

The Rule of Procedures for the General Meeting of Shareholders
of Shanghai Pudong Development Bank

Chapter I General Provisions

Article 1

This rule is formulated in order to standardize the behavior of Shanghai Pudong Development Bank Co. Ltd. (referred to as 'the Company' hereafter) and to safeguard the right of the General Meeting of Shareholders of performing its legal duties. It is in light of the '*Corporation Law of PRC*' (referred to as '*the Corporation Law*' hereafter) and the '*Securities Law of PRC*' (shortened as '*the Securities Law*' hereafter).

Article 2

The Company shall hold General Meetings of Shareholders strictly in line with relevant laws, administrative regulations and the Company's *Articles of Association* so as to ensure that the shareholders can lawfully carry out their rights.

The Company's Board of Directors shall attentively prepare and organize the General Meetings of shareholders in time. All directors shall pay due diligence to ensure that the General Meetings of Shareholders be convened smoothly and carry out their duties.

Article 3

The General Meeting of Shareholders shall perform its duties within the restriction of the '*Corporation Law*' and the Company's *Articles of Association*.

Article 4

The General Meetings of Shareholders are classified into two types: the annual meetings and the provisional meetings. The Annual Meeting is convened once a year within 6 month after the last accounting year. Provisional Meetings are convened on irregular basis. Under circumstances as specified in and required by Article 101 of *Corporation Law* to convene provisional General Meeting of Shareholders, the Meeting shall be convened within two months after the above-said occurrence.

In case it's impossible to hold General Meeting of Shareholders within the above-required period, a report of reasons should be made to the local CSRC's office and the Shanghai Stock Exchange and publicly announced as well.

Article 5

Upon holding of the General Meeting of Shareholders, the Company shall hire lawyers to present legal opinion on the following issues and publicly announced such opinions:

- 1) whether the convening and holding process are in line with relevant laws, administrative regulations, this rule and the *Articles of Association*;
- 2) whether the attendees and conveners are qualified, valid and lawful;
- 3) whether the procedure and result of the voting are lawful and valid;
- 4) opinions on other issues upon request of the Company.

Chapter II Summoning the General Meeting of Shareholders

Article 6

The Board of Directors shall convene the General Meeting of Shareholders within required period specified in Article 4 of this rule.

Article 7

Independent directors are entitled to move to convene provisional General Meeting of Shareholders. According to relevant laws, administrative regulations and the Company's *Articles of Association*, the Board of directors shall respond in writing to such motion of independent directors within 10 days after receiving the motion whether the Board consents to hold the Meeting or not.

If the Board consents to hold provisional General Meeting of Shareholders, the announcement of holding the Meeting shall be released within 5 days after the resolution of the Board. Otherwise, reasons of not holding the Meeting shall be announced.

Article 8

The Board of Supervisors is entitled to move to convene provisional General Meeting of Shareholders and should make such motion in writing to the Board of Directors. According to relevant laws, administrative regulations and the Company's *Articles of Association*, the Board of directors shall respond in writing to such motion within 10 days after receiving it whether the Board of Directors consents to hold the Meeting or not.

If the Board of Directors consents to hold provisional General Meeting of Shareholders, the announcement of holding the Meeting shall be released within 5 days after the resolution of the Board. If any revision is to be made to the original motion, the Board of Directors should achieve the consensus of the Board of Supervisors.

If the Board of Directors does not consent to hold provisional General Meeting of Shareholders, or fails to respond in writing within 10 days after receiving the motion, it can be regarded that the Board of Directors can not or does not perform its role of convening General Meeting of Shareholders. In such case, the Board of Supervisors can summon and chair a General Meeting of Shareholders at its own discretion.

Article 9

Shareholders who independently or in aggregation hold 10% or more shares for 180 consecutive days upwards are entitled to request to hold provisional General Meeting of Shareholders, and should make such request in writing to the Board of Directors. According to relevant laws, administrative regulations and the Company's *Articles of Association*, the Board of Directors shall respond in writing to such request within 10 days after receiving it whether the Board consents to hold the meeting or not.

If the Board of Directors consents to hold provisional General Meeting of Shareholders, the announcement of holding the Meeting shall be released within 5 days after the resolution of the Board. If any revision is to be made to the original motion, the Board of Directors should achieve the consensus of the relevant shareholder.

