

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.



中国建设银行

China Construction Bank

中國建設銀行股份有限公司

China Construction Bank Corporation

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

(Stock Code: 939)

**Announcement on
the Resolutions of the Meeting of the Board of Supervisors**

The meeting of the board of supervisors (the “**Meeting**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 23 March 2012 in Huangshan City, Anhui Province. 9 supervisors were entitled to be present at the Meeting and 8 supervisors attended the Meeting in person and supervisor Jin Panshi appointed supervisor Liu Jin as proxy to attend the meeting and vote on his behalf. The Meeting was chaired by Mr. Zhang Furong, the Chairman of the board of supervisors. The convening of the Meeting complied with the relevant provisions of the Company Law of the People’s Republic of China and the Articles of Association of the Bank and other relevant rules.

The following resolutions were considered and approved at the Meeting:

I. Proposal regarding the 2011 Annual Report and the Summary of Annual Report of the Bank

Voting results: voted in favour: 9 votes, voted against: 0 vote, abstained from voting: 0 vote.

The board of supervisors of the Bank was of the opinion that the preparation and examination procedures relating to the 2011 annual report of the Bank complied with the laws, administrative regulations and regulatory provisions. The content of the report was true, accurate and complete and reflected the actual circumstances of the Bank.

II. Proposal regarding the 2011 Profit Distribution Plan of the Bank

Voting results: voted in favour: 9 votes, voted against: 0 vote, abstained from voting: 0 vote.

III. Proposal regarding the 2011 Social Responsibility Report of the Bank

Voting results: voted in favour: 9 votes, voted against: 0 vote, abstained from voting: 0 vote.

IV. Proposal regarding the 2011 Assessment Report on Internal Control of the Bank

Voting results: voted in favour: 9 votes, voted against: 0 vote, abstained from voting: 0 vote.

V. Proposal regarding the 2011 Report on the Board of Supervisors of the Bank

Voting results: voted in favour: 9 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was resolved that this resolution be submitted to the shareholders' 2011 Annual General Meeting of the Bank for consideration.

VI. Proposal regarding Amendments to the Procedural Rules for the Board of Supervisors of the Bank

Voting results: voted in favour: 9 votes, voted against: 0 vote, abstained from voting: 0 vote.

The proposal was resolved. Please refer to the appendix I for details. It was resolved that this proposal be submitted to the shareholders' 2011 Annual General Meeting for consideration.

VII. Proposal regarding Amendments to Working Rules for Duty Performance Supervision Committee of the Board of Supervisors of the Bank

Voting results: voted in favour: 9 votes, voted against: 0 vote, abstained from voting: 0 vote.

The proposal was resolved. Please refer to the appendix II for details.

VIII. Proposal regarding the 2011 Assessment Report of the Performance of the Board of Directors and its Special Committees, Senior Management, Directors and Members of Senior Management of the Bank by the Board of Supervisors

Voting results: voted in favour: 9 votes, voted against: 0 vote, abstained from voting: 0 vote.

Announcement of the captioned matters is hereby given.

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

23 March 2012

As at the date of this announcement, the executive directors of the Bank are Mr. Wang Hongzhang, Mr. Zhang Jianguo, Mr. Chen Zuofu and Mr. Zhu Xiaohuang; the independent non-executive directors of the Bank are Lord Peter Levene, Mr. Yam Chi Kwong, Joseph, Dame Jenny Shipley, Mr. Zhao Xijun and Mr. Wong Kai-Man; and the non-executive directors of the Bank are Mr. Wang Yong, Mr. Zhu Zhenmin, Ms. Li Xiaoling, Mr. Lu Xiaoma, Ms. Chen Yuanling and Mr. Dong Shi.

