the scrutinizer of votes, substantial shareholders, and the internet service provider related to the shareholders' general meeting shall have an obligation to keep the voting results confidential”.

The number of articles, paragraphs and items in the Rules of Procedure for the Shareholders' General Meeting of the Bank and those quoted shall be adjusted accordingly.

The above amendments shall come into effect at the same time that the amendments to the Articles of Association come into effect; and that the Board shall be and is authorised to amend the Rules of Procedure for the Shareholders' General Meeting in accordance with the requirements of the relevant regulatory authorities regarding amendments to the Articles of Association.”

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

4. “To consider and approve the following amendments to the Rules of Procedure for the Board:

1. Article 1, which reads:

“To ensure the Board of China Construction Bank Corporation (hereinafter referred to as the Bank), can be legitimately independent, regulated and functioning efficiently, and to ensure that the Board can operate efficiently and with scientific decision-making and to perfect the corporate governance structure of the Bank, these rules are made pursuant to the Company Law of the People’s Republic of China, the Commercial Bank Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Special Regulations of the State Council concerning Floating and Listing of Shares Overseas by Companies Limited by Shares, the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas, relevant provisions of securities regulatory authorities of the Bank’s listing place, other laws, by-laws, regulations, rules, the Articles of Association of China Construction Bank Corporation (hereinafter “Articles of Association”) and in light of the de facto practice of the Bank.”

be amended to:

“To ensure the Board of China Construction Bank Corporation (hereinafter referred to as the Bank), can be legitimately independent, regulated and functioning efficiently, and to ensure that the Board can operate efficiently and with scientific decision-making and to perfect the corporate governance structure of the Bank, these rules are made pursuant to the Company Law of the People’s Republic of China, the Commercial Bank Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Special Regulations of the State Council concerning Floating and Listing of Shares Overseas by Companies Limited by Shares, the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas, Guidelines for the Articles of Association of Listed Companies (2006), relevant provisions of securities regulatory authorities of the Bank’s listing place, other laws, by-laws, regulations, rules, the Articles of Association of China Construction Bank Corporation (hereinafter “Articles of Association”) and in light of the de facto practice of the Bank.”

2. References to “general auditor” in Article 3 and Article 17 be amended to “chief auditor”.

3. Item 3 of Article 3, which reads:

“The Board shall formulate the operating and investment plans of the Bank.”

be amended to:

“The Board shall determine the Bank’s development strategy and monitor its implementation.”

One item be added after the above item as:

“The Board shall determine the operating, investment and risk capital distribution plans of the Bank;”

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

One item be added after item 14:

“The Board shall determine the risk management and internal control policies of the Bank and supervise their implementation;”

One item be added after item 18:

“The Board shall supervise the performance of senior management;”

One item be added after item 19:

“The Board shall make regular assessment and improve the corporate governance of the Bank;”

Item 15 “The Board shall prepare plans for amendments of the Articles of Association of the Bank, Rules of Procedure for the Shareholders’ General Meeting of the Bank, Rules of Procedure for the Board of the Bank, as well as other by-laws, regulations and provisions of the Board” be moved to after the above items.

Item 20, which reads:

“The Board shall ensure implementation of relevant laws, by-laws, regulations, provisions of the securities regulatory authorities of the place where the Bank’s share are listed, Articles of Association of the Bank, and other responsibilities entitled by the general meeting.”

be amended to:

“The Board shall ensure implementation of relevant laws, by-laws, regulations, provisions of the relevant regulatory authorities, Articles of Association of the Bank, and other responsibilities entitled by the general meeting.”

4. The second paragraph of Article 4 be deleted.
5. One item be added to the first paragraph of Article 5:

“(3) the Board can approve in full amount investments in ordinary financial bonds (excluding corporate bonds of supplementary capital nature such as subordinated bonds, convertible bonds, etc);”

The original item 3 of the first paragraph, which reads:

“(3) the Board can make decisions on the following bond investments:

- a. the Board can approve in full amount investments in China’s treasury bonds bills of the People’s Bank of China, and bonds issued by the State Development Bank;
- b. the Board can approve in full amount investments in U.S. government bonds; and
- c. except for the above investments mentioned in the first and second paragraphs, the Board can approve investments in bonds with credit ratings above investment grade, provided that the outstanding amount of the investment in a single issuer’s bond shall not exceed fifteen percent of the valued of the Bank’s latest audited net assets;”

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

be amended to:

“(4) the Board can approve in full amount investments in bonds;”.

One item be added after item 5:

“The Board can make amendments to the Implementation Measures for the Independent Director System of the Bank, Rules for the Authorisation of the Board to the President of the Bank and Implementation Measures for the Administration of Connected Transactions of the Bank, and related rules for connected transactions;”.

6. References to “Listing Rules” in Article 6, Article 7 and Article 38 be amended to “Hong Kong Listing Rules”.

7. The first paragraph of Article 9, which reads:

“The Board shall comprise sixteen Directors, including executive Directors, non-executive Directors, and independent Directors.”

be amended to:

“The Board shall comprise seventeen Directors, including executive Directors, non-executive Directors, and independent Directors.”

