
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 should 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 Bank of Tianjin Co., Ltd.* (天津銀行股份有限公司), you should at once hand this circular along with the proxy form and reply slip to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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BANK OF TIANJIN CO., LTD.*

天津銀行股份有限公司*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1578)

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSED APPROVAL OF THE ADMINISTRATIVE MEASURES ON
THE AUTHORIZATION OF BANK OF TIANJIN CO., LTD.
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE
SHAREHOLDERS' GENERAL MEETING
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE
BOARD OF DIRECTORS
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE
BOARD OF SUPERVISORS
RE-ELECTION AND APPOINTMENT OF DIRECTORS FOR
THE SEVENTH SESSION OF THE BOARD OF DIRECTORS
RE-ELECTION AND APPOINTMENT OF SUPERVISORS FOR
THE SEVENTH SESSION OF THE BOARD OF SUPERVISORS
(EXCLUDING EMPLOYEE SUPERVISORS)
AND
NOTICES OF EXTRAORDINARY GENERAL MEETING AND H SHARE
CLASS MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular.

The Bank will convene the EGM, the Domestic Share Class Meeting and the H Share Class Meeting on Monday, 28 February 2022. The aforesaid meetings will be held at The Astor Hotel Tianjin (No. 33 Taierzhuang Road, Heping District, Tianjin, the PRC) at 9:30 a.m. on Monday, 28 February 2022, 10:00 a.m. on Monday, 28 February 2022 (or immediately after the conclusion or adjournment of the EGM) and 10:30 a.m. on Monday, 28 February 2022 (or immediately after the conclusion or adjournment of the Domestic Share Class Meeting), respectively. The notices of the EGM and the H Share Class Meeting are set out on pages 439 to 443 and pages 444 to 447 of this circular, respectively.

Based on the current needs of prevention and control of COVID-19 pandemic, the Bank will also adopt a series of disease prevention measures at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting venue. The Bank reminds Shareholders and the attendees participating in the on-site meeting to perform personal protective precautions, and actively comply with disease prevention and control requirements by detecting body temperature and wearing surgical masks.

If you intend to appoint a proxy to attend the EGM and/or the H Share Class Meeting, you are required to complete and return the proxy form in accordance with the instructions printed thereon as soon as possible. The proxy form (together with a notarially certified copy of the power of attorney or other authority (if any) if this proxy form is signed by a person on behalf of the appointor) must be delivered by the holder of H Shares to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 9:30 a.m. (Hong Kong time) (for the EGM) / 10:30 a.m. (Hong Kong time) (for the H Share Class Meeting) on Sunday, 27 February 2022. Please note that 26 February 2022 and 27 February 2022 are not working days in Hong Kong and Computershare Hong Kong Investor Services Limited's offices will not be open on that day for physical delivery of the form of proxy. To be valid, all forms of proxy must be lodged with Computershare Hong Kong Investor Services Limited before the deadline.

If you intend to attend the EGM and/or H Share Class Meeting in person or by proxy, the holders of H Shares of the Bank are required to return the reply slip in person, by post or by facsimile to the H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong on or before Tuesday, 8 February 2022.

Completion and return of a proxy form will not preclude you from attending in person and voting at the EGM and/or H Share Class Meeting if you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

* *Bank of Tianjin Co., Ltd. is not an authorised institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorised to carry on banking/deposit-taking business in Hong Kong.*

12 January 2022

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Bank as may be amended, modified or otherwise supplemented from time to time
“Bank”	Bank of Tianjin Co., Ltd. (天津銀行股份有限公司), a joint stock company incorporated on 6 November 1996 in Tianjin, China with limited liability in accordance with the PRC laws, and, if the context requires, includes its predecessors, subsidiaries, branches and sub-branches, the H Shares of the Bank were listed on the Hong Kong Stock Exchange on 30 March 2016 (Stock Code: 1578)
“Board” or “Board of Directors”	the board of Directors of the Bank
“Board of Supervisors”	the board of Supervisors of the Bank
“CBIRC Tianjin Regulatory Bureau”	the Tianjin Regulatory Bureau of the China Banking and Insurance Regulatory Commission
“Class Meetings”	Domestic Share Class Meeting and H Share Class Meeting
“Director(s)”	the directors of the Bank
“Domestic Shares”	ordinary shares issued by the Bank, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi
“Domestic Share Class Meeting”	the 2022 first class meeting of Domestic Shareholders of the Bank to be held at The Astor Hotel Tianjin (No. 33 Taierzhuang Road, Heping District, Tianjin, the PRC) at 10:00 a.m. on Monday, 28 February 2022 (or immediately after the conclusion or adjournment of the EGM)
“Domestic Shareholder(s)”	holder(s) of Domestic Shares
“EGM”	the 2022 first extraordinary general meeting of the Bank to be held at The Astor Hotel Tianjin (No. 33 Taierzhuang Road, Heping District, Tianjin, the PRC) at 9:30 a.m. on Monday, 28 February 2022, or any adjournment thereof, the notice convening the 2022 first EGM is set out on pages 439 to 443 of this circular

DEFINITIONS

“H Shares”	overseas listed foreign share(s) in the share capital of the Bank with a nominal value of RMB1.00 each, which have been listed and traded on the Hong Kong Stock Exchange since 30 March 2016 and subscribed for and traded in HK dollars
“H Shareholder(s)”	holder(s) of H Shares
“H Share Class Meeting”	the 2022 first class meeting of H Shareholders of the Bank to be held at The Astor Hotel Tianjin (No. 33 Taierzhuang Road, Heping District, Tianjin, the PRC) at 10:30 a.m. on Monday, 28 February 2022 (or immediately after the conclusion or adjournment of the Domestic Share Class Meeting), the notice convening the 2022 first H Share Class Meeting is set out on pages 444 to 447 of this circular
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise revised from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“PRC” or “China”	the People’s Republic of China which, for the purposes of this circular, excludes Hong Kong, Macau Special Administrative Region of the PRC and the Taiwan region
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of Shares
“Share(s)”	the Domestic Shares and H Shares of the Bank
“Supervisor(s)”	the supervisor(s) of the Bank

LETTER FROM THE BOARD



BANK OF TIANJIN CO., LTD.*

天津银行股份有限公司*

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

(Stock Code: 1578)

Board of Directors:

Executive Directors

Mr. SUN Liguo
Mr. WU Hongtao

Non-executive Directors

Ms. SUN Jingyu
Ms. DONG Guangpei
Mr. Alistair Marshall BULLOCH
Mr. ZHAO Wei
Mr. WANG Shunlong
Ms. LI Jun

Independent non-executive Directors

Mr. FENG Heping
Mr. LAW Yee Kwan, Quinn
Mr. JIN Qingjun
Mr. HUA Yaogang
Mr. HE Jia

***Registered Address and Address of
Head Office:***

No. 15 Youyi Road,
Hexi District,
Tianjin,
China

***Principal Place of Business in
Hong Kong:***

40/F, Dah Sing Financial Centre,
No. 248 Queen's Road East,
Wanchai,
Hong Kong

To the Shareholders

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
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RE-ELECTION AND APPOINTMENT OF SUPERVISORS FOR
THE SEVENTH SESSION OF THE BOARD OF SUPERVISORS
(EXCLUDING EMPLOYEE SUPERVISORS)
AND
NOTICES OF EXTRAORDINARY GENERAL MEETING AND H SHARE
CLASS MEETING**

I. INTRODUCTION

Reference is made to the announcements of the Bank dated 26 November 2021, 6 December 2021 and 12 January 2022 in relation to the proposed amendments to the Articles of Association, the Rules of Procedure of the Shareholders' General Meeting, the Rules of Procedure of the Board of Directors and the Rules of Procedure of the Board of Supervisors.

LETTER FROM THE BOARD

The Board of Directors has approved the amendments to the Articles of Association, the Rules of Procedure of the Shareholders' General Meeting, the Rules of Procedure of the Board of Directors and the Board of Supervisors has approved the amendments to the Rules of Procedure of the Board of Supervisors (the "**Proposed Amendments**"), and the Administrative Measures on the Authorization of Bank of Tianjin Co., Ltd. has been considered and approved by the Board.

Reference is made to the announcement of the Bank dated 6 January 2022 in relation to the re-election and appointment of Directors for the seventh session of the Board of Directors, the re-election and appointment of Supervisors for the seventh session of the Board of Supervisors (excluding employee Supervisors). The Board has considered and approved the candidates for Directors of the seventh session of the Board of Directors and the Board of Supervisors has considered and approved the candidates for Supervisors of the seventh session of the Board of Supervisors (excluding employee Supervisors).

The purpose of this circular is to provide you with the notices of the EGM and the H Share Class Meeting to provide you with all the information reasonably necessary to enable you to make an informed voting decision on the proposed resolutions at the EGM and/or Domestic Share Class Meeting and/or H Share Class Meeting.

II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Recently, the China Banking and Insurance Regulatory Commission successively promulgated the Code of Corporate Governance for Banking and Insurance Institutions and the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial), constantly improving the corporate governance supervision system. To further implement laws, regulations and regulatory provisions and promote the institutionalization and standardization of corporate governance, taking into account the actual circumstances of the Bank, the Board of Directors proposes to make adjustments to certain provisions of the Articles of Association of the Bank.

The aforesaid Proposed Amendments to the Articles of Association are subject to the approval by the CBIRC Tianjin Regulatory Bureau after being considered and approved by way of special resolution at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting. The Articles of Association to which the Proposed Amendments have been made shall be effective from the date of approval by the CBIRC Tianjin Regulatory Bureau.

The Bank will propose at the EGM and the Class Meetings to consider and, if thought fit, approve the authorization to the Board of Directors to, among other things, (i) make corresponding adjustments and amendments to the Articles of Association in accordance with the changes in laws, regulations and regulatory documents, the recommendations and requirements of relevant government agencies and regulatory authorities; and (ii) delegate the relevant work matters of such adjustment or amendment to the Chairman or the Secretary to the Board of Directors for specific implementation according to the actual work requirements.

Details of the Proposed Amendments to the Articles of Association are set out in Appendix I to this circular. The Articles of Association is prepared in Chinese and there is no official English version. The English translation is for reference only. In the event of any discrepancies between the English and the Chinese versions, the Chinese version shall prevail.

LETTER FROM THE BOARD

III. PROPOSED APPROVAL OF THE ADMINISTRATIVE MEASURES ON THE AUTHORIZATION OF BANK OF TIANJIN CO., LTD.

In order to facilitate the performance of duties by the shareholders' general meeting, the Board and senior management of the Bank according to laws and to regulate the responsibilities of both authorizing and authorized persons as well as the specific procedures for the execution of such authority, the Bank has proposed to approve the Administrative Measures on the Authorization of Bank of Tianjin Co., Ltd., in accordance with the provisions in the Company Law of the People's Republic of China, other relevant laws and regulations and the Articles of Association of the Bank.

Details of the Administrative Measures on the Authorization of Bank of Tianjin Co., Ltd. are set out in Appendix II to this circular. The Administrative Measures on the Authorization of Bank of Tianjin Co., Ltd. has been approved by the Board and is subject to approval at the EGM by way of special resolution.

IV. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE SHAREHOLDERS' GENERAL MEETING

Taking into account the laws and regulations and amendments to the Articles of Association, the Bank has proposed to make amendments to certain provisions of the Rules of Procedure of the Shareholders' General Meeting.

Details of the Proposed Amendments to the Rules of Procedure of the Shareholders' General Meeting are set out in Appendix III to this circular. The amendments have been approved by the Board and are subject to approval at the EGM by way of ordinary resolution and approval at the Domestic Share Class Meeting and H Share Class Meeting by way of special resolution, which will become effective upon the new amendments to the Articles of Association take effect.