If the Board of Directors does not consent to hold provisional General Meeting of Shareholders, or fails to respond within 10 days after receiving the request, the shareholders who independently or in aggregation hold 10% or more shares for 180 consecutive days upwards have the right to move in writing to the Board of Supervisors to hold General Meeting of Shareholders.

If the Board of Supervisors consents to hold provisional General Meeting of Shareholders, the announcement of holding the Meeting shall be released within 5 days after the resolution is made. If any revision is to be made to the original motion, the Board of Supervisors should achieve consensus of the relevant shareholder.

If the Board of Supervisors fails to make the announcement of the General Meeting of Shareholders, it can be regarded that the Board of Supervisors does not summon or chair the General Meeting of Shareholders, the shareholders who independently or in aggregation hold 10% or more shares for 180 consecutive days upwards can summon and chair the Meeting at their own discretion.

Article 10

In case the Board of Supervisors or a shareholder decides to convene a General Meeting of Shareholders, they should advise the Board of Directors in writing and put on records with the local CSRC office and the Shanghai Stock Exchange.

The shareholder convener shall hold no less than 10% of the Company's shares before announcing the resolution of the General Meeting of Shareholders.

When announcing the notice and resolution of the General Meeting of Shareholders, the Board of Supervisors and the shareholder convener should present relevant credentials to the local CSRC office and the Shanghai Stock Exchange.

Article 11

The Board of Directors and its Secretariat should offer support to the General Meeting of Shareholders convened by the Board of Supervisors or shareholders. The Board of Directors should provide the name-list of shareholders on the Date of Record. Otherwise, the convener can request to the securities registration and settlement agency for the name-list with the announcement of the notice of the General Meeting of Shareholders. The name-list so acquired can not be used for purpose other than convening the General Meeting of Shareholders.

Article 12

All cost of the General Meeting of Shareholders convened by the Board of Supervisors or shareholders shall be covered by the Company.

Chapter III Motions and Notice of the General Meeting of Shareholders

Article 13

The content of the motions should fall in the scope of duties of the General Meeting of Shareholders, clear in subjects and issues to be resolved and in line with the stipulation of relevant laws, administrative regulations and the Company's *Articles of Association*.

Article 14

Shareholders who independently or in aggregation hold 3% or more shares for 180 consecutive days upwards can present provisional motions to the convener 10 days before the date of the General Meeting of Shareholders. The convener should make a supplementary notice of the General Meeting of Shareholders within 2 days after receiving the motions, announcing the content of the motions.

Except for the above the case, the convener can not alter the motions listed in the notice of the Meeting or add new motions.

The General Meeting of Shareholders shall not resolve to the motions which are not included in the notice of the Meeting or fall short of the requirement specified in Article 13.

Article 15

The convener should advise shareholders in the form of public announcement 20 days in advance for the annual General Meeting of Shareholders and 15 days in advance for the provisional General Meeting of Shareholders.

Article 16

The notice and supplementary notice of the General Meeting of Shareholders shall make adequate and complete disclosure of the content of all motions and necessary material or explanation in order for the shareholders to make logical judgment on the items to be discussed. For motions which need the opinion of independent directors, the position of the independent directors and their reasons should be disclosed when announcing the notice and supplementary notice of the General Meeting of Shareholders.

Article 17

If the General Meeting of Shareholders involves election of directors or supervisors, the notice of the meeting should make adequate disclosure of the information on the candidates which shall include no less than the following:

- 1) personal information including educational background, working experience, part-time job, etc.;
- 2) any association to the Company or its real holding shareholder and its real controller;
- 3) number of shares held;
- 4) any punishment by the CSRC, CBRC or other agencies and reprimand by the Shanghai Stock Exchange.

Every candidate for director and supervisor should be presented in a single motion except for those requiring cumulative voting.

Article 18

Notice of the General Meeting of Shareholders should specify the time and venue of the meeting and set the Date of Record. There can be no more than 7 working days between the Date of Record and the date of the meeting. Once set, the Date of Record can not be changed.

Article 19

Once the notice of meeting is released, the General Meeting of Shareholders can not be canceled

or delayed without a warrant, nor can the motions included in the notice be removed. In case the meeting has to be delayed or canceled, the convener shall announce such change at least 2 working days ahead of the original date of meeting and explain the reasons.