8. Article 14, which reads:

“The Strategic Development Committee’s key responsibilities include:

- (1) organizing the preparation of the Bank’s mid-and-long-term strategic development plan, evaluating the implementation, and making suggestions to the Board;
- (2) making a preliminary review of the Bank’s annual business plan and financial budget before submitting them to the Board for consideration;
- (3) reviewing the strategic capital allocation plan and asset and liability targets before submitting them to the Board for decision;
- (4) evaluating the coordinated development of various financial businesses and making suggestions to the Board;
- (5) reviewing major organizational restructuring plans and institutional layout plans and submitting them to the Board for decision;
- (6) carrying out a preliminary review of the Bank’s major investments, financing plans and submitting them to the Board for consideration; and
- (7) dealing with other matters authorised by the Board.”

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

be amended to:

“The Strategic Development Committee’s key responsibilities include:

- (1) preparing the Bank’s strategic and development plans, monitoring and evaluating their implementation, and making suggestions to the Board;
- (2) reviewing the Bank’s annual business plan and financial budget and submitting them to the Board for consideration;
- (3) examining the report on the implementation of the annual business plan and financial budget;
- (4) evaluating the coordinated development of various businesses and making suggestions to the Board;
- (5) reviewing major organizational restructuring plans and institution layout plans and making suggestions to the Board;
- (6) reviewing the Bank’s major investments, financing plans and making suggestions to the board; and
- (7) dealing with other matters authorised by the Board.”

9. The second paragraph of Article 16, which reads:

“The Risk Management Committee’s key responsibilities include:

- (1) formulating, reviewing and adjusting the risk strategy and risk management policies (including credit, market and operational risks) based on the Bank’s overall strategy, and monitoring and evaluating the implementation of such strategy and policies;
- (2) guiding the improvement of the risk management and control system of the Bank;
- (3) supervising and evaluating the set-up, organization, working procedures and effects of risk management departments and making suggestions for improvement;
- (4) opining on improvement of the Bank’s risk management and internal control;
- (5) conducting regular assessment of the Bank’s risk status; and
- (6) dealing with other matters authorised by the Board.”

be amended to:

“The Risk Management Committee’s key responsibilities include:

- (1) reviewing the risk management and internal control policies based on the Bank’s overall strategy, and monitoring and evaluating the implementation of such strategy and policies;
- (2) guiding the improvement of the risk management and internal control system of the Bank;

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

- (3) supervising and evaluating the set-up, organization, working procedures and effects of risk management departments and making suggestions for improvement;
- (4) reviewing reports on risk management and internal control of the Bank, conducting regular assessment of the Bank's risk and internal control status and opining on improvement of the Bank's risk management and internal control;
- (5) evaluating the work of senior management in charge of risk management; and
- (6) other matters authorised by the Board."

10. Article 24, which reads:

"The Board shall notify all the Directors in writing about the convening of a regular Board meeting at least fourteen days prior to the meeting, and shall clearly state the reason for meeting."

be amended to:

"The Board shall notify all the Directors and Supervisors in writing about the convening of a regular Board meeting at least fourteen days prior to the meeting, and shall clearly state the reason for meeting."

11. Item 3 of Article 25, which reads:

"The meeting shall take place in the first calendar month of the second quarter to consider the Bank's quarterly report for the first quarter, and to hear and consider proposals on the Bank's plan from the Strategic Development Committee, Audit Committee, Risk Management Committee, Nomination and Compensation Committee and the Related Party Transactions Committee."

be amended to:

"The meeting shall take place in the second calendar quarter to consider the Bank's quarterly report for the first quarter, and to hear and consider proposals on the Bank's plan from the Strategic Development Committee, Audit Committee, Risk Management Committee, Nomination and Compensation Committee and the Related Party Transactions Committee."

12. The second paragraph of Article 26, which reads:

"The chairman of the Board shall notify all Directors in writing at least ten days before the extraordinary Board meeting is convened; in any emergency, convening of such extraordinary Board meeting is not subject to the aforementioned time limit of notification but the chairman of the Board shall give reasonable notice."

be amended to:

"The Board office shall notify all Directors and Supervisors in writing at least five days before the extraordinary Board meeting is convened; in the event that the extraordinary Board meeting needs to be held as soon as possible under urgent circumstances, meeting notification may be sent via telephone or other means of oral communication at any time and the convener shall provide an explanation for such action at the meeting."

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

13. One article be added after Article 26 as:

“When an extraordinary Board meetings is proposed in accordance with items (2) to (6) of the first paragraph above, a written proposal with signatures of all the proposers shall be submitted directly to the chairman or via the Board office. The proposal shall include:

- (1) name of proposers;
- (2) reason or facts relied upon for proposing the meeting;
- (3) proposed time or time limit, venue and method of the proposed meeting;
- (4) clear and specific proposals; and
- (5) contact details of the proposers and date.