The Bank will propose at the EGM and the Class Meetings to consider and, if thought fit, approve the authorization to the Board of Directors to, among other things, (i) make corresponding adjustments and amendments to the Rules of Procedure of the Shareholders' General Meeting in accordance with the changes in laws, regulations and regulatory documents, the recommendations and requirements of relevant government agencies and regulatory authorities; and (ii) delegate the relevant work matters of such adjustment or amendment to the Chairman or the Secretary to the Board of Directors for specific implementation according to the actual work requirements.

V. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS

Taking into account the laws and regulations and amendments to the Articles of Association, the Bank has proposed to make amendments to certain provisions of the Rules of Procedure of the Board of Directors.

LETTER FROM THE BOARD

Details of the Proposed Amendments to the Rules of Procedure of the Board of Directors are set out in Appendix IV to this circular. The amendments have been approved by the Board of Directors and are subject to approval at the EGM by way of ordinary resolution, which will become effective upon the new amendments to the Articles of Association take effect.

The Bank will propose at the EGM for Shareholders to consider and, if thought fit, approve the authorization to the Board of Directors to, among other things, (i) make corresponding adjustments and amendments to the Rules of Procedure of the Board of Directors in accordance with the changes in laws, regulations and regulatory documents, the recommendations and requirements of relevant government agencies and regulatory authorities; and (ii) delegate the relevant work matters of such adjustment or amendment to the Chairman or the Secretary to the Board of Directors for specific implementation according to the actual work requirements.

VI. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF SUPERVISORS

Taking into account the laws and regulations and amendments to the Articles of Association, the Bank has proposed to make amendments to certain provisions of the Rules of Procedure of the Board of Supervisors.

Details of the Proposed Amendments to the Rules of Procedure of the Board of Supervisors are set out in Appendix V to this circular. The amendments have been approved by the Board of Supervisors and are subject to approval at the EGM by way of ordinary resolution, which will become effective upon the new amendments to the Articles of Association take effect.

The Bank will propose at the EGM for Shareholders to consider and, if thought fit, approve the authorization to the Board of Directors to, among other things, (i) make corresponding adjustments and amendments to the Rules of Procedure of the Board of Supervisors in accordance with the changes in laws, regulations and regulatory documents, the recommendations and requirements of relevant government agencies and regulatory authorities; and (ii) delegate the relevant work matters of such adjustment or amendment to the Chairman or the Secretary to the Board of Directors for specific implementation according to the actual work requirements.

VII. RE-ELECTION AND APPOINTMENT OF DIRECTORS FOR THE SEVENTH SESSION OF THE BOARD OF DIRECTORS

Reference is made to the Bank's announcement dated 6 January 2022 in relation to the proposed re-election and appointment of the Director candidates for the seventh session of the Board of Directors of the Bank.

LETTER FROM THE BOARD

According to the Articles of Association of the Bank, the term of office of a Director shall be three years, and a Director may be re-elected and re-appointed upon expiry of his/her term of office. With the expiry of the term of appointment of Directors for the sixth session of the Board of the Bank, the Board resolved on 6 January 2022 to make recommendations of the Director candidates for the seventh session of the Board.

An ordinary resolution will be proposed at the EGM for the following:

- (i) the re-election of Mr. Sun Liguo and Mr. Wu Hongtao as executive Directors and the appointment of Mr. Zheng Ke and Ms. Dong Xiaodong as executive Directors;
- (ii) the re-election of Ms. Sun Jingyu, Ms. Dong Guangpei, Mr. Alistair Marshall Bulloch, Mr. Wang Shunlong, Mr. Zhao Wei and Ms. Li Jun as non-executive Directors; and
- (iii) the re-election of Mr. Jin Qingjun, Mr. Hua Yaogang, Mr. He Jia and the appointment of Mr. Zeng Jianhua and Mr. Lu Jianzhong as independent non-executive Directors.

The biographies of the above candidates (“**Director Candidates**”) as of the date of this circular are set out in Appendix VI of this circular. Save as disclosed herein, as of the date of this circular, each of the Director Candidates confirmed that (i) he/she has not held any position of the Bank or its subsidiaries nor any other directorship or supervisorship in other listed companies for the past three years; (ii) he/she does not have any relationship with any other Directors, Supervisors, senior management, substantial or controlling Shareholders of the Bank; and (iii) he/she does not have any interests in the Shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed herein, there are no other matters concerning the re-election and appointment of each of the Director Candidates that are required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders of the Bank.

The qualification of the newly appointed Directors is subject to the approval of the CBIRC Tianjin Regulatory Bureau after being approved at the EGM, and the appointment will be effective from the date of approval by the CBIRC Tianjin Regulatory Bureau. The term of office of the re-elected Directors shall be effective upon consideration and approval at the EGM, and their duties as Directors for the sixth session of the Board of Directors shall be removed accordingly. Prior to the approval of qualification of newly appointed independent non-executive Directors by the CBIRC Tianjin Regulatory Bureau, Mr. Law Yee Kwan, Quinn and Mr. Feng Heping will continue to perform their duties as independent non-executive Directors and members of the relevant special committees, and will be automatically removed on the date of approval by the CBIRC Tianjin Regulatory Bureau on the qualification of newly appointed independent non-executive Directors.

LETTER FROM THE BOARD

The term of office of the new session of the Board of Directors will be three years. The term of office of the Directors to be re-elected will commence upon the approval of their appointment at the EGM until the expiration of the term of office of the seventh session of the Board of Directors. The term of office of the appointment of the proposed new Directors will commence upon the approval by the CBIRC Tianjin Regulatory Bureau on their qualifications as Directors until the expiration of the term of office of the seventh session of the Board of Directors.

Each of the re-elected and appointed Directors will enter into a service contract with the Bank after the approval of his or her appointment. The re-elected and appointed executive Directors and non-executive Directors will not receive director's remuneration and/or allowance from the Bank during his or her term as a Director of the Bank. Each of the re-elected and appointed independent non-executive Directors will receive director's allowance from the Bank during his or her term as a Director of the Bank with a standard level of RMB160,000 per year (after tax), while the actual allowance amount will be calculated and paid based on the Measures for the Administration of Work Allowance of Directors and Supervisors of Bank of Tianjin Co., Ltd.

VIII. RE-ELECTION AND APPOINTMENT OF SUPERVISORS FOR THE SEVENTH SESSION OF THE BOARD OF SUPERVISORS (EXCLUDING EMPLOYEE SUPERVISORS)

Reference is made to the Bank's announcement dated 6 January 2022 in relation to the proposed re-election and appointment of the Supervisor candidates for the seventh session of the Board of Supervisors of the Bank.

According to the Articles of Association of the Bank, the term of office of a Supervisor shall be three years and the Supervisors may be re-elected and re-appointed. With the expiry of the term of appointment of Supervisors for the sixth session of the Board of Supervisors of the Bank, the Board of Supervisors resolved to make recommendations of the Supervisor candidates (excluding the employee Supervisors) for the seventh session of the Board of Supervisors.

An ordinary resolution will be proposed at the EGM for the following:

- (i) the re-election of Mr. Liu Baorui and appointment of Mr. Law Yee Kwan, Quinn as the external Supervisors; and
- (ii) the re-election of Mr. Yu Yang as the shareholder Supervisor.

The biographies of the above candidates ("**Supervisor Candidates**") as of the date of this circular are set out in Appendix VII of this circular.

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Save as disclosed herein, as of the date of this circular, each of the Supervisor Candidates confirmed that (i) he/she has not held any position of the Bank or its subsidiaries nor any other directorship or supervisorship in other listed companies for the past three years; (ii) he/she does not have any relationship with any other Directors, Supervisors, senior management, substantial or controlling Shareholders of the Bank; and (iii) he/she does not have any interests in the Shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed herein, there are no other matters concerning the re-election and appointment of each of the Supervisor Candidates that are required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders of the Bank.

According to the Articles of Association, the employee Supervisors shall be elected and appointed by the employee representative meeting of the Bank and do not require the shareholders' approval at the general meeting of the Bank. Ms. Feng Xia and Mr. Jiang Zhenjun have been re-elected and appointed by the employee representatives general meeting of the Bank held on 5 January 2022 and became effective. Mr. Jiang shall perform his duties as a Supervisor from the date of the seventh session of the Board of Supervisors and Mr. Yao Tao, the original employee Supervisor of the Bank, was automatically removed as a Supervisor with effect from the same day.

The term of office of the new session of the Board of Supervisors will be three years. The term of office of the shareholder Supervisor and external Supervisors to be re-elected will commence upon the date of the approval of their appointment at the EGM until the expiration of the term of office of the seventh session of the Board of Supervisors. Mr. Zhang Lianming's duties as external Supervisor and members of relevant special committees will be removed automatically from the date when the newly appointed external Supervisors officially take office.

The employee Supervisors and the shareholder Supervisor will not receive supervisor's remuneration and/or allowance from the Bank during his or her term as Supervisors. Each of the external Supervisors will receive Supervisor's allowance from the Bank during his or her term as Supervisor with a standard level of RMB160,000 per year (after tax), while the actual allowance amount will be calculated and paid based on the Measures for the Administration of Work Allowance of Directors and Supervisors of Bank of Tianjin Co., Ltd.

IX. EGM AND H SHARE CLASS MEETING

The Bank will convene the EGM, the Domestic Share Class Meeting and the H Share Class Meeting on Monday, 28 February 2022. The aforesaid meetings will be held at The Astor Hotel Tianjin (No. 33 Taierzhuang Road, Heping District, Tianjin, the PRC) at 9:30 a.m. on Monday, 28 February 2022, 10:00 a.m. on Monday, 28 February 2022 (or immediately after the conclusion or adjournment of the EGM) and 10:30 a.m. on Monday, 28 February 2022 (or

LETTER FROM THE BOARD

immediately after the conclusion or adjournment of the Domestic Share Class Meeting), respectively. The notices of the EGM and the H Share Class Meeting are set out on pages 439 to 443 and pages 444 to 447 of this circular, respectively.

Based on the current needs of prevention and control of COVID-19 pandemic, the Bank will also adopt a series of disease prevention measures at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting venue. The Bank reminds Shareholders and the attendees participating in the on-site meeting to perform personal protective precautions, and actively comply with disease prevention and control requirements by detecting body temperature and wearing surgical masks.

Whether or not you intend to attend and/or vote at the EGM and/or the H Share Class Meeting, you are requested to complete and return as soon as possible the form of proxy in accordance with the instructions printed thereon. If you intend to attend the EGM and/or H Share Class Meeting in person or by proxy, the holders of H Shares of the Bank are required to return the reply slip in person, by post or by facsimile to the H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong on or before Tuesday, 8 February 2022.

Completion and return of a proxy form will not preclude you from attending in person and voting at the EGM and/or H Share Class Meeting if you so wish and completion and return of the reply slip do not affect your right to attend and vote at the respective meeting.

X. VOTING BY POLL AT THE EGM, DOMESTIC SHARE CLASS MEETING AND H SHARE CLASS MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions to be proposed at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting must be taken by poll. The chairman of the EGM, the Domestic Share Class Meeting and the H Share Class Meeting will therefore demand a poll for every such resolution to be put to the vote at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting. On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share registered in his or her name in the register of Shareholders. A Shareholder entitled to more than one vote need not use all his or her votes or cast all the votes he or she uses in the same way.

XI. CLOSURE OF REGISTER OF MEMBERS OF H SHARES

In order to determine the entitlement to attend and vote at the EGM and the H Share Class Meeting, the register of members of H Shares of the Bank will be closed from Saturday, 29 January 2022 to Monday, 28 February 2022 (both days inclusive), during which period no transfer of H Shares will be effected. Holders of H Shares whose names appear on the register of members of the Bank at the close of business on Friday, 28 January 2022 will be entitled to attend and vote at the EGM and/or the H Share Class Meeting. In order to determine whether the Shareholders are entitled to attend and vote at the EGM and/or the H Share Class Meeting,

LETTER FROM THE BOARD

all transfer documents accompanied by the relevant share certificates must be lodged with the H Share Registrar, namely Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Friday, 28 January 2022.