Appendix I: Amendment to the Procedural Rules for the Board of Supervisors

S/N	Current Articles	Revised Articles
1.	<p>Article 3 The Board of Supervisors shall exercise the following duties and powers</p> <p>1. to supervise the performance of duties by the Board, the Senior Management and their respective members, including but not limited to:</p> <p>1) to supervise the conduct of business and implementation of national laws, regulations and rules, relevant provisions of competent regulatory bodies and applicable economic and financial policies by the Board and the Senior Management;</p> <p>2) to supervise the conduct of business by Board and Senior Management:</p> <p>(1) whether the Board convenes its meetings and exercises its duties and powers strictly in accordance with the Articles of Association of the Bank (“AOA”), and whether the Board and Senior Management acts beyond its authority;</p> <p>(2) whether the special committees of the Board comply with the AOA, and whether they act within their respective scopes of authority in assisting the Board in performing its duties and powers;</p> <p>(3) whether the proposal considered by the Board and its special committees is within the scope set out in the AOA, and whether the proposal considered by the Senior Management meetings is within the scope set out in the AOA;</p> <p>(4) whether the voting, meeting minutes and its signing and filing comply with relevant provisions;</p> <p>(5) whether the Board has disclosed the information about its operation activities and other major events in accordance with relevant provisions;</p> <p>(6) whether the Board has complied with the Rules of Procedures of Shareholders’ General Meeting of China Construction Bank Corporation and the Rules of Procedures of Board of Directors of China Construction Bank Corporation, whether the Senior Management has complied with the Working Rules of President of China Construction Bank Corporation and Working Rules of Senior Management of China Construction Bank Corporation;</p> <p>3) to supervise the implementation by the Board of resolutions of the Shareholders’ General Meeting;</p> <p>4) to supervise whether the Board has performed its duties and powers required by relevant applicable laws, regulations and rules, relevant provisions of competent regulatory bodies and AOA of the Bank;</p> <p>5) to identify whether the Board and Senior Management has serious mistake in its decision making and whether such mistake has caused material loss to the interests of the Bank;</p> <p>6) to examine whether the Senior Management provide necessary assistances to the Board and its special committees, and supervise the implementation by the Senior Management of the Board resolutions;</p> <p>7) to supervise the conduct of business of, and establishment of internal control system by, the Senior Management;</p> <p>8) to examine whether the Senior Management has duly reported to the Board and Board of Supervisors the operation results, major contracts, financial conditions, risk and business prospects in accurate, complete and timely manner;</p> <p>9) to supervise the compliance of the Directors and senior management personnel with relevant national laws, regulations and rules, relevant provisions of competent regulatory bodies and the AOA, and to identify any act in their performance of duties which may harm the interests of the Bank;</p> <p>10) to examine whether any Director or senior management personnel, due to external intervention, has made any decision or transaction which may harm the interests of the Bank;</p>	<p>Article 3 The Board of Supervisors shall exercise the following duties and powers</p> <p>1. to supervise the performance of duties by the Board, the Senior Management and their respective members, including but not limited to:</p> <p>1) to supervise the conduct of business and implementation of national laws, regulations and rules, relevant provisions of competent regulatory bodies and applicable economic and financial policies by the Board and the Senior Management;</p> <p>2) to supervise the conduct of business by Board and Senior Management:</p> <p>(1) whether the Board convenes its meetings and exercises its duties and powers strictly in accordance with the Articles of Association of the Bank (“AOA”), and whether the Board and Senior Management acts beyond its authority;</p> <p>(2) whether the special committees of the Board comply with the AOA, and whether they act within their respective scopes of authority in assisting the Board in performing its duties and powers;</p> <p>(3) whether the proposal considered by the Board and its special committees is within the scope set out in the AOA, and whether the proposal considered by the Senior Management meetings is within the scope set out in the AOA;</p> <p>(4) whether the voting, meeting minutes and its signing and filing comply with relevant provisions;</p> <p>(5) whether the Board has disclosed the information about its operation activities and other major events in accordance with relevant provisions;</p> <p>(6) whether the Board has complied with the Rules of Procedures of Shareholders’ General Meeting of China Construction Bank Corporation and the Rules of Procedures of Board of Directors of China Construction Bank Corporation, whether the Senior Management has complied with the Working Rules of President of China Construction Bank Corporation and Working Rules of Senior Management <u>Personnel</u> of China Construction Bank Corporation;</p> <p>3) to supervise the implementation by the Board of resolutions of the Shareholders’ General Meeting;</p> <p>4) to supervise whether the Board has performed its duties and powers required by relevant applicable laws, regulations and rules, relevant provisions of competent regulatory bodies and AOA of the Bank;</p> <p>5) to identify whether the Board and Senior Management has serious mistake in its decision making and whether such mistake has caused material loss to the interests of the Bank;</p> <p>6) to examine whether the Senior Management provide necessary assistances to the Board and its special committees, and supervise the implementation by the Senior Management of the Board resolutions;</p> <p>7) to supervise the conduct of business of, and establishment of internal control system by, the Senior Management;</p> <p>8) to examine whether the Senior Management has duly reported to the Board and Board of Supervisors the operation results, major contracts, financial conditions, risk and business prospects in accurate, complete and timely manner;</p> <p>9) to supervise the compliance of the Directors and senior management personnel with relevant national laws, regulations and rules, relevant provisions of competent regulatory bodies and the AOA, and to identify any act in their performance of duties which may harm the interests of the Bank;</p> <p>10) to examine whether any Director or senior management personnel, due to external intervention, has made any decision or transaction which may harm the interests of the Bank;</p>