The content of the proposal must be within the scope of authority of the Board as provided in the Articles of Association. Related materials for the proposed meeting shall be provided at the same time.

After receiving the aforesaid written proposal and related materials, the Board office shall forward them to the chairman in a timely manner. If the chairman believes the proposals are not sufficiently clear or specific, or the materials are inadequate, the chairman can require the proposers to revise the proposal or provide a supplement.”

14. Article 27, which reads:

“The meetings of the Board may be held by way of on-site meetings or telecommunication meetings such as telephone conferences, video conferences, written resolution meetings or by any other means of telecommunications.

All of the Board meetings may take the form of an on-site meeting.

If the meetings of the Board are telephone conferences or video conferences, it shall be ensured that the participating Directors are able to hear other Directors’ speeches clearly and to communicate with each other. Sound records and video records shall be made for such meetings and kept permanently. Where the Directors are not able to sign the meeting memorandum at the site of such meetings, they shall adopt oral voting and complete the formalities of signature in writing as soon as possible. Oral voting by the Directors shall have the same effect as signature in writing, but the signature in writing shall comply with the earlier oral voting at the meetings. If such signature differs from the oral voting, the oral voting shall prevail.

Under emergency, the meetings of the Board may be carried out by written resolution meetings, which means the proposals are served, separately or in sequence, to the Directors for their review and resolution, and the Directors shall state clearly their affirmative or negative opinions on the resolutions. Regular Board meetings shall not be held in the form of a written resolution meeting. Where a written resolution meeting is to be held, the notices of voting shall state the time limit of the voting, which shall be no shorter than five days following the day of service of such notices, unless all the Directors agree to waive in writing the time limit requirement of such notices. If the Directors vote in advance, they are considered to waive the time limit requirement of such notices. The proposal

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

becomes a resolution of the Board at the time the signed documents from Directors are delivered to the secretary to the Board provided that the proposal was delivered to all Directors and the number of signing Directors has reached the legal quorum.”

be amended to:

“The meetings of the Board may adopt the form of on-site meeting or written resolution meeting.

If the form of on-site meeting is adopted, the Bank may provide facilities for Directors to participate in the Board meeting through telephone, video or other means of instant communication. Directors participating in the Board meeting in the above-mentioned ways shall be regarded as being present at the on-site meeting provided that the number of Directors presented on-site must be more than half of the Directors.

If the Board meeting is carried out by telephone, video or other means of instant communication, it shall be ensured that the participating Directors are able to hear the other Directors’ speeches clearly and to communicate with each other. Sound records and video records shall be made for such meetings and kept for 5 years. Where the Directors are not able to sign the meeting memorandum at the site of such meetings, they shall adopt oral voting and complete the formalities of signature in writing as soon as possible. Oral voting by the Directors shall have the same effect as signature in writing, but the signature in writing afterwards shall comply with the earlier oral voting at the meetings. If such signature differs from the oral voting, the oral voting shall prevail.

If the Board meeting is carried out by written resolutions, items for discussion and decision shall be distributed or circulated among Directors for resolution. Directors shall state clearly their affirmative or negative or abstaining opinions on the resolutions. The notices of voting shall state the time limit of the voting, which shall not be shorter than five days following the day of sending of such notices, unless all the Directors agree to waive in writing the time limit requirement of such notices. If the Directors vote in advance, they are considered to have waived the time limit requirement of such notices. The proposal becomes a resolution of the Board at the time the signed documents from the Directors are delivered to the secretary to the Board provided that the proposal was delivered to all Directors and the number of signing Directors has reached the legal quorum.

Regular Board meetings shall not be held in the form of a written resolution meeting.”

15. The first paragraph of Article 28, which reads:

“Agenda items and timing of the regular Board meetings are normally decided in the previous Board meeting. All Directors shall have an opportunity to propose items to be included in the agenda of the meeting, which will be issued after the confirmation of the chairman.”

be amended to:

“Agenda items and timing of the regular Board meetings are normally decided by the chairman. All Directors shall have an opportunity to propose items to be included in the agenda of the meeting, which will be issued after the confirmation of the chairman.”

The second paragraph be deleted.

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

16. Article 31, which reads:

“The chairman shall convene the Board meeting.

If the chairman cannot perform this function, the vice chairman shall convene the Board meeting. And if the vice chairman cannot perform this function, the chairman shall delegate such duty to other Directors. If the chairman fails to convene meetings without justification, and does not delegate this duty to others, a Director recommended by the vice chairman or by more than half of the Directors can fulfill this duty of convening Board meeting (the Director recommended by the vice chairman shall take precedent).

After the shareholders’ general meeting re-elects the Board, the Director with the highest votes (or the Director nominated from among several Directors with the same highest votes) shall chair the Board meeting and elect the new chairman of the Board.”

be amended to:

“The chairman shall convene and chair the Board meeting. If the chairman cannot perform or fails to perform this function, the vice chairman shall convene and chair the Board meeting. If the vice chairman cannot perform or fails to perform this function, over half of Directors can recommend one Director to convene and chair the Board meeting.”