XII. RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolutions proposed at the EGM and the H Share Class Meeting are in the interests of the Bank and the Shareholders as a whole. As such, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM and the H Share Class Meeting.

XIII. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices I to VII to this circular.

By Order of the Board
Bank of Tianjin Co., Ltd.*
SUN Ligu
Chairman

Tianjin, China
12 January 2022

* *Bank of Tianjin Co., Ltd. is not an authorised institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorised to carry on banking/deposit-taking business in Hong Kong.*

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Details of the Proposed Amendments to the Articles of Association are as follows (deletions are shown by way of strikethrough and bold and additions are highlighted with underline and bold):

Existing Provision of Articles of Association	Amended Provision of Articles of Association
Chapter 1 General Provisions	Chapter 1 General Provisions
<p>Article 1 For the purpose of protecting the legitimate rights and interests of Bank of Tianjin Co., Ltd. (hereinafter referred to as the “Bank”), its shareholders and creditors, and of standardizing the organization and activities of the Bank, the Articles of Association of the Bank (hereinafter referred to as the “Articles”) are hereby formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Banking Supervision and Regulatory Law of the People’s Republic of China (hereinafter referred to as the “Banking Supervision and Regulatory Law”), the Commercial Banking Law of the People’s Republic of China (hereinafter referred to as the “Commercial Banking Law”), the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidelines on Corporate Governance of Commercial Banks and the Rules Governing the Listing of Securities on The Hong Kong Stock Exchange (hereinafter referred to as the “Listing Rules”) as well as other relevant laws, regulations and rules.</p>	<p>Article 1 For the purpose of protecting the legitimate rights and interests of Bank of Tianjin Co., Ltd. (hereinafter referred to as the “Bank”), its shareholders and creditors, and of standardizing the organization and activities of the Bank, the Articles of Association of the Bank (hereinafter referred to as the “Articles”) are hereby formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Banking Supervision and Regulatory Law of the People’s Republic of China (hereinafter referred to as the “Banking Supervision and Regulatory Law”), <u>the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”)</u>, <u>the People’s Bank of China Law of the People’s Republic of China</u>, the Commercial Banking Law of the People’s Republic of China (hereinafter referred to as the “Commercial Banking Law”), the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), <u>the Interim Measures for Equity Management of Commercial Banks, the Corporate Governance Standards for Banking and Insurance Institutions</u>, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidelines on Corporate Governance of Commercial Banks and <u>other relevant laws, regulations and regulatory provisions</u>, the Rules Governing the Listing of Securities on The Hong Kong Stock Exchange (hereinafter referred to as the “Listing Rules”) as well as other relevant laws, regulations and rules <u>relevant rules of the securities regulatory authorities of the place where the Bank’s shares are listed</u>.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p><u>The “laws, regulations and regulatory provisions” referred to in these Articles refer to the laws, regulations, rules, judicial interpretations and notices officially promulgated by the legislature at all levels and other government authorities of the PRC (including any modifications, amendments, re-enactment or merger of the PRC laws and any regulations, articles, judicial interpretations or notices issued in accordance with the PRC laws, but excluding the laws, regulations and case laws of the Hong Kong Special Administrative Region (hereinafter referred to as “Hong Kong”), the Macau Special Administrative Region and Taiwan Region).</u></p>
<p>Article 2 The Bank is a joint stock limited company established in accordance with the Company Law, the Commercial Banking Law and other relevant provisions.</p> <p>The Bank was established by way of promotion pursuant to the Approval of the Establishment of Tianjin Urban Cooperative Bank (Yin Fu [1996] No. 155) granted by the People’s Bank of China and the Approval of the Opening of Tianjin Urban Cooperative Bank (Yin Fu [1996] No. 352) granted by the People’s Bank of China, and obtained the financial license. The Bank was registered with the Tianjin Administration for Industry & Commerce and obtained its business license on November 6, 1996. The Bank’s uniform social credit code is 911200001030702984.</p>	<p>Article 2 The Bank is a joint stock limited company established in accordance with the Company Law, the Commercial Banking Law and other relevant provisions.</p> <p>The Bank was established by way of promotion pursuant to the Approval of the Establishment of Tianjin Urban Cooperative Bank (Yin Fu [1996] No. 155) granted by the People’s Bank of China and the Approval of the Opening of Tianjin Urban Cooperative Bank (Yin Fu [1996] No. 352) granted by the People’s Bank of China, and obtained the financial license. The Bank was registered with the Tianjin Administration for Industry & Commerce and obtained its business license on November 6, 1996. <u>In April 1998, the Bank changed its name to Tianjin Commercial Bank pursuant to the Approval of the Change of Name of Tianjin Urban Cooperative Bank (Jin Yin Yin [1998] No. 71) granted by the People’s Bank of China. In February 2007, the Bank changed its name to Bank of Tianjin pursuant to the Approval of the Change of Name of Tianjin Commercial Bank (Yin Jian Fu [2007] No. 65) granted by the former China Banking Regulatory Commission.</u> The Bank’s uniform social credit code is 911200001030702984.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 3</p> <p>Registered name of the Bank:</p> <p>Chinese name in full: 天津銀行股份有限公司, Chinese name in short: 天津銀行</p> <p>English name in full: BANK OF TIANJIN CO., LTD., English name in short: BANK OF TIANJIN</p> <p>Address of the Bank: 15 Youyi Road, Hexi District, Tianjin; Postal code: 300201.</p>	<p>Article 3</p> <p>Registered name of the Bank:</p> <p>Chinese name in full: 天津銀行股份有限公司, Chinese name in short: 天津銀行</p> <p>English name in full: BANK OF TIANJIN CO., LTD., English name in short: BANK OF TIANJIN</p> <p>Address of the Bank: 15 Youyi Road, Hexi District, Tianjin; Postal code: 300201.</p>
	<p><u>Article 4 Address of the Bank: 15 Youyi Road, Hexi District, Tianjin; Postal code: 300201.</u></p> <p><u>Telephone: 86-22-28405262, facsimile: 86-22-28405518.</u></p>
<p>Article 4 The registered capital of the Bank is RMB6,070,551,822.</p>	<p>Article 4 Article 5 The registered capital of the Bank is RMB6,070,551,822.</p>
<p>Article 5 The Bank is a perpetually existing joint stock limited company.</p>	<p>Article 5 Article 6 The Bank is a perpetually existing joint stock limited company.</p>
<p>Article 6 The legal representative of the Bank shall be the chairman of its Board of Directors.</p>	<p>Article 6 Article 7 The legal representative of the Bank shall be the chairman of its Board of Directors.</p>
<p>Article 7 The total capital of the Bank is divided into shares of equal par value, and the shareholders shall bear liability for the Bank to the extent of the shares held by them, and the Bank shall bear liability for its debts to the extent of its total assets.</p>	<p>Article 7 Article 8 The total capital of the Bank is divided into shares of equal par value, and the shareholders shall bear liability for the Bank to the extent of the shares held subscribed by them, and the Bank shall bear liability for its debts to the extent of its total assets.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 8 Upon the coming to effect of these Articles, it shall constitute a legally binding document governing the organization and activities of the Bank, and defines the rights and obligations between the Bank and its shareholders, and among the Bank’s shareholders themselves. It shall be binding on the Bank, its shareholders, directors, supervisors, and senior management officers.</p> <p>Pursuant to these Articles, the shareholders may institute lawsuits against other shareholders of the Bank, the shareholders may institute lawsuits against the directors, supervisors and senior management officers of the Bank, the shareholders may institute lawsuits against the Bank, and the Bank may institute lawsuits against the shareholders, directors, supervisors and senior management officers of the Bank.</p> <p>The lawsuits referred to in the preceding paragraph shall include lawsuits instituted in a court or applications to arbitration institutions for arbitration.</p> <p>The senior management officers referred to in these Articles shall mean the president, vice presidents, person(s) responsible for financial affairs, Secretary to the Board of Directors of the Bank and management personnel as designated by the Bank in accordance with the prevailing situation.</p>	<p>Article 8 Article 9 Upon the coming to effect of these Articles, it shall constitute a legally binding document governing the organization and activities of the Bank, and defines the rights and obligations between the Bank and its shareholders, and among the Bank’s shareholders themselves. It shall be binding on the Bank, its shareholders, directors, supervisors, and senior management officers. <u>These Articles shall be legally binding on the Bank, the party organization and members of the party committee, the shareholders, directors, supervisors and senior management officers of the Bank. The aforementioned persons may, in accordance with these Articles, assert rights in respect of the Bank’s affairs.</u></p> <p>Pursuant to these Articles, the shareholders may institute lawsuits against other shareholders of the Bank, the shareholders may institute lawsuits against the directors, supervisors and senior management officers of the Bank, the shareholders may institute lawsuits against the Bank, and the Bank may institute lawsuits against the shareholders, directors, supervisors and senior management officers of the Bank. <u>The Bank may, in accordance with these Articles, institute lawsuits against the shareholders, directors, supervisors and senior management officers of the Bank. The shareholders may, in accordance with these Articles, institute lawsuits against other shareholders, the Bank, and the directors, supervisors and senior management officers of the Bank.</u></p> <p>The lawsuits referred to in the preceding paragraph shall include lawsuits instituted in a <u>people’s</u> court or applications to arbitration institutions for arbitration.</p> <p>The senior management officers referred to in these Articles shall mean the president, vice presidents, person(s) responsible for financial affairs, Secretary to the Board of Directors of the Bank and management personnel as designated by the Bank in accordance with the prevailing situation.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 9 The Bank shall, in accordance with the relevant provisions in the Constitution of the Communist Party of China (the “CPC”), set up the CPC organization, establish the working mechanism of the CPC carry out the CPC’s activities, adhere to the CPC’s leadership, enhance the CPC’s building, exert the role of the CPC organization and ensure the policies and major strategies of the CPC and the state to be observed and implemented in our Bank.</p>	<p>Adjusted to Article 15 of the amended Articles</p>
<p>Addition</p>	<p><u>Article 10 The “directors” referred to in these Articles shall include all members of the Board of Directors who serve as executive directors and non-executive directors (including independent directors) unless the context otherwise requires or otherwise specifies.</u></p> <p><u>The “supervisors” referred to in these Articles shall include all members of the Board of Supervisors who serve as shareholder supervisors, employee supervisors and external supervisors unless the context otherwise requires or otherwise specifies.</u></p> <p><u>The “senior management officers” referred to in these Articles shall mean the persons who hold positions in the head office of the Bank within the scope of the qualification regulatory system for senior management officers of banking institutions.</u></p> <p><u>The aforesaid directors and senior management officers shall have the qualifications required by the regulatory authorities and be subject to review by or filing with such regulatory authorities.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 10 The Bank operates various kinds of commercial banking activities in accordance with the laws under the supervision of the relevant government departments.</p>	<p>Article 10 The Bank operates various kinds of commercial banking activities in accordance with the laws under the supervision of the relevant government departments.</p> <p><u>Article 11</u> <u>The business activities of the Bank are subject to the supervision and administration by the banking regulatory authorities under the State Council and their agencies and other relevant government authorities. The Bank is an independent corporate legal person and carries out financial business in accordance with the laws without interference from any entity or individual.</u></p>
<p>Article 11 In view of the need for business development and subject to approval of the banking regulatory authorities and other regulatory authorities, the Bank may set up, change or cancel, according to laws, administrative regulations, departmental rules, regulatory documents of the PRC and other relevant countries or regions and these Articles, such entities, including but not limited to branches (branch companies), bank subsidiaries (subsidiary companies) and representative offices in the PRC or outside the PRC.</p> <p>Article 12 The Bank adopts a class one legal person system. With the exception of bank subsidiaries (subsidiary companies), the branch and sub-branch entities of the Bank shall not have independent legal person qualification. These entities shall carry out their operations in accordance with the laws and within the scope of authority granted by the Bank, and be uniformly managed by the Bank. The head office of the Bank shall assume their civil liabilities.</p>	<p>Article 11 <u>Article 12</u> <u>The Bank adopts a class one legal person system.</u> In view of the need for business development and Subject to approval of the banking regulatory authorities <u>under the State Council, and other regulatory authorities,</u> the Bank may set up, change or cancel, according to laws, administrative regulations, departmental rules, regulatory documents of the PRC and other relevant countries or regions and these Articles, such entities, including but not limited to branches (branch companies), bank subsidiaries (subsidiary companies) and representative offices in the PRC or outside the PRC. <u>the Bank may set up, change or cancel entities, including but not limited to branch and sub-branch entities, subsidiary companies and representative offices in the PRC or outside the PRC, according to the provisions of laws and regulations of the PRC and other relevant countries or regions. The branch and sub-branch entities set up by the Bank outside the PRC shall operate all banking or other businesses permitted by laws and regulations of the places of operation.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 13 The Bank implements the financial system of unified auditing, unified transfer of capital and management at various levels in relation to the branch organs.</p> <p>Article 14 The Bank exercises central administration over the major personnel appointment and removal, business policies, fund transfers, basic rules and regulations and external affairs of branch and sub-branch entities.</p> <p>Article 16 The Bank may establish certain special committees and internal management organs according to the requirements of business operation and management.</p>	<p>Article 12 The Bank adopts a class one legal person system. With the exception of bank subsidiaries (subsidiary companies), the branch and sub-branch entities of the Bank shall not have independent legal person qualification. These entities shall carry out their operations in accordance with the laws and within the scope of authority granted by the Bank, and be uniformly managed by the Bank. The head office of the Bank shall assume their civil liabilities. <u>The organization establishment and business operation of these entities shall comply with the requirements of laws and regulations and be within the scope of authority granted by the head office of the Bank. The head office of the Bank shall assume the civil liabilities of branch and sub-branch entities.</u></p> <p>Article 14 The head office of the Bank exercises central <u>leadership and</u> administration over the major personnel appointment and removal, business policies, <u>comprehensive plans</u>, fund transfers, basic rules and regulations and external affairs of branch and sub-branch entities., Article 13 <u>The Bank and</u> implements the financial system of unified auditing, unified transfer of capital and management at various levels in relation to the branch organs.</p> <p>Article 16 The Bank may establish certain special committees and internal management organs according to the requirements of business operation and management.</p>