	<p>11) to supervise the conduct of business and implementation of internal control by senior management personnel; 12) to supervise the attendance of Directors at the meetings of the Board and its special committees; 13) to supervise the implementation by senior management personnel of the Board resolutions; 14) to supervise whether the Directors and senior management personnel has performed their duties and powers diligently and in good faith; 2. to demand that the Directors or senior management personnel to rectify when their conduct impairs the interests of the company; 3. to make necessary departure audit of the Directors and senior management personnel; 4. to examine and supervise financial activities of the Bank; 5. to review the financial report, operation report and profit distribution plan to be submitted by the Board to the Shareholders' General Meeting, and may, , in the name of the Bank, appoint a certified public accountant or a qualified auditor to re-examine such documents; 6. to supervise the business decision-making, risk management and internal control of the Bank, and to give guidance to the internal audit of the Bank; 7. to make inquiry or proposal in relation to the matter to be decided by the Board; 8. to make inquiry to the Directors and senior management personnel; 9. to propose the convening of interim shareholders' meetings, and convene and preside over the shareholders' meeting if the Board fails to convene and preside over such meeting in accordance with the Companies Law; 10. to make proposals to the Shareholder's General Meeting; 11. to issue legal proceedings against Directors or the senior management personnel on behalf of the Bank; 12. to prepare the amendment to the Rules of Procedures of Board of Supervisors of China Construction Bank Corporation; to formulate other systems, rules and measures of the Board of Supervisors; 13. to nominate the candidate of non-employee representative supervisor (including external supervisor) and Independent Director; 14. to supervise the conduct of Directors and senior management personnel in performing their duties for the Bank and, to make proposals for removal of those directors or senior management personnel who have violated laws and regulations, the AOA of the Bank or the resolutions of the Shareholders' General Meeting; 15. to exercise other duties and powers specified in the relevant laws, regulations and rules, provisions of regulatory bodies and the AOA. Supervisors may attend the Board meetings as non-voting observers and make inquiries or suggestions on matters to be resolved by the Board. Board of Supervisors may appoint a supervisor to attend the meetings of the Senior Management as non-voting observer, if it deems necessary.</p>
<p>2.</p>	<p>Article 5 Board of Supervisors may, upon the resolution of meetings of Board of Supervisors, propose to Shareholders' General Meeting to dismiss and replace any of the following Independent Directors or external supervisors: 1. a person who is no longer qualified for an Independent Director or external supervisor due to change of its position, and who does not propose to resign; 2. a person who failed to attend two thirds of meetings of the Board or Board of Supervisors in person during one year; or a person who fails to attend in person without appointing another Independent Director or external supervisor to attend on its behalf two consecutive meetings of the Board or Board of Supervisors; or an Independent Director fails to attend in person three consecutive meetings of the Board;</p>