Chapter IV Convening the General Meeting of Shareholders

Article 20

The General Meeting of Shareholders shall be convened at the location of the Company or sits otherwise stipulated in the Company's *Articles of Association*.

The General Meeting of Shareholders should be convened at a real meeting site. The Company may use the network provided by the regulators or other medium to facilitate the convening of the meeting in view of real needs. Attendance via above-said mediums is regarded as formal attendance.

Shareholders attending the on-line meeting must go through the identification process on the network provided by the regulators or other mediums.

Shareholders may attend the meeting and vote in person, or may have their delegates attend the meeting and vote within authorized scope.

Article 21

When the General Meeting of Shareholders is held on-line or via other medium, the voting time and procedure should be clarified in the meeting notice.

The voting on-line or via other medium must be started no earlier than 3pm on the day before the real meeting at site and no later than 9:30am on the date of the real meeting, and it must be closed no earlier 3pm on the date of closing of the real meeting.

Article 22

The Board of Directors and other conveners should take necessary measures to ensure the proper order of the General Meeting of Shareholders. Any actions of disturbance, provocation or affray harming the legal interests of shareholders at the meeting should be stopped and reported to relevant bodies for treatment.

Article 23

All registered shareholders or their delegates on the Date of Record are entitled to attend the General Meeting of Shareholders. Neither the Company nor the convener has the right to decline their attendance.

Article 24

Shareholders should present their share account card, ID card or other valid personal identification credentials upon attending the General Meeting of Shareholders. Delegates of shareholders should also present the letter of delegation and valid personal identification credentials of their own.

Article 25

The convener, together with the lawyer, should verify the legal validity of the shareholders against the name-list of shareholders provided by the securities registration and settlement institution, and

register the names of shareholders and the number of shares qualified for voting they respectively hold. The registration should be ended before the chairman of the meeting declares the total number of attending shareholders and delegates and the total number of qualified shares they hold.

Article 26

All directors, supervisors and the corporate secretary should attend the General Meeting of Shareholders. The top management should be present as non-voting attendants.

Article 27

The Chairman of Board of Directors shall preside over the General Meeting of Shareholders. In case the Chairman can not or does not perform his duties, the Vice Chairman shall preside over the meeting. In case the Vice Chairman can not or does not perform his duties, the meeting shall be presided over by a director elected by more than half of the directors.

The General Meeting of Shareholders convened by the Board of Supervisors shall be presided over by the Chairman of the Board of Supervisors. In case the Chairman can not or does not perform his duties, the Vice Chairman shall preside over the meeting. In case the Vice Chairman can not or does not perform his duties, the meeting shall be presided over by a supervisor elected by more than half of the supervisors.

The General Meeting of Shareholders convened by shareholders shall be presided over by an electee by the conveners.

The Company should formulate the rule of procedures for the General Meeting of Shareholders. If the presider of the meeting violates the rule which makes the meeting impossible to continue, the meeting may elect another presider with consent of more than half of the voting shareholders present at the meeting. And the new presider should carry on the meeting.

Article 28

On the Annual General Meeting of Shareholders, the Board of Directors and the Board of Supervisors should report on the Company's last year's performance. Each independent director should present their respective work reviews.

Article 29

Directors, supervisors and members of the top management should respond to the inquiries of the shareholders.

Article 30

Before voting, the presider should announce the total number of attending shareholders and delegates as well as the aggregate number of shares they hold. Both numbers should be based on the registration on site.

Article 31

The shareholder who is associated to the issues to be discussed at the General Meeting of Shareholders should withdraw himself/herself during voting. His/her shares should not be counted in the total number of voting shares.

The shares held by the Company itself are not entitled for voting. They are not counted in the total

number of voting shares attending the meeting.

Article 32

According to the *Articles of Association* of the Company and resolution of the General Meeting of Shareholders, cumulative voting system can be used for electing directors and supervisors at the General Meeting of Shareholders.

The above-mentioned cumulative voting system means each share is entitled with the same number of votes as the number of directors and supervisors to be elected. The votes can be used in a concentrative way.

Article 33

Except for cumulative voting, the meeting should vote for each motion one at a time. When there are several motions for one item, voting should be carried out according to the order of time of submission of the motions. The General Meeting of Shareholders shall not lay aside or decline to carry out voting unless the meeting is halted by unusual circumstances, such as force majeure, or it becomes impossible to carry out voting.