<p>Article 15 The Bank may invest in other limited liability companies, joint stock limited companies and other legal persons according to laws, and shall assume responsibilities to any such invested corporations to the extent as limited by its capital contribution or shares subscribed.</p>	<p>Article 15 Article 13 The Bank may invest in other limited liability companies, joint stock limited companies and other legal persons according to <u>the provisions of laws and regulations</u>, and shall assume responsibilities to any such invested corporations to the extent as limited by its capital contribution or shares subscribed. <u>However, unless otherwise provided by laws and regulations, the Bank shall not become a capital contributor that shall bear joint and several liabilities for the debts of the invested enterprises.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p><u>Article 14 The Bank adheres to the market-oriented operation mechanism, continues to deepen the reform of three systems, and implements the internal management personnel that can be promoted and demoted, employees that can be hired and fired, and income that can be increased and reduced.</u></p> <p><u>(1) In accordance with the principles of market-oriented selection, contract-based management, differentiated remuneration and market-oriented exit, and based on the actual situation of the Bank to implement the professional manager system in the senior management, the Bank standardizes the term management of members of the senior management, scientifically determines the contractual objectives, implements remuneration in a rigid manner, and strictly evaluates dismissal.</u></p> <p><u>(2) The Bank adheres to the market-oriented staff selection and employment mechanism, fully implements the employment system with labor contract as the core, promotes open recruitment of employees, selection and competition of management personnel, appointment system and contract-based management of management personnel, and adjustment and dismissal of the incompetent, and forms a healthy flow mechanism of survival of the fittest.</u></p> <p><u>(3) The Bank deepens the market-oriented remuneration distribution system, comprehensively promotes the performance appraisal of all employees, establishes a market-competitive remuneration distribution system for key core talents, and flexibly carries out medium and long-term incentives in various ways. The Bank implements deferred payment of performance-based remuneration and recourse deduction to prevent aggressive operation and illegal and non-compliant activities.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 9 The Bank shall, in accordance with the relevant provisions in the Constitution of the Communist Party of China (the “CPC”), set up the CPC organization, establish the working mechanism of the CPC carry out the CPC’s activities, adhere to the CPC’s leadership, enhance the CPC’s building, exert the role of the CPC organization and ensure the policies and major strategies of the CPC and the state to be observed and implemented in our Bank.</p>	<p>Article 9 Article 15 The Bank shall, in accordance with the relevant provisions in the Constitution of the Communist Party of China (the “CPC”) <u>and the laws and regulations</u>, set up the CPC organization, establish the working mechanism of the CPC carry out the CPC’s activities, adhere to the CPC’s leadership, enhance the CPC’s building, exert the role of the CPC organization and ensure the policies and major strategies of the CPC and the state to be observed and implemented in our Bank. <u>equip with sufficient and strong party staff and ensure the working expenses of the CPC organization.</u></p>
Chapter 2 Objectives and Scope of Business	Chapter 2 Objectives and Scope of Business
<p>Article 17 The business objectives of the Bank are: to be based on laws, administrative regulations, departmental rules and regulatory documents, to strive to create a good bank with shareholder satisfaction, distinct features, customer confidence and staff pride in the Bank, in a customer-focused and market-oriented manner.</p>	<p>Article 17 Article 16 The business objectives of the Bank are: to be based on laws, administrative regulations, departmental rules and regulatory documents, to strive to create a good bank with shareholder satisfaction, distinct features, customer confidence and staff pride in the Bank, in a customer-focused and market-oriented manner. <u>to adapt to the requirements of the development of socialist market economy in China, to comply with laws and regulations, to adhere to the business principles of safety, liquidity, efficiency, sociality and sustainability, with the goal of becoming a mainstream bank in Beijing-Tianjin-Hebei region, a bank with integrity and compliance, a value-driven bank, a bank offering excellent experience, a bank that cares for employees and a bank with dual track development, to strive to become a socialist modernized urban commercial bank and to promote economic development, environmental friendliness and social progress.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 18 Upon registration pursuant to the laws, the business scope of the Bank is:</p> <p>(1) receiving deposits of the public;</p> <p>(2) granting short-term, medium-term and long-term loans;</p> <p>(3) handling settlement within the PRC;</p> <p>(4) handling bills discounting;</p> <p>(5) issuing financial bonds;</p> <p>(6) acting as agents in issuance, honoring and underwriting of government bonds;</p> <p>(7) buying and selling government bonds;</p> <p>(8) inter-bank borrowings;</p> <p>(9) providing guarantees;</p> <p>(10) acting as agent in the collection and payment of monies and insurance business;</p> <p>(11) providing safe deposit box services;</p> <p>(12) handling entrusted loans for local financial administration revolving credit;</p> <p>(13) foreign exchange deposits, foreign exchange loans;</p> <p>(14) foreign exchange remittances, foreign currency conversion;</p> <p>(15) international settlement;</p> <p>(16) settlement and sale of foreign exchange;</p> <p>(17) foreign exchange inter-bank borrowings;</p>	<p>Article 18 Article 17 Upon registration pursuant to the laws, the business scope of the Bank is:</p> <p>(1) receiving deposits of the public;</p> <p>(2) granting short-term, medium-term and long-term loans;</p> <p>(3) handling settlement within <u>and outside</u> the PRC;</p> <p>(4) handling bills <u>acceptances and</u> discounting;</p> <p>(5) issuing financial bonds;</p> <p>(6) acting as agents in issuance, honoring and underwriting of government bonds;</p> <p>(7) buying and selling government bonds <u>and financial bonds</u>;</p> <p>(8) inter-bank borrowings;</p> <p>(9) providing guarantees; <u>bank cards business</u>;</p> <p>(10) providing letter of credit services and guarantees;</p> <p>(10) (11) acting as agent in the collection and payment of monies and insurance business;</p> <p>(11) (12) providing safe deposit box services;</p> <p>(13) securities investment fund sales business;</p> <p>(14) client transaction settlement funds custody business;</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(18) foreign exchange guarantees;</p> <p>(19) foreign exchange borrowings;</p> <p>(20) providing foreign currency bills acceptances and discounting services;</p> <p>(21) credit investigation, advisory and witnessing businesses;</p> <p>(22) trading and trading as agent of foreign currency securities apart from stocks;</p> <p>(23) engaging in proprietary trading and trading on behalf of customers in foreign exchange;</p> <p>(24) other businesses as approved by the China Banking Regulatory Commission.</p>	<p>(12)(15) handling entrusted loans for local financial administration revolving credit;</p> <p>(13)(16) foreign exchange deposits, foreign exchange loans;</p> <p>(14)(17) foreign exchange remittances, foreign currency conversion;</p> <p>(15) international settlement;</p> <p>(16)(18) settlement and sale of foreign exchange;</p> <p>(17)(19) foreign exchange inter-bank borrowings;</p> <p>(18)(20) foreign exchange guarantees;</p> <p>(19)(21) foreign exchange borrowings;</p> <p>(20)(22) providing foreign currency bills acceptances and discounting services;</p> <p>(21)(23) credit investigation, advisory and witnessing businesses;</p> <p>(22)(24) trading and trading as agent of foreign currency securities apart from stocks;</p> <p>(23)(25) <u>engaging in proprietary trading and trading on behalf of customers in foreign exchange; trading and trading as agent in foreign exchange;</u></p> <p>(24)(26) other businesses as approved by the <u>China Banking Regulatory Commission banking regulatory authorities under the State Council and other regulatory authorities.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
Addition	Chapter 3 Party Committee
Addition	<p><u>Article 18 In accordance with the Constitution of the CPC and relevant regulations, the Bank shall establish the Bank of Tianjin Co., Ltd. Committee of the CPC (hereinafter referred to as the “Party Committee”) with the approval of the higher-level CPC organization. At the same time, the Bank shall accept the supervision of the discipline inspection and supervision team appointed by the higher-level discipline inspection commission and supervision commission as required to provide them with corresponding working conditions.</u></p> <p><u>The Party Committee of the Bank shall be elected by the CPC members’ general meeting or the CPC members’ representatives’ general meeting, and each term of office is generally five years. Upon expiry of term, the Party Committee shall be re-elected on schedule.</u></p> <p><u>The number of Party Committee secretary, deputy secretary and members of the Bank shall be set according to the approval of the higher-level CPC organization, and shall be elected or appointed in accordance with the relevant provisions of the Constitution of the CPC.</u></p>
Addition	<p><u>Article 19 Adhering to and improving the leadership system of “two-way entry and cross-appointment”, eligible team members of the Party Committee may join the Board of Directors, the Board of Supervisors and senior management through statutory procedures, and eligible CPC members in the Board of Directors, the Board of Supervisors and senior management may join the Party Committee in accordance with relevant regulations and procedures.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
Addition	<p><u>Article 20 The Party Committee of the Bank shall play a leading role, take the direction, manage the overall situation, promote the implementation, and discuss and decide on major matters of the Bank in accordance with the provisions. Its main duties are:</u></p> <p><u>(1) to strengthen the CPC political construction of the Bank, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics, educate and guide all CPC members to always maintain a high degree of consistency with the CPC Central Committee with Comrade Xi Jinping as the core in political stance, political direction, political principles and political path;</u></p> <p><u>(2) to thoroughly study and implement Xi Jinping’s Thought on Socialism with Chinese Characteristics for a New Era, study and promote the theory of the CPC, implement the CPC’s guidelines and policies, supervise and ensure the implementation of the major decisions and arrangements of the CPC Central Committee and the resolutions of the higher-level CPC organization in the Bank;</u></p> <p><u>(3) to study and discuss major operation and management issues of the Bank and support the Board of Directors and senior management to exercise their functions and powers according to the laws;</u></p> <p><u>(4) to strengthen the leadership and control over the staff selection and employment of the Bank, and focus on the construction of leadership team, cadre team and talent team of the Bank;</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p><u>(5) to perform the main responsibility of building a clean and honest party culture of the Bank, lead the internal discipline inspection organization to perform the supervision and accountability duties, strictly regulate political discipline and political rules, and promote the comprehensive and strict governance of the party to the grassroots level;</u></p> <p><u>(6) to strengthen the construction of grassroots party organization and teams of CPC members, and lead the employees to actively participate in the reform and development of the Bank;</u></p> <p><u>(7) to lead the Bank’s ideological and political work, spiritual civilization construction and unified frontline work, and lead the Bank’s labor union, Communist Youth League, women’s organizations and other group organizations.</u></p>
Addition	<p><u>Article 21 Major operation and management matters of the Bank shall be studied and discussed by the Party Committee before being decided by the Board of Directors in accordance with its functions and powers and prescribed procedures. The matters to be studied and discussed mainly include:</u></p> <p><u>(1) implementation of major initiatives of the CPC Central Committee in its decision-making and deployment as well as national development strategies;</u></p> <p><u>(2) the development strategy, medium and long-term development plan and important reform plan of the Bank;</u></p> <p><u>(3) the fundamental directional issues in asset restructuring, equity transfer, capital operation and large-amount investment of the Bank;</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p><u>(4) the establishment and adjustment of the organizational structure of the Bank and the formulation and modification of important rules, regulations and systems;</u></p> <p><u>(5) major issues concerning the Bank's safe production, maintenance of stability, rights and interests of employees and social responsibilities;</u></p> <p><u>(6) other important matters that shall be studied and discussed by the Party Committee.</u></p> <p><u>The Bank shall formulate a list of matters to be studied and discussed by the Party Committee and clarify the powers and responsibilities of the Party Committee and other governance bodies such as the Board of Directors, the Board of Supervisors and the senior management.</u></p> <p><u>The Party Committee of the Bank shall strictly conduct pre-study and discussion on major operation and management matters, focusing on whether the decision-making matters are in line with the theory, direction and policy of the CPC, whether the decision-making and deployment of the CPC Central Committee and the national and regional development strategies are implemented, whether it is conducive to promoting the high-quality development of the Bank, enhancing the competitiveness of the Bank and realizing the preservation and appreciation of the value of state-owned assets, and whether it is conducive to safeguarding social public interests and legitimate rights and interests of the employees.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p><u>The Party Committee of the Bank shall conduct pre-study and discussion on major operation and management matters, insist on the unity of decision-making quality and efficiency, generally through procedures such as making motions, formulating proposals, research and discussion by the Party Committee, communication before the Board meetings, and giving opinions by the Party Committee team members and other CPC members who have entered into the Board of Directors during consideration at the Board meetings in accordance with the opinions formed at the meetings of the Party Committee.</u></p>