	<p>3. other circumstances specified in relevant laws, regulations and rules or the AOA of the Bank in which a person is no longer suitable for an Independent Director or external supervisor. Meetings of Board or Board of Supervisors referred to in this Article include both regular meeting and interim meeting.</p>	<p>3. other circumstances specified in relevant laws, regulations and rules or the AOA of the Bank in which a person is no longer suitable for an Independent Director or external supervisor. Meetings of Board or Board of Supervisors referred to in this Article include both regular meeting and interim meeting.</p>
3.	<p>Article 12 Board of Supervisors shall comprise of nine supervisors, including four shareholder representative supervisors, three employee representative supervisors and two external supervisors. Shareholder representative supervisors and external supervisor shall be elected and dismissed by the Shareholders' General Meeting, and employee representative supervisors shall be elected and dismissed by Employee Representative Meeting of the Bank. A Director or senior management personnel of the Bank may not act as a supervisor.</p>	<p>Article 12 Board of Supervisors shall comprise of <u>seven to nine</u> supervisors, including four shareholder representative supervisors, three employee representative supervisors and two external supervisors, <u>in which, at least one third of supervisors shall be employee representative supervisors and at least two supervisors shall be external supervisors.</u> Shareholder representative supervisors and external supervisor shall be elected and dismissed by the Shareholders' General Meeting, and employee representative supervisors shall be elected and dismissed by Employee Representative Meeting of the Bank. A Director or senior management personnel of the Bank may not act as a supervisor.</p>
4.	<p>Article 15 Duty Performance Supervision Committee shall comprise of at least three supervisors, and the Chairman of the Board of Supervisors shall be the chairman of the committee. Duties and powers of the Duty Performance Supervision Committee mainly include:</p> <ol style="list-style-type: none"> 1. to formulate the rules and working plan for supervision of performance of duties by the Board, Senior Management and their respective members, to supervise and examine its implementation plan for implementation upon the approval of the Board of Supervisors; 2. to give opinions on the supervision of performance of duties by the Board, Senior Management and their respective members to the Board of Supervisors for approval; 3. if necessary, to prepare the proposal for departure audit of Directors and senior management personnel, and submit the same to the Board of Supervisors for implementation upon approval; 4. to nominate to the Board of Supervisors the candidate of non-employee representative supervisor (including external supervisor), independent supervisor and members of special committees of the Board of Supervisors; 5. to establish the performance review procedure for supervisors and submit the same to the Board of Supervisors for approval; 6. to organize the performance review of supervisors and submit to Board of Supervisors for approval; 7. to investigate into and handle the issues and documents notified and submitted by the Board, Senior Management and their respective members; 8. other matters entrusted by the Board of Supervisors. 	<p>Article 15 Duty Performance Supervision Committee shall comprise of at least three supervisors, and the Chairman of the Board of Supervisors shall be the chairman of the committee. Duties and powers of the Duty Performance Supervision Committee mainly include:</p> <ol style="list-style-type: none"> 1. to formulate the rules and working plan for supervision of performance of duties by the Board, Senior Management and their respective members, to supervise and examine its implementation plan for implementation upon the approval of the Board of Supervisors; 2. to <u>give opinions comment or report</u> on the supervision of performance of duties by the Board, Senior Management and their respective members to the Board of Supervisors for approval; 3. if necessary, to prepare the proposal for departure audit of Directors and senior management personnel, and submit the same to the Board of Supervisors for implementation upon approval; 4. to nominate to the Board of Supervisors the candidate of non-employee representative supervisor (including external supervisor), independent supervisor and members of special committees of the Board of Supervisors; 5. to establish the performance review procedure for supervisors and submit the same to the Board of Supervisors for approval; 6. to organize the performance review of supervisors <u>and submit to Board of Supervisors for approval;</u> 7. to investigate into and handle the issues and documents notified and submitted by the Board, Senior Management and their respective members; 8. other matters entrusted by the Board of Supervisors.
5.	<p>Article 17 Board of Supervisors meeting is the major method of discussion of Board of Supervisors. Attendance at the Board of Supervisors meetings is the basic performance of duties and powers by a supervisor. Board of Supervisors meeting shall be convened at least four times a year.</p>	<p>Article 17 Board of Supervisors meeting is the major method of discussion of Board of Supervisors. Attendance at the Board of Supervisors meetings is the basic performance of duties and powers by a supervisor. Board of Supervisors meeting shall be convened at least four times a year <u>and at least once every six months.</u></p>
6.	<p>Article 21 A Board of Supervisors meeting may be held by an on-site meeting or written proposal. If a Board of Supervisors meeting is convene by an on-site meeting, a venue shall be arranged. The Bank may provide necessary assistances to enable the supervisors to attend the Board of Supervisors meetings by means of telephone conference or video conference or other real time means of communication. Participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.</p>	<p>Article 21 A Board of Supervisors meeting may be held by an on-site meeting or written proposal. If a Board of Supervisors meeting is convene by an on-site meeting, a venue shall be arranged. The Bank may provide necessary assistances to enable the supervisors to attend the Board of Supervisors meetings by means of telephone conference or video conference or other real time means of communication. Participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.</p>