Article 34

The motions shall not be altered while being considered at the General Meeting of Shareholders. Any alteration should be considered a new motion which is not to be voted on at the ongoing meeting.

Article 35

A vote can be carried out only in one way, ie, on-site, on-line or via other medium. In case of repeated use of one vote, the first use shall prevail.

Article 36

Shareholders attending the meeting should express one of the following positions over the motions: consent, objection or waiver.

Blank, improperly filled-in or unidentifiable ballots and ballots not voted are regarded as indication of waiver of voting right, and the voting result of the relevant shares will be 'waiver'.

Article 37

Before voting on the motions, the General Meeting of Shareholders should designate two representatives of shareholders to participate in the counting and supervision of votes. Shareholders associated to the motions in any way should not participate in the counting and supervision of votes.

The counting and supervision of votes should be undertaken by representatives of shareholders together with lawyers and representatives of supervisors.

Shareholders or delegates of shareholders who vote on line or via other mediums are entitled to check their voting results through the voting system.

Article 38

The on-site meeting should not be concluded earlier than on-line meeting or meeting via other

mediums. The presider of the meeting should declare on the site of the meeting the voting results for each motion, and whether the relevant motion is adopted or not.

All relevant parties including companies, ballot counters, major shareholders, network service providers involved in the voting on-site, on-line and via other mediums are obliged to keep the information on the voting confidential.

Article 39

The resolution of General Meeting of Shareholders should be announced in time. The following information should be included in the announcement: the total number of attending shareholders and delegates, the total number of shares they hold, the proportion they take in the Company's total voting shares, ways of voting, voting results for each motion and details of all resolutions.

Article 40

The announcement should make special note on the motions not adopted or containing amendments to previous resolutions of General Meeting of Shareholders.

Article 41

The corporate secretary should be responsible for taking minutes of the General Meeting of Shareholders. The meeting minutes shall contain the following aspects:

- 1) time, venue, agenda of the meeting and name of conveners
- 2) names of the presider of the meeting and directors, supervisors, corporate secretary, managers present at the meeting
- 3) total number of shareholders and delegates present at the meeting and the percentage of their shares in the Company's total shares
- 4) the process of consideration for each motion, major points of speeches and the result of voting
- 5) inquiries, interpellations and proposals by the shareholders and the corresponding responses and explanations
- 6) names of lawyers, ballot counters and voting supervisors
- 7) other items required to be recorded by the Company's *Articles of Association*

The attending directors, corporate secretary, convener or his delegate, the presider should sign on the meeting minutes and promise the authenticity, accuracy and completeness of its content. The meeting minutes should be kept together with the signed album of attendants, letters of delegation and effective materials concerning voting on-line or via other mediums for no less than 10 years.

Article 42

The convener shall make sure that the General Meeting of Shareholders stay the course until final resolution is reached. In case the meeting is interrupted by force majeure or other unusual causes and it becomes impossible to reach any resolution, necessary measures have to be taken to resume the meeting as the earliest possible time, or the meeting must be closed which should be publicly announced in time. Meanwhile, the convener should report the situation to the local CSRC office and the Shanghai Stock Exchange.

Article 43

If the General Meeting of Shareholders adopts any motion on the election of any director or

supervisor, the director or supervisor elect should accede to the post according to the stipulation of the Company's *Articles of Association*.

Article 44

If the General Meeting of Shareholders adopts any motion on cash dividend, share offering or transferring capital surplus to paid-in capital, the implementation should be carried out within 2 months after the meeting.

Article 45

Any resolution of the General Meeting of Shareholders that infringes existing laws and administrative regulations shall be void.

If the convening process and voting approaches of the General Meeting of Shareholders violates any existing laws, administrative regulations or the Company's *Articles of Association*, or if there is anything in the resolution violating the Articles of Association, shareholders may request to the People's Court to invalidate the resolution within 60 days after the meeting.

Chapter V Supplementary Provisions

Article 48

In this rule, reference of 'upwards' and 'within' related to number shall include the relevant number, while 'over', 'less than', and 'more than' shall not include the relevant number.

Article 49

This rule is subject to the interpretation of the Board of Directors.

Article 50

This rule goes into effect upon adoption on the 2nd Provisional General Meeting of Shareholders 2006.