Addition	<p><u>Article 22 In accordance with the principles that are conducive to strengthening the work of the CPC and efficient coordination, the Party Committee of the Bank shall set up the Party Committee Office, the Organization Department of the Party Committee, the Publicity Department of the Party Committee, the Party Affairs Department, the United Front Department of the Party Committee and other working institutions, the management of leading personnel and the construction of grassroots party organizations are generally led and held responsible by a single department, and if it is led and held responsible by two departments, they shall be under the same leadership members. There shall be a certain proportion of full-time and part-time staff for party affairs, with the same rank and treatment as the operation management personnel.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p><u>The Bank shall provide the necessary conditions for party organization activities, protect the working funds of the party organizations through inclusion in administrative expenses, party fee retention and other channels, and favor front-line production and operation. The portion included in administrative expenses is generally arranged at the ratio of 1% of the total staff salaries of the Bank in the previous year, and is included in the annual budget of the Bank. The Bank shall integrate and utilize various resources to build a good place for party organization activities.</u></p>
<p>Addition</p>	<p><u>Article 23 The Bank shall continue to improve the democratic management system with the employee representative meeting as its basic form under the leadership of the Party Committee, and shall listen to the opinions of employees on major decisions. Major issues involving the vital interests of employees must be considered by the employee representative meeting or the employee meeting to ensure that the employee representatives participate in corporate governance in an orderly manner according to law.</u></p>
<p>Chapter 3 Shares</p>	<p>Chapter 3 Chapter 4 Shares</p>
<p>Section 1 Issuance of Shares</p>	<p>Section 1 Issuance of Shares</p>
<p>Article 19 The Bank shall have ordinary shares at all times. All of the currently issued shares of the Bank are ordinary shares.</p> <p>Article 20 The Bank may issue other classes of shares according to its needs, in accordance with the applicable laws and regulations and upon the approval by the shareholders' general meeting of the Bank and upon submissions to the relevant regulatory authorities for approval. In appropriate circumstances, the Bank shall ensure enough voting rights for preferred shareholders.</p>	<p>Article 19 Article 24 The Bank shall have ordinary shares at all times. All of the currently issued shares of the Bank are ordinary shares.</p> <p>Article 20 Article 20 The Bank may issue other classes of shares according to its needs, in accordance with the applicable laws and regulations and upon the approval by the shareholders' general meeting of the Bank and upon submissions to the relevant regulatory authorities for approval approval by the approval departments authorized by the State Council. In appropriate circumstances, the Bank shall ensure enough voting rights for preferred shareholders.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 21 The shares in the Bank shall be issued in a fair and just manner and each share of the same class shall have the same rights.</p> <p>The conditions of issuance and price of each share of the same class shall be the same in each issue. Any entity or individual shall pay the same price for each share subscribed.</p>	<p>Article 21 Article 25 The shares in the Bank shall be issued in a fair and just manner and each share of the same class shall have the same rights.</p> <p>The conditions of issuance and price of each share of the same class shall be the same in each issue. Any entity or individual shall pay the same price for each share subscribed.</p>
<p>Article 22 The ordinary shares issued by the Bank shall have a par value denominated in Renminbi. The par value of each share shall be Renminbi.00. Relevant laws and regulations apply to the par value of preferred shares and other kinds of shares being approved to be issued.</p>	<p>Article 22 Article 26 The ordinary shares issued by the Bank shall have a par value denominated in Renminbi. The par value of each share shall be Renminbi <u>1.00</u>. Relevant laws and regulations apply to the par value of preferred shares and other kinds of shares being approved to be issued.</p>
<p>Article 23 Subject to approval by the banking regulatory authorities and securities regulatory authorities or other relevant regulatory authorities, the Bank may issue its shares to domestic and foreign investors.</p> <p>The overseas investors mentioned in the preceding paragraph refer to investors in overseas countries, Hong Kong Special Administrative Region of the People’s Republic of China (hereinafter referred to as the “PRC”) (hereinafter referred to as “Hong Kong”), Macau Special Administrative Region and Taiwan Region who subscribe for the shares issued by the Bank; and domestic investors refer to investors in the PRC, excluding the regions mentioned above, who subscribe for the shares issued by the Bank.</p>	<p>Article 23 Article 27 Subject to approval by the banking regulatory authorities and securities regulatory authorities <u>under the State Council</u> or other relevant regulatory authorities, the Bank may issue its shares to domestic and foreign <u>overseas</u> investors.</p> <p>The overseas investors mentioned in the preceding paragraph refer to investors in overseas countries, Hong Kong Special Administrative Region of the People’s Republic of China (hereinafter referred to as the “PRC”) (hereinafter referred to as “Hong Kong”), Macau Special Administrative Region and Taiwan Region who subscribe for the shares issued by the Bank; and domestic investors refer to investors in the PRC, excluding the regions mentioned above, who subscribe for the shares issued by the Bank.</p>
<p>Article 24 The shares issued by the Bank to domestic investors for subscription in Renminbi shall be referred to as domestic shares. The shares issued by the Bank to overseas investors for subscription in foreign currencies shall be referred to as foreign shares. Foreign shares listed overseas shall be referred to as overseas-listed foreign shares. Shareholders of domestic shares and shareholders of overseas-listed foreign shares are both shareholders of ordinary shares.</p>	<p>Article 24 Article 28 The shares issued by the Bank to domestic investors for subscription in Renminbi shall be referred to as domestic shares. The shares issued by the Bank to overseas investors for subscription in foreign currencies shall be referred to as foreign shares. Foreign shares listed overseas shall be referred to as overseas-listed foreign shares. Shareholders of domestic shares and shareholders of overseas-listed foreign shares are both shareholders of ordinary shares.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Overseas-listed foreign shares issued by the Bank and listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”) shall be referred to as H shares.</p> <p>The foreign currencies mentioned in the preceding paragraph refer to the legal currencies, other than Renminbi, of other countries or regions which are recognized by the PRC foreign exchange administration authorities for payment to the Bank for share capital.</p> <p>Domestic shares issued by the Bank are retained under centralized depository of the relevant securities depository institutions for safe custody; whereas the H shares of the Bank are mainly retained under the safe custody of entrusted Hong Kong securities clearing companies, and such shares may also be held under the personal names of shareholders.</p> <p>Shareholders of the Bank may trade their unlisted shares in overseas stock exchanges upon approval from the relevant regulatory authorities, such as the banking regulatory authorities and the securities regulatory authorities. The listing and trading of the aforementioned shares shall comply with the regulatory procedures, rules and requirements of overseas stock exchanges. No approval by class shareholders’ meeting is required for the listing and trading of the aforementioned shares on an overseas stock exchange.</p>	<p>Overseas-listed foreign shares issued by the Bank and listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”) shall be referred to as H shares.</p> <p>The foreign currencies mentioned in the preceding paragraph refer to the legal currencies, other than Renminbi, of other countries or regions which are recognized by the PRC foreign exchange administration authorities for payment to the Bank for share capital.</p> <p>Domestic shares Shares issued by the Bank domestically are retained under share registration institutions in compliance with laws and regulations centralized depository of the relevant securities depository institutions for safe custody; whereas the H shares of the Bank are mainly retained under the safe custody of entrusted Hong Kong securities clearing companies, and such shares may also be held under the personal names of shareholders.</p> <p>Shareholders of the Bank may trade their unlisted shares in overseas stock exchanges upon approval from the relevant regulatory authorities, such as the banking regulatory authorities and the securities regulatory authorities. The listing and trading of the aforementioned shares shall comply with the regulatory procedures, rules and requirements of overseas stock exchanges. No approval by class shareholders’ meeting is required for the listing and trading of the aforementioned shares on an overseas stock exchange.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 25 With the approval by the People’s Bank of China and approval by the departments as authorized by the State Council, the Bank’s share capital on incorporation in 1996 was 1,009,973,700 shares.</p> <p>Article 26 The total number of ordinary shares that the Bank can issue upon approval by the approval departments and other securities regulatory authorities as authorized by the State Council is 6,070,551,822 shares. The Bank’s share capital structure is: 6,070,551,822 ordinary shares, among which 4,305,952,759 are domestic shares, representing 70.93% of the total shares issued by the Bank; and 1,764,599,063 H shares, representing 29.07% of the total shares issued by the Bank.</p>	<p>Article 25 Article 29 With the approval by the People’s Bank of China and approval by the departments as authorized by the State Council, the Bank’s share capital on incorporation in 1996 was 1,009,973,700 shares.</p> <p>Article 26 The total number of outstanding ordinary shares that of the Bank can issue upon approval as approved by the approval departments and other securities regulatory authorities as authorized by the State Council is 6,070,551,822 shares. The Bank’s share capital structure is: 6,070,551,822 ordinary shares, among which 4,305,952,759 are domestic shares, representing 70.93% of the total shares issued by the Bank; and 1,764,599,063 H shares, representing 29.07% of the total shares issued by the Bank.</p>
<p>Article 27 Subject to approval of the Bank’s plan to issue overseas-listed foreign shares and domestic shares by the securities supervisory authorities, the Board of Directors of the Bank may implement arrangements regarding the issuance of the shares respectively.</p> <p>The Bank may respectively implement its plan to issue overseas-listed foreign shares and domestic shares pursuant to the preceding paragraph within fifteen (15) months from the date of approval by the securities regulatory authority.</p>	<p>Article 27 Article 30 Subject to approval of the Bank’s plan to issue overseas-listed foreign shares and domestic shares by the securities supervisory regulatory authorities of the State Council, the Board of Directors of the Bank may implement arrangements regarding the issuance of the shares respectively.</p> <p>The Bank may respectively implement its plan to issue overseas-listed foreign shares and domestic shares pursuant to the preceding paragraph within fifteen (15) months from the date of approval by the securities regulatory authorityies of the State Council.</p>
<p>Article 28 In the event that there are overseas-listed foreign shares and domestic shares included in the total number of shares stated in the said plan, such shares shall be fully subscribed for at their respective offerings. If these shares cannot be fully subscribed due to special circumstances, such shares may be issued in separate tranches subject to the approval by the securities regulatory authorities.</p>	<p>Article 28 Article 31 In the event that there are overseas-listed foreign shares and domestic shares included in the total number of shares stated in the said plan, such shares shall be fully subscribed for at their respective offerings. If these shares cannot be fully subscribed due to special circumstances, such shares may be issued in separate tranches subject to the approval by the securities regulatory authorities of the State Council.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Section 2 Financial Assistance for Purchase of Shares of the Bank</p>	<p>Section 2 Financial Assistance for Purchase of Shares of the Bank <u>Increase and Reduction of Shares and Share Repurchase</u></p>
<p>Article 29 The Bank or the branch and sub-branch entities and subsidiary banks (subsidiary companies) of the Bank shall not offer any financial assistance at any time by any means to purchasers or prospective purchasers of the Bank’s shares in relation to purchases or prospective purchases. Such purchasers of the Bank’s shares as mentioned above shall include those who directly or indirectly assume the obligations due to purchase of the shares of the Bank.</p> <p>The Bank or the branch and sub-branch entities and subsidiary banks (subsidiary companies) of the Bank shall not offer any financial assistance at any time by any means in order to reduce or relieve the obligations of the aforesaid purchasers.</p> <p>This clause does not apply to the circumstances as defined in Article 31 of these Articles.</p>	<p>Adjusted to Article 43 of the amended Articles</p>
<p>Article 30 The “financial assistance” referred to in Article 29 shall include but not limited to the following means:</p> <p>(1) donation;</p> <p>(2) guarantee (including the guarantor’s bearing responsibility or offering property to guarantee the obligator’s performance of obligations), compensation (but excluding the compensation arising from the Bank’s fault), relief or waiver of rights;</p> <p>(3) providing loans or entering into a contract in which the Bank performs its obligations prior to other parties; change of the parties to such loans and contract as well as assignment of rights in such loans and contract;</p>	<p>Adjusted to Article 44 of the amended Articles</p>