	<p>If a Board of Supervisors meeting is held by means of telephone conference, video conference or other means of communication, supervisors participating in the meeting should be able to hear each other and communicate with each other. Meetings convened pursuant to this provision shall be recorded, and video or audio tape shall be kept at least 5 years. If supervisors are unable to sign the resolution during the meeting, a vote by call shall be held and the resolution shall be signed as soon as practical by facsimile or other means. Voting by call by supervisors shall have equal effect with signed resolutions, if a resolution signed thereafter is inconsistent with the result of voting by call, the result of voting by call during the meeting shall prevail.</p> <p>In case of any emergency, a resolution of Board of Supervisors meeting may be adopted by written resolution (i.e., A resolution may be passed by a written resolution if such resolution has been sent or circulated to the supervisors). If the vote is made by way of written resolution, supervisors shall have at least five working days to vote after receipt of the proposal, during which, a supervisor shall indicate in the resolution its opinion and reasons its approval or disapproval. If a proposal is sent to all supervisors by Board of Supervisors, and is approved by the number of supervisors required to pass the resolution, the proposal shall constitute a resolution of Board of Supervisors at the time the written document signed by such number of supervisors is sent to the office of the Board of Supervisors.</p>	<p>If a Board of Supervisors meeting is held by means of telephone conference, video conference or other means of communication, supervisors participating in the meeting should be able to hear each other and communicate with each other. Meetings convened pursuant to this provision shall be recorded, and video or audio tape shall be kept at least 5 years. If supervisors are unable to sign the resolution during the meeting, a vote by call shall be held and the resolution shall be signed as soon as practical by facsimile or other means. Voting by call by supervisors shall have equal effect with signed resolutions, if a resolution signed thereafter is inconsistent with the result of voting by call, the result of voting by call during the meeting shall prevail.</p> <p>In case of any emergency, a resolution of Board of Supervisors meeting may be adopted by written resolution (i.e., A resolution may be passed by a written resolution if such resolution has been sent or circulated to the supervisors). If the vote is made by way of written resolution, supervisors shall have at least five working days to vote after receipt of the proposal, during which, a supervisor shall indicate in the resolution opinion <u>his/her attitude of consent, objection or abstention</u> and reasons for his/her attitude. If a proposal is sent to all supervisors by Board of Supervisors, and is approved by the number of supervisors required to pass the resolution, the proposal shall constitute a resolution of Board of Supervisors at the time the written document signed by such number of supervisors is sent to the office of the Board of Supervisors.</p>
7.	<p>Article 22 The Board of Supervisors meeting has power to review matters, including but not limited to:</p> <ol style="list-style-type: none"> 1. to review regular reports of the Bank; 2. to review the Bank’s proposals on the financial budgets and final budgets; 3. to review the plans for profit distribution and the making-up of losses of the Bank; 4. to give opinions on the supervision of the performance of duties by the Board, Senior Management and their respective members; 5. to give opinions on the supervision of the financial affairs and internal control of the Bank; and 6. to issue reports and give opinions on the supervision as required by applicable laws, regulations, rules and AOA. 	<p>Article 22 The Board of Supervisors meeting has power to review matters, including but not limited to:</p> <ol style="list-style-type: none"> 1. to review regular reports of the Bank; 2. to review the Bank’s proposals on the financial budgets and final budgets; 3. to review the plans for profit distribution and the making-up of losses of the Bank; 4. to comment or report on <u>give opinions on the supervision</u> of the performance of duties by the Board, Senior Management and their respective members; 5. to give opinions on the supervision of the financial affairs and internal control of the Bank; and 6. to issue reports and give opinions on the supervision as required by applicable laws, regulations, rules and AOA.
8.	<p>Article 25 The Board of Supervisors meeting shall be convened by the Chairman. If the Chairman is not able to or fails to perform such function, a Supervisor elected by more than half of the Supervisors shall convene the meeting.</p> <p>Upon the election of a new Board of Supervisors by the Shareholders General Meeting, the Supervisor who receives most confirmative votes in the Shareholders General Meeting (in case of more than one Supervisors, one elected among them) shall preside a meeting to elect the Chairman of the new Board of Supervisors.</p>	<p>Article 25 The Board of Supervisors meeting shall be convened by the Chairman. If the Chairman is not able to or fails to perform such function, a Supervisor elected by more than half of the Supervisors shall convene the meeting.</p> <p>Upon the election of a new Board of Supervisors by the Shareholders General Meeting, the Supervisor who receives most confirmative votes in the Shareholders General Meeting (in case of more than one Supervisors, one elected among them) shall preside a meeting to elect the Chairman of the new Board of Supervisors.</p>
9.	<p>Article 26 Prior to a Board of Supervisors meeting, a prior notice of the meeting shall be given to all Supervisors and others who should attend the meeting as a non-voting observers. The person calling for the meeting shall be responsible for the issuance of the notice of the meeting. A notice of a Board of Supervisors meeting shall generally include:</p> <ol style="list-style-type: none"> 1. The time and place of the meeting; 2. The term of the meeting; 3. Agenda, causes, items of the meeting and relevant materials; and 4. The date of the notice. 	<p>Article 26 Prior to a Board of Supervisors meeting, a prior notice of the meeting shall be given to all Supervisors and others who should attend the meeting as a non-voting observers. The person calling for the meeting shall be responsible for the issuance of the notice of the meeting. A notice of a Board of Supervisors meeting shall generally include:</p> <ol style="list-style-type: none"> 1. The time and place of the meeting; 2. The term of the meeting; 3. Agenda, causes, items of the meeting and relevant materials; and 4. The date of the notice. <p><u>In special circumstances, if relevant materials cannot be given simultaneously with the notice of a Board of Supervisors meeting, the notice may be given in the timeline specified in the AOA and relevant materials of the meeting may be given in a reasonable period of time at discretion.</u></p>