17. Item 2 of Article 33, which reads:

“(2) Notice of regular Board meetings shall be sent out at least fourteen days in advance, and ten days for extraordinary Board meetings (in an emergency, convening of such extraordinary Board meeting is not subject to the aforementioned time limit of notification but the chairman of the Board shall give reasonable notice).”

be amended to:

“(2) Notice of regular Board meetings shall be sent out fourteen days in advance, and five days for extraordinary Board meetings (in the event that an extraordinary Board meeting needs to be held as soon as possible under urgent circumstances, meeting notification may be sent via telephone or by other means of oral communication at any time but the convener shall provide an explanation for such action at the meeting).”

18. The first paragraph of Article 38, which reads:

“The Board meeting can only be convened if more than half of the Directors attend. Material matters related to shareholders holding ten percent or more of the outstanding shares of the Bank or relating to any Director shall not be decided by written resolution or by Board committees. The Board meeting on this specific matter shall be convened with more than half of the Directors without material interest in the matter. Independent Directors with no personal interest nor interest to connected persons (as defined by the Listing Rules) shall participate in the meeting.”

be amended to:

“The Board meeting can only be convened if over half of the Directors attend. Material matters related to shareholders holding ten percent or more of the outstanding shares of the Bank or relating to any Director shall not be decided by written resolution or by Board committees. The Board meeting on

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

this specific matter shall be convened with over half of the Directors without material interest in the matter. Independent Directors with no personal interest nor interest to connected persons (as defined by the Hong Kong Listing Rules) shall participate in the meeting.”

19. The first paragraph of Article 40, which reads:

“Any Director who is absent from two consecutive Board meetings without designating other Directors as proxy shall be regarded as having failed to fulfill his/her duty. The Board shall propose replacement of such Directors to the shareholders’ general meeting.”

be amended to:

“Any Director who is absent from two consecutive Board meetings without designating other Directors as proxy, or fails to attend at the actual venue of the Board meetings on two consecutive regular Board meetings, shall be regarded as having failed to fulfill his/her duty. The Board shall propose replacement of such Directors to the shareholders’ general meeting.”

20. Article 43 be deleted.

21. Article 45 be deleted.

22. Article 46, which reads:

“For the sake of gaining a better understanding of key issues and procedures and facilitating the making of right decisions, the Board meeting, while considering relevant plans, proposals and reports, can request the general managers of relevant departments to attend the meetings as observers to provide further details of the matter. If the Board considers the matter to be unclear or the feasibility of the matter to be questionable, the Board can request an explanation from the relevant departments, return the matter for further action and suspend the voting.”

be amended to:

“For the sake of gaining a better understanding of key issues and procedures and facilitating the making of right decisions, the Board meeting, while considering relevant plans, proposals and reports, can request that the proposer to give an explanation, or request the general managers of relevant departments to attend the meetings as observers to provide further details on the matter. If the Board considers the matter to be unclear or the feasibility of the matter to be questionable, the Board shall request an explanation from the relevant departments, return the matter for further action and suspend the voting.”

23. Article 51, which reads:

“Board resolutions can be adopted by the methods of telecommunication set out in Article 27 of these Rules. Resolutions passed by oral vote are effective from the date of vote. Votes made via written resolutions shall be effective as from the date of signature. Resolutions adopted by methods of telecommunication shall be effective at the deadline for voting as indicated in the notice of Board meeting. If no vote or opinion is received from the Directors concerned on the last business day before the deadline, the Directors are deemed to abstain.”

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

be amended to:

“Board resolutions passed by oral vote are effective from the date of voting. Votes made via written resolutions shall be effective as from the date of signature. Written resolutions shall be effective at the deadline for voting as indicated in the notice of Board meeting. If no vote or opinion is received from the Directors concerned on the last business day before the deadline, the Directors are deemed to abstain.”

24. The first sentence of the first paragraph of Article 52, which reads:

“The following material matters require favourable votes by more than two thirds of the Directors and the voting can not be conducted via methods of telecommunication. Other matters can be passed by favourable votes of over half of the Directors:”

be amended to:

“The following material matters require favourable votes by more than two thirds of the Directors and the voting can not be conducted via written resolution. Other matters can be passed by favourable votes of over half of the Directors:”

25. One paragraph be added after the second paragraph of Article 59:

“Complete minutes shall also be maintained for Board meetings held via written resolution, detailing the opinions of the Directors.”

26. Article 60, which reads:

“The Board office shall report to the chairman of the Board immediately after the Board meeting resolution voting results have been reviewed and have been signed by the secretary to the Board, and shall provide feedback to all Directors within five days.”

be amended to:

“After the attending Directors have cast their votes, the relevant officers of the Board office shall collect the voting forms in a timely manner.

For on-site meetings, the convener shall announce the result at the site of the meeting. For meetings via written resolutions, the convener shall request that the secretary to the Board inform the Directors of the result in a timely manner.”