<p align="center">Existing Provision of Articles of Association</p>	<p align="center">Amended Provision of Articles of Association</p>
<p>(4) financial assistance provided by the Bank in any other form when the Bank is unable to repay its debts or has no net assets or where such financial assistance will lead to significant decrease of net assets.</p> <p>The obligations referred to in Article 29 and Article 30 of these Articles shall include the obligations borne by the obligator by signing a contract or making an arrangement (regardless of whether or not the aforesaid contract or arrangement can be mandatorily enforced, or whether or not such obligations are assumed by the obligator individually or jointly with other persons) or changing its financial position in any other ways.</p>	
<p>Article 31 The following acts shall not be deemed as the acts forbidden under Article 29 of these Articles, subject to any prohibitions by the relevant laws, administrative regulations, departmental rules and statutory documents:</p> <p>(1) where the Bank provides the relevant financial assistance genuinely for the benefit of the Bank and the main purpose of the financial aid is not to purchase shares of the Bank, or the financial assistance is an incidental part of an overall plan of the Bank;</p> <p>(2) distribution of the Bank’s property in the form of dividends in accordance with the laws;</p> <p>(3) distribution of dividends in the form of shares;</p> <p>(4) reduction of registered capital, share repurchase, adjustment of share holding structure, etc., in accordance with these Articles;</p>	<p>Adjusted to Article 45 of the amended Articles</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(5) provision of loans by the Bank within its business scope and in normal business (provided that the provision does not lead to a reduction in the net assets of the Bank or, if it constitutes a reduction, the financial assistance is paid out of the Bank’s distributable profits);</p> <p>(6) provision of funds by the Bank for an employee shareholding scheme (provided that the provision does not lead to a reduction in the net assets of the Bank, if it constitutes a reduction, the financial assistance is paid out of the Bank’s distributable profits).</p>	
<p>Article 32 Pursuant to the needs of operation and business development and in accordance with relevant laws and regulations, the Bank may, subject to proposal of the Board of Directors and resolutions of the general meeting of shareholders and approval of relevant regulatory authorities, increase its registered capital in the following ways:</p> <p>(1) public offering;</p> <p>(2) non-public offering;</p> <p>(3) allotting new shares to existing shareholders;</p> <p>(4) transferring capital reserve to share capital;</p> <p>(5) other methods permitted by relevant competent authorities or by laws and regulations.</p> <p>After being approved according to these Articles, the Bank’s increase of capital by issuing new shares shall be conducted in accordance with the procedures provided in the relevant laws and administrative regulations.</p>	<p>Article 32 Pursuant to the needs of operation and business development and in accordance with relevant provisions of laws, and regulations and these Articles, the Bank may, subject to proposal of the Board of Directors and resolutions of the general meeting of shareholders and approval of relevant regulatory competent authorities, increase its registered capital in the following ways:</p> <p><u>(1) public offering issue of new shares to unspecified investors;</u></p> <p>(2) non-public offering;</p> <p><u>(3) placing of new shares to existing shareholders;</u></p> <p>(3)(4) allotting new shares to existing shareholders;</p> <p>(4)(5) transferring capital reserve to share capital;</p> <p>(5)(6) other methods permitted by relevant competent authorities or by laws and regulations.</p> <p>After being approved according to these Articles, the Bank’s increase of capital by issuing new shares shall be conducted in accordance with the procedures provided in the relevant laws and administrative regulations.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 33 The Bank may reduce its registered capital. Any reduction of registered capital of the Bank shall be made in compliance with the Company Law, the Commercial Banking Law and other applicable regulations and the procedures specified in these Articles.</p> <p>A balance sheet and a list of properties shall be prepared for the reduction of the Bank’s registered capital.</p> <p>The registered capital of the Bank after any reduction shall not be less than the minimum required statutory amount.</p>	<p>Article 33 The Bank may shall, <u>subject to the provisions of these Articles and upon approval of relevant competent authorities of the State</u>, reduce its registered capital. Any reduction of registered capital of the Bank shall be made in compliance with the Company Law, the Commercial Banking Law and other <u>laws and regulations applicable</u>regulations and the procedures specified in these Articles.</p> <p>Article 34 A balance sheet and a list of properties shall be prepared for the reduction of the Bank’s registered capital.</p> <p><u>The Bank shall notify its creditors within ten (10) days from the date of the Bank’s resolution for reduction of registered capital and shall publish an announcement in a newspaper within thirty (30) days. The creditors shall have the right to require the Bank to repay debts or provide corresponding guarantees for debt repayment within thirty (30) days from the date of receipt of the notice or within forty-five (45) days from the date of announcement if the creditors have not received the notice.</u></p> <p>The registered capital of the Bank after any reduction shall not be less than the minimum required statutory amount.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 34 Subject to the laws, administrative regulations, departmental rules and these Articles and upon approvals of the relevant competent regulatory authorities of the PRC, the Bank may repurchase its issued shares under one of the following circumstances:</p> <p>(1) reduction of registered capital of the Bank;</p> <p>(2) merger with other companies that hold shares in the Bank;</p> <p>(3) rewarding the employees of the Bank with shares;</p> <p>(4) repurchasing is demanded by shareholders who disagree to the resolution of the shareholders’ general meeting on the merger or division of our Bank;</p> <p>(5) other circumstances permitted by the applicable laws, administrative regulations and relevant regulatory authorities.</p> <p>Save for the above circumstances, the Bank shall be prohibited from trading in any shares of the Bank.</p>	<p>Article 34 Article 35 Subject to the laws, administrative—regulations, departmental rules—<u>regulatory provisions</u> and these Articles and upon approvals of the relevant competent regulatory—authorities of the PRC, the Bank may repurchase its issued shares under one of the following circumstances:</p> <p>(1) reduction of registered capital of the Bank;</p> <p>(2) merger with other companies that hold shares in the Bank;</p> <p>(3) <u>utilizing rewarding the employees of the Bank with shares for employee stock ownership plan or equity incentives;</u></p> <p>(4) repurchasing is demanded by shareholders who disagree to the resolution of the shareholders’ general meeting on the merger or division of our Bank;</p> <p><u>(5) utilizing shares for conversion of convertible corporate bonds issued by the Bank;</u></p> <p><u>(6) safeguarding the Bank’s value and shareholders’ interests as necessary;</u></p> <p>(5)-(7) other circumstances permitted by the applicable laws, administrative—regulations and relevant—regulatory authorities provisions.</p> <p>Save for the above circumstances, the Bank shall be prohibited from trading in any shares of the Bank.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 36 Approval shall be obtained at a shareholders' general meeting when the Bank is to repurchase its own shares because of the circumstances set out in (1) to (3) of Article 34 of these Articles. After the Bank has repurchased its own shares in accordance with Article 34, the shares so repurchased shall be cancelled within ten (10) days from the date of repurchase (under the circumstances set out in (1)), or shall be transferred or cancelled within six (6) months (under the circumstances set out in (2) and (4)).</p> <p>The shares of the Bank repurchased by the Bank under the circumstances set out in (3) of Article 34 shall not exceed 5% of the total issued share capital of the Bank. The funds for repurchase of such shares shall be paid out of the Bank's profits after taxation, and the acquired shares shall be transferred to the Bank's employees within one year.</p>	<p>Article 36 Approval shall be obtained at a shareholders' general meeting when the Bank is to repurchase its own shares because of the circumstances set out in (1) to (3) of Article 33 of these Articles. After the Bank has repurchased its own shares in accordance with Article 33, the shares so repurchased shall be cancelled within ten (10) days from the date of repurchase (under the circumstances set out in (1)), or shall be transferred or cancelled within six (6) months (under the circumstances set out in (2) and (4)). After the Bank has repurchased its own shares in accordance with the first paragraph of this Article, the shares so repurchased shall be cancelled within ten (10) days from the date of repurchase (under the circumstance set out in (1)), or shall be transferred or cancelled within six (6) months (under the circumstances set out in (2) and (4)), or the shares of the Bank held by it in aggregate shall not exceed 10% of the total issued shares of the Bank and shall be transferred or cancelled within three (3) years (under the circumstances set out in (3), (5) and (6)). Where the Bank repurchases its own shares as a listed company, it shall perform its information disclosure obligations in accordance with the Securities Law. If the Bank repurchases its own shares under the circumstances set out in (3), (5) and (6) of the first paragraph of this Article, such repurchase shall be conducted through open and centralized trading. The shares of the Bank repurchased by the Bank under the circumstances set out in (3) of Article 34 shall not exceed 5% of the total issued share capital of the Bank. The funds for repurchase of such shares shall be paid out of the Bank's profits after taxation, and the acquired shares shall be transferred to the Bank's employees within one year.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 35 Subject to approval of the relevant regulatory authority of the State, the Bank may repurchase its shares in one of the following ways:</p> <p>(1) offering to repurchase from all shareholders on a pro rata basis;</p> <p>(2) repurchasing of shares in open market on a stock exchange;</p> <p>(3) repurchasing by means of an agreement outside of a stock exchange;</p> <p>(4) by other means as permitted by the applicable laws and regulations or as approved by the relevant regulatory authority of the State.</p> <p>In relation to shares cancelled by the Bank as a result of share repurchases, filings shall be made with the industry and commerce registration administration for change of its registered capital. The total par value of the shares so cancelled shall be deducted from the registered capital of the Bank.</p>	<p>Article 35 Article 36 Subject to approval of the relevant regulatory competent authority of the State, the Bank may repurchase its shares in one of the following ways:</p> <p>(1) offering to repurchase from all shareholders on a pro rata basis;</p> <p>(2) repurchasing of shares in open market on a stock exchange;</p> <p>(3) repurchasing by means of an agreement outside of a stock exchange;</p> <p>(4) by other means as permitted by the applicable laws and regulations or as approved by the relevant regulatory authority of the State.</p> <p>In relation to shares cancelled by the Bank as a result of share repurchases, filings shall be made with the industry and commerce registration administration industry and commerce registration management bodies for change of its registered capital. The total par value of the shares so cancelled shall be deducted from the registered capital of the Bank.</p>
<p>Article 36 Approval shall be obtained at a shareholders’ general meeting when the Bank is to repurchase its own shares because of the circumstances set out in (1) to (3) of Article 34 of these Articles. After the Bank has repurchased its own shares in accordance with Article 34, the shares so repurchased shall be cancelled within ten (10) days from the date of repurchase (under the circumstances set out in (1)), or shall be transferred or cancelled within six (6) months (under the circumstances set out in (2) and (4)).</p>	<p>Adjusted to Article 35 of the amended Articles</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>The shares of the Bank repurchased by the Bank under the circumstances set out in (3) of Article 34 shall not exceed 5% of the total issued share capital of the Bank. The funds for repurchase of such shares shall be paid out of the Bank's profits after taxation, and the acquired shares shall be transferred to the Bank's employees within one year.</p>	