10.	<p>Article 29 If two or more Supervisors deem that the materials are not sufficient or the argument is ambiguous, they may propose jointly in writing to the Board of Supervisors to postpone the Board of Supervisors meeting or postpone the consideration of a certain matter, which proposal shall be taken by the Board.</p>	<p>Article 29 If two or more Supervisors deem that the materials are not sufficient or the argument is ambiguous, they may propose jointly in writing to the Board of Supervisors <u>three days prior to the meeting</u> to postpone the Board of Supervisors meeting or postpone the consideration of a certain matter, which proposal shall be taken by the Board.</p>
11.	<p>Article 34 If, in the course of a Board of Supervisors meeting, a Supervisor present at the meeting would like to withdraw from the meeting, he shall apply to the presider for leave specifying reasons and may withdraw from it only after approval. As for votes on the remaining proposals, such Supervisor shall entrust other Supervisors in writing to exercise such voting rights on his behalf; if he fails to make such entrustment, he shall be deemed to abstain from voting on all remaining proposals.</p> <p>If a Supervisor present at a Board of Supervisors meeting withdraws from the meeting without approval, or fails to entrust other Supervisors to vote on his behalf on any remaining proposals, he shall be deemed to be absent from the meeting in person.</p>	<p>Article 34 If, in the course of a Board of Supervisors meeting, a Supervisor present at the meeting would like to withdraw from the meeting, he shall apply to the presider for leave specifying reasons and may withdraw from it only after approval. As for votes on the remaining proposals, such Supervisor shall entrust other Supervisors in writing to exercise such voting rights on his behalf; if he fails to make such entrustment, he shall be deemed to abstain from voting on all remaining proposals.</p> <p>If a Supervisor present at a Board of Supervisors meeting withdraws from the meeting without approval, or fails to entrust other Supervisors to vote on his behalf on any remaining proposals, he shall be deemed to be absent from the meeting in person.</p>
12.	<p>Article 41 The Board of Supervisors meetings shall generally make resolutions on the matters considered. A Board of Supervisors resolution shall not be valid unless more than half of the Supervisors have voted in favor of it.</p> <p>A Board of Supervisors meeting may use a voting by a show of hands or by poll. After the voting on each proposal, the working staff of the meeting will collect and calculate the votes on the spot, the result of which will be announced by the presider of the meeting immediately and be recorded accordingly. Upon adoption of each resolution, the Supervisors or proxies voting in favor of the resolution shall sign the resolution; for the Supervisors voting in objection of the resolution or who abstain from voting, their names and opinions will be recorded in the minute.</p>	<p>Article 41 The Board of Supervisors meetings shall generally make resolutions on the matters considered. A Board of Supervisors resolution shall not be valid unless more than half of the Supervisors have voted in favor of it.</p> <p>A Board of Supervisors meeting may use a voting by a show of hands or by poll. After the voting on each proposal, the working staff of the meeting will collect and calculate the votes on the spot, the result of which will be announced by the presider of the meeting immediately and be recorded accordingly. Upon adoption of each a resolution <u>by the Board of Supervisors</u>, the Supervisors or proxies <u>voting in favor of the resolution</u> shall sign the resolution; for the Supervisors voting in objection of the resolution or who abstain from voting, their names and opinions will be recorded in the minute.</p>