27. The first sentence of Article 65, which reads:

“The following matters shall only be implemented after they have been approved by the Board meeting and the shareholders’ general meeting”

be amended to:

“The following matters, after they have been approved by the Board meeting, cannot be implemented until they have been approved by the shareholders’ general meeting”.

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

28. Article 69 be deleted.

The number of articles, paragraphs and items in the Rules of Procedure for the Board and those quoted shall be adjusted accordingly.

The above amendments shall come into effect at the same time that the amendments to the Articles of Association come into effect; and that the Board shall be and is authorised to amend the Rules of Procedure for the Board in accordance with the requirements of the relevant regulatory authorities regarding amendments to the Articles of Association.”

5. “To consider and approve the following amendments to the Rules of Procedure for the Board of Supervisors:

1. In Article 1, the following statement be added after “Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas”:

“Guidelines on the Articles of Association of Listed Companies (as amended in 2006)”.

2. Article 2, which reads:

“The Board of Supervisors shall be the supervisory organ of the Bank and be responsible to the shareholders’ general meeting. The Board of Supervisors shall supervise the financial affairs of the Bank, the Board and its members, the president and other senior management to prevent them from abusing their powers against the interests of shareholders.”

be amended to:

“The Board of Supervisors shall be the supervisory organ of the Bank and be responsible to the shareholders’ general meeting. The Board of Supervisors shall supervise the financial affairs of the Bank as well as the Board, the senior management and their members to prevent them from abusing their powers against the interests of shareholders.”

3. The first paragraph and second paragraph of Article 3 be merged and amended to:

“to supervise the due performance of the Board, the senior management and their members, including without limitation:

- a. supervising the Board and the senior management to see whether they carry out business lawfully and comply with the laws, regulations and rules of the State, relevant provisions of the regulatory authorities, and financial and economic polices and guidelines;
- b. supervising the standard operation of the Board and the senior management to see:
 - (a) whether the Board holds meetings and exercises its powers strictly in accordance with the procedures as stipulated in the Articles of Association of the Bank and whether any of them oversteps their authority;
 - (b) whether each committee under the Board operates in accordance with the provisions of the Articles of Association of the Bank and assists the Board in performing various duties in accordance with the authority delegated to it by the Board;

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

- (c) whether any topic considered by the Board and each committee goes beyond the scope as stipulated by the Articles of Association of the Bank and whether any topic discussed at the meeting of the senior management goes beyond the scope as stipulated by the Articles of Association of the Bank;
 - (d) whether the voting at any meeting, the meeting minutes or the signing and filing of the meeting minutes comply with relevant provisions;
 - (e) whether the Board discloses information on its operation and management activities and other material events as required;
 - (f) whether the Board implements the Rules of Procedure for the Shareholders' General Meeting of the Bank and the Rules of Procedure for the Board of the Bank, and whether the senior management implements the Detailed Work Rules of the President of the Bank and the Detailed Rules of the Senior Management of the Bank;
- c. supervising the implementation by the Board of the resolutions of the shareholders' general meeting;
 - d. supervising the Board to see whether it complies with laws, regulations, rules, relevant provisions of the regulatory authority and performs its duties as stipulated in the Articles of Association;
 - e. supervising the Board and the senior management to see whether they have made any material wrong decision or caused material losses to the Bank;
 - f. supervising the senior management to see whether they cooperate with the Board and various Board committees in their work and how they implement resolutions of the Board;
 - g. supervising the operation and management behaviours of the senior management and the establishment of internal control systems;
 - h. supervising the senior management to see whether it reports to the Board and the Board of Supervisors on operational performance, material contracts, financial position, risks and operational prospects in a true, accurate, complete and timely manner;
 - i. supervising Directors and senior management to see whether they comply with relevant laws, regulations and rules of the State, relevant provisions of the regulatory authorities and the Articles of Association of the Bank, and whether they do anything detrimental to the interests of the Bank in implementing their functions in the Bank;
 - j. supervising Directors and senior management to see whether any of them has yielded to interference from outside to make any decision or enter into any transaction which is detrimental to the interests of the Bank;
 - k. supervising the operating activities of senior management and the implementation by senior management of internal control systems;
 - l. supervising the attendance of Directors at the meetings of the Board and various Board committees;

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

- m. supervising the implementation by senior management of resolutions of the Board;
- n. supervising Directors and senior management to see whether they perform their duties with due diligence, care and honesty.”