<p>Article 37 Where the Bank is to repurchase its shares via an off-market agreement, prior approval shall be obtained from the shareholders at a general meeting in accordance with these Articles. The Bank may, having first obtained the prior approval of shareholders at a general meeting, rescind or alter contracts concluded in the aforementioned manner or waive any of its rights under such contracts.</p> <p>For the purposes of the preceding paragraph, contracts for the share repurchase shall include (but not limited to) agreements in connection with the assumption of the obligations and the entitlement of the rights to repurchased shares.</p> <p>The Bank shall not assign any contract for the repurchase of its shares or any of its rights provided therein.</p> <p>Where the Bank has the right to repurchase redeemable shares, the repurchase price shall be set at a certain maximum price if the repurchases are not made through the market or by tender. If repurchases are by tender, tender offers shall be made available to all shareholders in the same manner.</p>	<p>Article 37 Where the Bank is to repurchase its shares via an off-market agreement, prior approval shall be obtained from the shareholders at a general meeting in accordance with these Articles. The Bank may, having first obtained the prior approval of shareholders at a general meeting, rescind or alter contracts concluded in the aforementioned manner or waive any of its rights under such contracts.</p> <p>For the purposes of the preceding paragraph, contracts for the share repurchase shall include (but not limited to) agreements in connection with the assumption of the obligations and the entitlement of the rights to repurchased shares.</p> <p>The Bank shall not assign any contract for the repurchase of its shares or any of its rights provided therein.</p> <p>Where the Bank has the right to repurchase redeemable shares, the repurchase price shall be set at a certain maximum price if the repurchases are not made through the market or by tender. If repurchases are by tender, tender offers shall be made available to all shareholders in the same manner.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 38 Unless the Bank is undergoing liquidation, it shall comply with the following requirements with respect to a repurchase of its issued shares:</p> <p>(1) for repurchases of shares by the Bank at their par value, payment shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose;</p> <p>(2) where the Bank repurchases its shares at a premium to its par value, payment up to the par value shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose. Payment of the portion which is in excess of the par value shall be made as follows:</p> <p>(i) if the shares being repurchased are issued at par value, payment shall be made from the book balance of its distributable profits;</p> <p>(ii) if the shares being repurchased are issued at a premium to its par value, payment shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose. However, the amount deducted from the proceeds of the new issuance of shares shall not exceed the aggregate amount of the premium received by the Bank from the issuance of the shares so repurchased, nor shall it exceed the amount in the Bank's premium account (or capital reserve fund account) (including premium on the new issue) at the time of such repurchase.</p>	<p>Article 38 Unless the Bank is undergoing liquidation, it shall comply with the following requirements with respect to a repurchase of its issued shares:</p> <p>(1) for repurchases of shares by the Bank at their par value, payment shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose;</p> <p>(2) where the Bank repurchases its shares at a premium to its par value, payment up to the par value shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose. Payment of the portion which is in excess of the par value shall be made as follows:</p> <p>(i) if the shares being repurchased are issued at par value, payment shall be made from the book balance of its distributable profits;</p> <p>(ii) if the shares being repurchased are issued at a premium to its par value, payment shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose. However, the amount deducted from the proceeds of the new issuance of shares shall not exceed the aggregate amount of the premium received by the Bank from the issuance of the shares so repurchased, nor shall it exceed the amount in the Bank's premium account (or capital reserve fund account) (including premium on the new issue) at the time of such repurchase.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(3) The Bank shall make the following payments from the Bank’s distributable profits:</p> <p>(i) payment for acquisition of the rights to repurchase its own shares;</p> <p>(ii) payment for the variation of any contracts for the repurchase of its shares;</p> <p>(iii) payment for the release from its obligations under any repurchase contracts.</p> <p>(4) After the aggregate par value of the cancelled shares is deducted from the Bank’s registered capital in accordance with the relevant provisions, the amount deducted from the distributable profits used for the repurchase of the shares at par value shall be credited to the Bank’s premium account (or its capital reserve fund account).</p> <p>If there are applicable provision(s) to the contrary regarding the aforementioned share repurchases in the laws, administrative regulations, and relevant regulations of the relevant regulatory authorities, those provision(s) shall prevail.</p>	<p>(3) The Bank shall make the following payments from the Bank’s distributable profits:</p> <p>(i) payment for acquisition of the rights to repurchase its own shares;</p> <p>(ii) payment for the variation of any contracts for the repurchase of its shares;</p> <p>(iii) payment for the release from its obligations under any repurchase contracts.</p> <p>(4) After the aggregate par value of the cancelled shares is deducted from the Bank’s registered capital in accordance with the relevant provisions, the amount deducted from the distributable profits used for the repurchase of the shares at par value shall be credited to the Bank’s premium account (or its capital reserve fund account).</p> <p>If there are applicable provision(s) to the contrary regarding the aforementioned share repurchases in the laws, administrative regulations, and relevant regulations of the relevant regulatory authorities provisions, those provision(s) shall prevail.</p>
<p>Section 4 Transfer of Shares</p>	<p>Section 4 Section 3 Transfer of Shares</p>
<p>Article 39 ...</p> <p>Registration shall be made in the share registrar authorized by the Bank for the transfer of the shares of the Bank.</p> <p>Transfer of shares in our Bank shall be in compliance with the relevant regulations of the regulatory authorities such as the banking regulatory.</p>	<p>Article 39 Registration shall be made in the share registrar authorized by the Bank for the transfer of the shares of the Bank.</p> <p>Transfer of shares in our Bank shall be in compliance with the relevant regulations of the regulatory authorities such as the banking regulatory.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 56... Shareholders of the Bank shall comply with the requirements of the relevant regulatory authorities such as the banking regulatory and other administrative authorities....</p>	<p><u>Shares of the Bank shall be transferred in accordance with relevant laws and regulations. The transferee shall possess the qualifications required by laws and regulations to invest in the Bank. Approval procedures for obtaining or holding shares of the Bank shall be performed in accordance with laws and regulations.</u></p> <p>Article 56 ... Shareholders of the Bank shall comply with the requirements of the relevant regulatory authorities such as the banking regulatory and other administrative authorities. ...</p>
<p>Article 40 The Bank shall not accept the shares of the Bank as pledges.</p>	<p>Adjusted to Article 66 of the amended Articles</p>
<p>Article 41 Shares which have been in issue before the Bank's public offering shall not be transferred within one year from the date of the Bank's listing and trading on a stock exchange.</p> <p>Directors, supervisors and senior management officers of the Bank shall inform the Bank about their holdings of the shares in the Bank and any changes in their shareholding in time. During their terms of office, the shares transferred each year shall not exceed 25% of the total number of shares held by any such aforementioned persons. The shares of the Bank held by any such aforementioned persons shall not be transferred within one year from the date of listing on the exchange. Any such aforementioned persons shall not transfer shares of the Bank held by them within six months after they cease to be employed.</p> <p>If the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed have other restrictions on transfers of overseas-listed foreign shares, those provision(s) shall be complied with too.</p>	<p>Article 41 Article 40 Shares which have been in issue before the Bank's public offering shall not be transferred within one year from the date of the Bank's listing and trading on a stock exchange.</p> <p>Directors, supervisors and senior management officers of the Bank shall inform the Bank about their holdings of the shares in the Bank and any changes in their shareholding in time. During their terms of office, the shares transferred each year shall not exceed 25% of the total number of shares held by any such aforementioned persons. The shares of the Bank held by any such aforementioned persons shall not be transferred within one year from the date of listing on the exchange. Any such aforementioned persons shall not transfer shares of the Bank held by them within six months after they cease to be employed.</p> <p>If the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed have other restrictions on transfers of overseas-listed foreign shares, those provision(s) shall be complied with too.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 42 All fully-paid H shares are freely transferable in accordance with these Articles. However, the Board of Directors may refuse to recognize the instruments of transfer without having to state any reason unless the conditions stipulated below are met:</p> <p>(1) the instrument of transfer and other documents, which are related to and may affect the ownership of any registered securities, shall be registered, and the standard fee prescribed by Hong Kong Stock Exchange in the Listing Rules in relation to such registration been paid to the Bank, for the registration of transfer documents and other documents which relate to or may affect the title of any shares;</p> <p>(2) the instrument of transfer are only in relation to H shares;</p> <p>(3) stamp duty (as stipulated by the laws of Hong Kong) which is payable for the instrument of transfer has been duly paid;</p> <p>(4) the relevant share certificate(s) and any other evidence which the Board of Directors may reasonably require to show that the transferor has the right to transfer the shares have been provided;</p> <p>(5) where the shares are intended to be transferred to joint holders, the number of such joint shareholders is not more than four (4);</p> <p>(6) the shares are free and clear of any lien of the Bank.</p> <p>If the Board of Directors refuses to register any transfer of shares, the Bank shall issue a notice to the transferor and the transferee within 2 months from the date on which the transfer application has been duly submitted, to notify them of the refusal to register such transfer.</p>	<p>Article 42 Article 41 <u>Unless otherwise provided by laws, regulations and these Articles, fully-paid shares of the Bank are freely transferable according to laws and without any lien attached.</u></p> <p><u>Transfer of shares of the Bank shall be registered with the stock registration organization entrusted by the Bank.</u></p> <p>All fully-paid H shares are freely transferable in accordance with these Articles. However, the Board of Directors may refuse to recognize the instruments of transfer without having to state any reason unless the conditions stipulated below are met:</p> <p>(1) the instrument of transfer and other documents, which are related to and may affect the ownership of any registered securities, shall be registered, and the standard fee prescribed by Hong Kong Stock Exchange in the Listing Rules in relation to <u>such the registration of transfer documents and other documents which relate to or may affect the title of any shares has</u> been paid to the Bank <u>(any fees shall not exceed the maximum fees stipulated in the Listing Rules), for the registration of transfer documents and other documents which relate to or may affect the title of any shares;</u></p> <p>(2) the instrument of transfer are only in relation to H shares;</p> <p>(3) stamp duty (as stipulated by the laws of Hong Kong) which is payable for the instrument of transfer has been duly paid;</p> <p>(4) the relevant share certificate(s) and any other evidence which the Board of Directors may reasonably require to show that the transferor has the right to transfer the shares have been provided;</p> <p>(5) where the shares are intended to be transferred to joint holders, the number of such joint shareholders is not more than four (4);</p> <p>(6) the shares are free and clear of any lien of the Bank.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	If the Board of Directors refuses to register any transfer of shares, the Bank shall issue a notice to the transferor and the transferee within 2 months from the date on which the transfer application has been duly submitted, to notify them of the refusal to register such transfer.