13.	<p>Article 42 The Board of Supervisors meetings shall make detailed minutes on the matters considered as due evidence of the resolutions adopted by the Board of Supervisors.</p> <p>A minute of a Board of Supervisors meeting shall include:</p> <ol style="list-style-type: none"> 1. the time and place of the meeting, and name of the presider of the meeting; 2. Name of the Supervisors personally present and name of Supervisors present by other Supervisors or proxies on their behalf and name of their proxies; 3. Agenda; 4. Key points of the Supervisors' opinion (in case of writing resolution in lieu of a Board of Supervisors meeting, the written feedback from the Supervisors); 5. The voting method and result for each matter considered (for the voting result, the number of votes for approval, objection or abstaining shall be set forth). <p>The Board of Supervisors office shall designate a dedicated person to carefully make and compile minutes of the meetings. The minute of each Board of Supervisors meeting shall be circulated to all Supervisors present at the meeting within five days after the meeting. Any Supervisor who would like to make any amendment or supplement to the minute shall report his comment to the Chairman within one week upon receipt of such minute. Upon the finalization of the minute, the Supervisors present at the meeting and the recorder shall sign the minute, and the Chairman shall as soon as possible circulate a complete copy of the minute to each Supervisor and each Director, President and other Senior Management of the Bank who attend the meeting as non-voting observers. The minutes of Board of Supervisors meetings shall be kept permanently at the Bank as important files of the Bank.</p>	<p>Article 42 The Board of Supervisors meetings shall make detailed minutes on the matters considered as due evidence of the resolutions adopted by the Board of Supervisors.</p> <p>A minute of a Board of Supervisors meeting shall include:</p> <ol style="list-style-type: none"> 1. the time and place of the meeting, and name of the presider of the meeting; 2. Name of the Supervisors personally present and name of Supervisors present by other Supervisors or proxies on their behalf and name of their proxies; 3. Agenda; 4. Key points of the Supervisors' opinion (in case of writing resolution in lieu of a Board of Supervisors meeting, the written feedback from the Supervisors); 5. The voting method and result for each matter considered (for the voting result, the number of votes for approval, objection or abstaining shall be set forth). <p>The Board of Supervisors office shall designate a dedicated person to carefully make and compile minutes of the meetings. The minute of each Board of Supervisors meeting shall be circulated to all Supervisors present at the meeting within five <u>fifteen</u> days after the meeting. Any Supervisor who would like to make any amendment or supplement to the minute shall report his comment to the Chairman within one week upon receipt of such minute. Upon the finalization of the minute, the Supervisors present at the meeting and the recorder shall sign the minute, and the Chairman shall as soon as possible circulate a complete copy of the minute to each Supervisor and each Director, President and other Senior Management of the Bank who attend the meeting as non-voting observers. The minutes of Board of Supervisors meetings shall be kept permanently at the Bank as important files of the Bank.</p>