The third paragraph, which reads:

“Directors, chairman of the Board and senior management shall be required to rectify any action which is detrimental to the interests of all the shareholders and the Bank;”

be amended to:

“If any act of any Director or senior management is detrimental to the interests of the Bank, he/she shall be required to rectify such act;”

The fifth paragraph, which reads:

“checking and supervising financial activities of the Bank: inspecting the Bank’s financial and accounting materials and other materials relating to the Bank’s business operations, verifying the truthfulness and compliance of the Bank’s financial reports, reviewing the Bank’s quarterly, interim and annual financial reports, and requesting the Audit Committee of the Board to provide an explanation or requesting the senior management to report relevant work in case of doubt;”

be amended to:

“checking and supervising the Bank’s financial activities;”

The seventh paragraph, which reads:

“auditing the operational decision-making, risk management and internal control procedures of the Bank and guiding the internal audit work of the Bank, based on the requirements of supervision;”

be amended to:

“supervising the operational decision-making, risk management and internal control procedures of the Bank and guiding the internal audit work of the Bank;”

One paragraph be added before the eighth paragraph:

“raising any inquiries or suggestions with regard to any matters resolved at the Board meeting;”

The eighth paragraph, which reads:

“addressing inquiries to Directors, chairman of the Board and senior management;”

be amended to:

“addressing inquires to Directors and senior management;”

The ninth paragraph, which reads:

“proposing to convene an extraordinary shareholders’ general meeting;”

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

be amended to:

“proposing to convene an extraordinary shareholders’ general meeting, and convening and presiding over the shareholders’ general meeting when the Board does not convene and preside over such meeting in accordance with the Company Law;”

One paragraph be added before the tenth paragraph:

“making proposals to the shareholders’ general meeting.”

The tenth paragraph, which reads:

“negotiating with Directors or bringing legal actions against Directors on behalf of the Bank;”

be amended to:

“negotiating with Directors and senior management or bringing legal actions against Directors and senior management on behalf of the Bank;”

The twelfth paragraph, which reads:

“nominating candidates for independent Directors;”

be amended to:

“nominating candidates for non-employee-representative Supervisors (including external Supervisors) and for independent Directors;”

The thirteenth paragraph, which reads:

“supervising any act of any Director or senior management in performing duties which violates any law, administrative regulation, the Articles of Association or resolutions of the shareholders’ general meeting, and making recommendations to the shareholders’ general meeting regarding the removal of any Director or senior management;”

be amended to:

“to supervise any act of any Director or senior management in performing duties and raise proposals regarding the removal of any Director or senior management who violates any law, administrative regulation, the Articles of Association or resolutions of the shareholders’ general meeting;”

The fourteenth paragraph, which reads:

“such other powers as are to be exercised by the Board of Supervisors in accordance with laws, regulations, rules, relevant provisions of the securities regulatory authorities of the place where the shares of the Bank are listed, and the Articles of Association.”

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

be amended to:

“such other powers as are to be exercised by the Board of Supervisors in accordance with laws, regulations, rules, relevant provisions of the appropriate regulatory authorities and the Articles of Association.”

“Supervisors shall attend the meetings of the Board as observers and have the right to express their opinions but have no voting right at such meetings. The Supervisors present at a meeting of the Board as observers shall report to the Board of Supervisors about the meeting.

The Board of Supervisors may appoint any Supervisors to attend such meetings as the office meetings of the president when it thinks necessary.”

be amended to:

“Supervisors attend the meetings of the Board as observers and raise any inquiries or proposals regarding matters to be resolved at such meetings. The Board of Supervisors may appoint any Supervisors to attend any meetings convened by the senior management it thinks necessary.”

4. Article 4, which reads:

“The chairman of the Board of Supervisors shall read out the annual work report of the Board of Supervisors at the shareholders’ annual general meeting. The contents of such report shall include:

- (1) supervision and examination of the financial affairs of the Bank;
- (2) compliance by the Directors, the chairman of the Board and the senior management with relevant laws, regulations, rules, the Articles of Association and the resolutions of the shareholders’ general meeting as well as the performance of their duties;
- (3) other important matters which the Board of Supervisors think shall be reported to the shareholders’ general meeting.

When it deems necessary, the Board of Supervisors may issue an opinion on any proposal to be considered by the shareholders’ general meeting and submit an independent report.”

be amended to:

“The Board of Supervisors shall produce a report on its work in the past year at the shareholders’ annual general meeting. The contents of such report shall include:

- (1) main work carried out by the Board of Supervisors;
- (2) supervision and examination of the financial affairs and internal control of the Bank;
- (3) compliance by the Board and the senior management and their members with relevant laws, regulations, rules, the Articles of Association and the resolutions of the shareholders’ general meeting as well as performance of their duties;
- (4) other important matters which the Board of Supervisors deems necessary to report to the shareholders’ general meeting.

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

When it deems necessary, the Board of Supervisors may issue an opinion on any proposal to be considered by the shareholders' general meeting and submit an independent report."

5. Article 11, which reads:

"If the Board of Supervisors discovers that the Board, the senior management or any of their members has violated laws, regulations and provisions of the Articles of Association, it shall suggest taking disciplinary action against relevant responsible persons and issue a notice requesting rectification within a certain time limit. The Board or the senior management shall promptly take appropriate disciplinary action or rectification measures and report the results in writing to the Board of Supervisors. In the event of any refusal or delay on the part of the Board or the senior management, the Board of Supervisors shall report the matter to the shareholders' general meeting and propose to convene an extraordinary shareholders' general meeting."

be amended to:

"If the Board of Supervisors discovers that the Board, the senior management or any of their members has violated laws, regulations, rules, relevant provisions of the appropriate regulatory authority, the Articles of Association and other basic management systems of the Bank, it shall suggest taking disciplinary action against relevant responsible persons and issue a notice requesting rectification within a certain time limit. The Board or the senior management shall promptly take appropriate disciplinary action or rectification measures and report the results in writing to the Board of Supervisors. In the event of any refusal or delay on the part of the Board or the senior management, the Board of Supervisors shall report the matter to the shareholders' general meeting and propose to convene an extraordinary shareholders' general meeting."