Appendix II: Amendment to Working Rules for Duty Performance Supervision Committee of the Board of Supervisors

S/N	Current Articles	Revised Articles
1.	<p>Article 7 Duties and powers of the Duty Performance Supervision Committee mainly include:</p> <ol style="list-style-type: none"> 1. to formulate the rules and working plan for supervision of performance of duties by the Board, Senior Management and their respective members, to supervise and examine its implementation plan for implementation upon the approval of the Board of Supervisors; 2. to give opinions on the supervision of performance of duties by the Board, Senior Management and their respective members to the Board of Supervisors for approval; 3. if necessary, to prepare the proposal for departure audit of Directors and senior management personnel, and submit the same to the Board of Supervisors for implementation upon approval; 4. to nominate to the Board of Supervisors the candidate of non-employee representative supervisor (including external supervisor), independent supervisor and members of special committees of the Board of Supervisors; 5. to establish the performance review procedure for supervisors and submit the same to the Board of Supervisors for approval; 6. to organize the performance review of supervisors and submit to Board of Supervisors for approval; 7. to investigate into and handle the issues and documents notified and submitted by the Board, Senior Management and their respective members; 8. other matters entrusted by the Board of Supervisors. 	<p>Article 7 Duties and powers of the Duty Performance Supervision Committee mainly include:</p> <ol style="list-style-type: none"> 1. to formulate the rules and working plan for supervision of performance of duties by the Board, Senior Management and their respective members, to supervise and examine its implementation plan for implementation upon the approval of the Board of Supervisors; 2. to comment or report <u>give opinions</u> on the supervision of performance of duties by the Board, Senior Management and their respective members to the Board of Supervisors for approval; 3. if necessary, to prepare the proposal for departure audit of Directors and senior management personnel, and submit the same to the Board of Supervisors for implementation upon approval; 4. to nominate to the Board of Supervisors the candidate of non-employee representative supervisor (including external supervisor), independent supervisor and members of special committees of the Board of Supervisors; 5. to establish the performance review procedure for supervisors and submit the same to the Board of Supervisors for approval; 6. to organize the performance review of supervisors and submit to Board of Supervisors for approval; 7. to investigate into and handle the issues and documents notified and submitted by the Board, Senior Management and their respective members; 8. other matters entrusted by the Board of Supervisors.