6. In Article 12:

"The Directors, president and chief financial officer of the Bank shall not serve as Supervisors"

be amended to:

"The Directors and senior management of the Bank shall not serve as Supervisors".

7. The first paragraph and second paragraph of Article 15 be merged and amended to:

"formulating rules and systems, work schedules and plans, supervision and examination schemes for supervising the performance of duties by the Board, the senior management and their members, submitting them to the Board of Supervisors for consideration and, upon approval, implementing or organising their implementation;"

The third paragraph, which reads:

"preparing a supervision report regarding the performance of duties by the Board and the senior management as well as the due fulfilment of duties by the Directors, the chairman of the Board and the senior management, and submitting the same to the Board of Supervisors for consideration;"

be amended to:

"opining on the performance and due fulfilment of duties by the Board, the senior management and their members, and submitting the same to the Board of Supervisors for consideration;"

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

The fifth paragraph, which reads:

“making recommendations to the Board of Supervisors regarding the candidates for Supervisors and independent Directors;”

be amended to:

“making recommendations to the Board of Supervisors regarding the candidates for non-employee-representative Supervisors (including external Supervisors), independent Directors and members of the committees of the Board of Supervisors;”

The sixth paragraph, which reads:

“organising the formulation of performance evaluation procedures for the Supervisors of the Bank and submitting the same to the Board of Supervisors for consideration;”

be amended to:

“organising the formulation of evaluation procedures for the Supervisors of the Bank and submitting the same to the Board of Supervisors for consideration;”

The seventh paragraph, which reads:

“organising the performance assessment of the Supervisors of the Bank and submitting the results to the Board of Supervisors for consideration;”

be amended to:

“organising the assessment of the Supervisors of the Bank and submitting the results to the Board of Supervisors for consideration;”

8. The “supervisory report” in the second paragraph of Article 16 shall be amended as the “supervision opinion”.

9. In Article 21:

“The meetings of the Board of Supervisors may be held by way of on-site meetings or telecommunication meetings such as telephone conferences, video conferences, written resolution meetings or by any other means of telecommunications.

All meetings of the Board of Supervisors may be held by way of on-site meetings.

The meetings of the Board of Supervisors may be held by way of telephone conferences or video conferences so long as the Supervisors participating in such meetings can hear each other clearly and communicate with each other. All such meetings shall be tape-recorded or video-taped and the records so made shall be kept perpetually. If any Supervisor cannot sign resolutions adopted at such meetings instantly, the voting shall be conducted orally and the signing procedures shall be completed as soon as possible. The oral voting of a supervisor shall have the same validity as the signing. If the subsequent signing is not consistent with the oral voting, the oral voting at the meeting shall prevail.”

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

be amended to:

“The meetings of the Board of Supervisors may be held by way of on-site meetings or written resolution meetings.

In the event of an on-site meeting, a venue shall be prepared. The Bank may provide a telephone, video conference or other means of instant telecommunication to Supervisors attending the meeting. A Supervisor attending the meeting of the Board of Supervisors by any such means shall be deemed to be present at the on-site meeting.

If any meeting of the Board of Supervisors is held by way of telephone conferences, video conferences or other means of telecommunications, it shall be ensured that the Supervisors participating in the meeting can hear each other clearly and communicate with each other. All such meetings shall be tape-recorded or video-taped and the records so made shall be kept for five years. If any Supervisor cannot sign resolutions adopted at such meetings instantly, the voting shall be conducted orally and the signing procedures shall be completed as soon as possible by fax or other means. The oral voting of a Supervisor shall have the same validity as the signing. If the subsequent signing is not consistent with the oral voting, the oral voting at the meeting shall prevail.”

10. The first paragraph of Article 22, which reads:

“to review the annual reports, interim reports, quarterly reports and other regular reports of the Bank;”

be amended to:

“to review regular reports of the Bank;”

The fourth paragraph, which reads:

“supervisory opinions on the performance of duties by the Board and the senior management of the Bank as well as on the due fulfilment of duties by the Directors, the chairman of the Board and the senior management;”

be amended to:

“supervisory opinions on the performance and due fulfilment of duties by the Board and the senior management of the Bank and their members;”

The fifth paragraph, which reads:

“supervisory opinions on the formulation and implementation of the internal control systems of the Bank;”

be amended to:

“supervisory opinions on the finance and internal control of the Bank;”

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

11. Two paragraphs be added before the third paragraph of Article 23:

“The Board;”

“The president;”

12. Article 24, which reads:

“The office of the Board of Supervisors shall be responsible for collecting matters to be considered by the Board or proposed by Supervisors, special committees under the Board of Supervisors and shareholders and submitting them promptly to the chairman of the Board of Supervisors. The Board of Supervisors shall consider all these proposals.”

be amended to:

“The office of the Board of Supervisors shall be responsible for collecting matters submitted by Supervisors, special committees under the Board of Supervisors, the Board, the president and shareholders to the Board of Supervisors for consideration and forwarding them promptly to the chairman of the Board of Supervisors. The Board of Supervisors shall consider all these proposals.”

13. Article 31, which reads:

“The meeting of the Board of Supervisors may be held only when it is attended by two thirds or more of the Supervisors.”

be amended to:

“The meeting of the Board of Supervisors may be held only when it is attended by at least half of the Supervisors.”

14. In Article 41:

“In general, the meeting of the Board of Supervisors shall make resolutions on discussed matters. A resolution of the Board of Supervisors may take effect only when it is approved by two thirds or more of the Supervisors by voting.”

be amended to:

“In general, the meeting of the Board of Supervisors shall make resolutions on discussed matters. A resolution of the Board of Supervisors may take effect only when it is approved by at least half of the Supervisors by voting.”

15. In Article 43, “by way of telecommunications” be amended to “by way of written resolution”.

16. Article 51 be deleted.

17. In Article 53:

“Any amendment to these Rules will take effect and be implemented only when it is approved by two thirds or more of the Supervisors and adopted by the shareholders’ general meeting by special resolution.”

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

be amended to:

“Any amendment to these Rules will take effect and be implemented only when it is approved by at least half of the Supervisors and adopted by the shareholders’ general meeting by special resolution.”

The number of articles, paragraphs and items in the Rules of Procedure for the Board of Supervisors and those quoted shall be adjusted accordingly.

The above amendments shall come into effect at the same time that the amendments to the Articles of Association come into effect; and that the Board of Supervisors shall be and is authorised to amend the Rules of Procedure for the Board of Supervisors in accordance with the requirements of the relevant regulatory authorities regarding amendments to the Articles of Association.”

AS ORDINARY RESOLUTIONS

6. “To consider and approve the appointment of Ms. Jenny Shipley as an independent non-executive Director of the Bank, conditional on the proposed amendments to the Articles of Association being approved and coming into effect.”
7. “To consider and approve the appointment of Mr. Wong Kai-Man as an independent non-executive Director of the Bank, conditional on the proposed amendments to the Articles of Association being approved and coming into effect.”

By order of the Board
China Construction Bank Corporation
Zhang Jianguo
Vice Chairman, Executive Director and President

6 July 2007

As at the date of this notice, the executive directors of the Bank are Mr. Guo Shuqing, Mr. Zhang Jianguo, Mr. Zhao Lin and Mr. Luo Zhefu; the non-executive directors of the Bank are Mr. Wang Yonggang, Mr. Wang Yong, Ms. Wang Shumin, Mr. Liu Xianghui, Mr. Zhang Xiangdong, Ms. Li Xiaoling* and Mr. Gregory L. Curl; and the independent non-executive directors of the Bank are Lord Peter Levene, Mr. Song Fengming, Ms. Elaine La Roche and Mr. Tse Hau Yin, Aloysius.*

* subject to the approval of CBRC

Notes:

1. According to the Articles of Association of the Bank, a resolution will be decided on a show of hands unless before any vote taken on a show of hands, a poll is demanded. A poll may be demanded by (i) the chairman of the meeting; or (ii) at least two Shareholders entitled to vote, present in person or by proxy; or (iii) by one or more Shareholders present in person or by proxy representing ten percent or more of all Shares carrying the voting rights at the meeting.
2. In order to determine the Shareholders who are entitled to attend the EGM, the Bank’s register of members will be closed from Tuesday, 24 July 2007 to Wednesday, 22 August 2007, both days inclusive, during which period no transfer of Shares will be effected. Holders of H Shares whose names appear on the Bank’s register of members on Monday, 30 July 2007 are entitled to attend the meeting.

NOTICE OF THE 2007 FIRST EXTRAORDINARY GENERAL MEETING

3. A Shareholder entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote in his place. A proxy need not be a Shareholder of the Bank.
4. The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorised in writing. If the Shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If that instrument is signed by an attorney of the Shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarized.
5. In order to be valid, the form of proxy together with the power of attorney or other authorised document (if any) must be deposited at the H Share registrar of the Bank not less than 24 hours before the time fixed for holding the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the meeting if he so wishes. The H Share registrar of the Bank is Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
6. Shareholders who intend to attend the meeting in person or by proxy shall return the reply slip to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited at Room 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Thursday, 2 August 2007 by hand, by post or by fax. (Fax: (852) 2865 0990).
7. The meeting is expected to be concluded within half a day. Shareholders (or their proxies) attending the meeting are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the meeting shall be required to produce documents evidencing their identity.