<p>Article 43 All transfers of H shares shall adopt written instruments of transfer in writing in an ordinary or usual form or in any other form acceptable to the Board of Directors (including standard transfer form or other form of transfer as prescribed by the Hong Kong Stock Exchange from time to time). The instruments of transfer may be signed by hand or (where the transferor or transferee is a corporation) sealed with the company's seal. Where the transferor or transferee is a recognized clearing house as defined by relevant regulations in accordance with the Law of Hong Kong from time to time (hereinafter referred to as the "recognized clearing house"), or its proxy, the instruments of transfer may be signed by hand or in a machine-imprinted format.</p> <p>All instruments of transfer shall be kept at the legal address of the Bank or the addresses designated by the Board of Directors from time to time.</p>	<p>Article 43 Article 42 All transfers of H shares shall adopt written instruments of transfer in writing in an ordinary or usual form or in any other form acceptable to the Board of Directors (including standard transfer form or other form of transfer as prescribed by the Hong Kong Stock Exchange from time to time). The instruments of transfer may be signed by hand or (where the transferor or transferee is a corporation) sealed with the company's seal. Where the transferor or transferee is a recognized clearing house as defined by relevant regulations in accordance with the Law of Hong Kong from time to time (hereinafter referred to as the "recognized clearing house"), or its proxy, the instruments of transfer may be signed by hand or in a machine-imprinted format.</p> <p>All instruments of transfer shall be kept at the legal address of the Bank, the address of the share registrar or the addresses designated by the Board of Directors from time to time.</p>
<p>Section 2 Financial Assistance for Purchase of Shares of the Bank</p>	<p>Section 2 Section 4 Financial Assistance for Purchase of Shares of the Bank</p>
<p>Article 29 The Bank or the branch and sub-branch entities and subsidiary banks (subsidiary companies) of the Bank shall not offer any financial assistance at any time by any means to purchasers or prospective purchasers of the Bank's shares in relation to purchases or prospective purchases. Such purchasers of the Bank's shares as mentioned above shall include those who directly or indirectly assume the obligations due to purchase of the shares of the Bank.</p>	<p>Article 29 Article 43 The Bank or the branch and sub-branch entities and subsidiary banks (subsidiary companies) of the Bank shall not offer any financial assistance at any time by any means to purchasers or prospective purchasers of the Bank's shares in relation to purchases or prospective purchases. Such purchasers of the Bank's shares as mentioned above shall include those who directly or indirectly assume the obligations due to purchase of the shares of the Bank.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>The Bank or the branch and sub-branch entities and subsidiary banks (subsidiary companies) of the Bank shall not offer any financial assistance at any time by any means in order to reduce or relieve the obligations of the aforesaid purchasers.</p> <p>This clause does not apply to the circumstances as defined in Article 31 of these Articles.</p>	<p>The Bank or the branch and sub-branch entities and subsidiary banks (subsidiary companies) of the Bank shall not offer any financial assistance at any time by any means in order to reduce or relieve the obligations of the aforesaid purchasers.</p> <p>This clause does not apply to the circumstances as defined in Article 31 Article 45 of these Articles.</p>
<p>Article 30 The “financial assistance” referred to in Article 29 shall include but not limited to the following means:</p> <p>(1) donation;</p> <p>(2) guarantee (including the guarantor’s bearing responsibility or offering property to guarantee the obligator’s performance of obligations), compensation (but excluding the compensation arising from the Bank’s fault), relief or waiver of rights;</p> <p>(3) providing loans or entering into a contract in which the Bank performs its obligations prior to other parties; change of the parties to such loans and contract as well as assignment of rights in such loans and contract;</p> <p>(4) financial assistance provided by the Bank in any other form when the Bank is unable to repay its debts or has no net assets or where such financial assistance will lead to significant decrease of net assets.</p> <p>The obligations referred to in Article 29 and Article 30 of these Articles shall include the obligations borne by the obligator by signing a contract or making an arrangement (regardless of whether or not the aforesaid contract or arrangement can be mandatorily enforced, or whether or not such obligations are assumed by the obligator individually or jointly with other persons) or changing its financial position in any other ways.</p>	<p>Article 30 Article 44 The “financial assistance” referred to in Article 29 this section shall include but not limited to the following means:</p> <p>(1) donation;</p> <p>(2) guarantee (including the guarantor’s bearing responsibility or offering property to guarantee the obligator’s performance of obligations), compensation (but excluding the compensation arising from the Bank’s fault), relief or waiver of rights;</p> <p>(3) providing loans or entering into a contract in which the Bank performs its obligations prior to other parties; change of the parties to such loans and contract as well as assignment of rights in such loans and contract;</p> <p>(4) financial assistance provided by the Bank in any other form when the Bank is unable to repay its debts or has no net assets or where such financial assistance will lead to significant decrease of net assets.</p> <p>The obligations referred to in Article 29 and Article 30 of these Articles this section shall include the obligations borne by the obligator by signing a contract or making an arrangement (regardless of whether or not the aforesaid contract or arrangement can be mandatorily enforced, or whether or not such obligations are assumed by the obligator individually or jointly with other persons) or changing its financial position in any other ways.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 31 The following acts shall not be deemed as the acts forbidden under Article 29 of these Articles, subject to any prohibitions by the relevant laws, administrative regulations, departmental rules and statutory documents:</p> <p>(1) where the Bank provides the relevant financial assistance genuinely for the benefit of the Bank and the main purpose of the financial aid is not to purchase shares of the Bank, or the financial assistance is an incidental part of an overall plan of the Bank;</p> <p>(2) distribution of the Bank’s property in the form of dividends in accordance with the laws;</p> <p>(3) distribution of dividends in the form of shares;</p> <p>(4) reduction of registered capital, share repurchase, adjustment of share holding structure, etc., in accordance with these Articles;</p> <p>(5) provision of loans by the Bank within its business scope and in normal business (provided that the provision does not lead to a reduction in the net assets of the Bank or, if it constitutes a reduction, the financial assistance is paid out of the Bank’s distributable profits);</p> <p>(6) provision of funds by the Bank for an employee shareholding scheme (provided that the provision does not lead to a reduction in the net assets of the Bank, if it constitutes a reduction, the financial assistance is paid out of the Bank’s distributable profits).</p>	<p>Article 31 Article 45 The following acts shall not be deemed as the acts forbidden under Article 29 Article 43 of these Articles, subject to any prohibitions by the relevant laws, administrative regulations, and regulatory provisions departmental rules and statutory documents:</p> <p>(1) where the Bank provides the relevant financial assistance genuinely for the benefit of the Bank and the main purpose of the financial aid is not to purchase shares of the Bank, or the financial assistance is an incidental part of an overall plan of the Bank;</p> <p>(2) distribution of the Bank’s property in the form of dividends in accordance with the laws;</p> <p>(3) distribution of dividends in the form of shares;</p> <p>(4) reduction of registered capital, share repurchase, adjustment of share holding structure, etc., in accordance with these Articles;</p> <p>(5) provision of loans by the Bank within its business scope and in normal business (provided that the provision does not lead to a reduction in the net assets of the Bank or, if it constitutes a reduction, the financial assistance is paid out of the Bank’s distributable profits);</p> <p>(6) provision of funds by the Bank for an employee shareholding scheme (provided that the provision does not lead to a reduction in the net assets of the Bank, if it constitutes a reduction, the financial assistance is paid out of the Bank’s distributable profits).</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
Chapter 4 Shareholders and Shareholders' General Meeting	Chapter 4 Chapter 5 Shareholders and Shareholders' General Meeting
Section 1 Share Certificate and Register of Shareholders	Section 1 Share Certificate and Register of Shareholders
<p>Article 45 Share certificates of the Bank shall be in registered form and shall specify the following major items:</p> <ol style="list-style-type: none"> (1) name of the Bank; (2) date of the Bank's establishment; (3) the class of the share certificate, the par value and the number of shares represented by each share certificate; (4) serial number of the share certificate; (5) other matters that must be specified according to the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed; (6) other matters that must be specified according to the Company Law and other relevant laws and administrative regulations. <p>The overseas-listed foreign shares of the Bank may be in the form of foreign depository receipts or in other derivative forms of shares in accordance with the laws and the securities registration and depository practices prevailing of the jurisdiction in which the shares of the Bank are listed.</p> <p>Article 128 If shares that do not have voting rights are counted towards the share capital of the Bank, such shares shall bear the phrase "no voting rights" ("無投票權") in their title. If shares carrying different voting rights are counted towards the share capital of the Bank, these classes of shares (except for the class of shares with the most privileged voting rights) shall bear the phrase "restricted voting rights" ("受限制投票權") or "limited voting rights" ("受局限投票權") in their titles.</p>	<p>Article 45 Article 46 Share certificates of the Bank shall be in registered form and shall specify the following major items:</p> <ol style="list-style-type: none"> (1) name of the Bank; (2) date of the Bank's establishment; (3) the class of the share certificate, the par value and the number of shares represented by each share certificate; (4) name of shareholder holding the share certificate; (4) (5) serial number of the share certificate; (5) (6) other matters that must be specified according to <u>requirements of laws, regulations and rules of</u> the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed. (6) other matters that must be specified according to the Company Law and other relevant laws and administrative regulations. <p>The overseas-listed foreign shares of the Bank may be in the form of foreign depository receipts or in other derivative forms of shares in accordance with the laws and the securities registration and depository practices prevailing of the jurisdiction in which the shares of the Bank are listed.</p> <p>Article 128 Article 128 If shares that do not have voting rights are counted towards the share capital of the Bank, such shares shall bear the phrase "no voting rights" ("無投票權") in their title. If shares carrying different voting rights are counted towards the share capital of the Bank, these classes of shares (except for the class of shares with the most privileged voting rights) shall bear the phrase "restricted voting rights" ("受限制投票權") or "limited voting rights" ("受局限投票權") in their titles.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
Addition	<p><u>Article 47 During the period when H shares are listed on the Hong Kong Stock Exchange, the Bank shall ensure that all listing documents in respect of all its securities listed on the Hong Kong Stock Exchange include the statements stipulated below and shall instruct and procure its share registrar not to register the subscription, purchase or transfer of any of its shares in the name of any individual holder unless and until such individual holder delivers to such share registrar a signed form in respect of such shares bearing the statements stipulated below:</u></p> <p><u>(1) the purchaser of shares agrees with the Bank and each shareholder of the Bank, and the Bank agrees with each shareholder, to observe and comply with the Company Law, the Special Regulations, and provisions under other relevant laws and regulations and these Articles;</u></p> <p><u>(2) the purchaser of shares agrees with the Bank and each shareholder, director, supervisor and senior management officer of the Bank, and the Bank acting for itself and each director, supervisor and senior management officer of the Bank agrees with each shareholder, to refer all disputes and claims arising from these Articles or any rights or obligations conferred or imposed by the Company Law or other relevant laws and regulations concerning the affairs of the Bank to arbitration in accordance with these Articles, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearings in open session and to publish its verdict and such arbitration shall be final and conclusive;</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p><u>(3) the purchaser of shares agrees with the Bank and each of its shareholders that the shares of the Bank are freely transferable by the holder thereof;</u></p> <p><u>(4) the purchaser of shares authorizes the Bank to enter into a contract on his behalf with each director and senior management officer whereby such directors and senior management officers shall undertake to observe and comply with their obligations to shareholders stipulated in these Articles.</u></p>
<p>Article 46 The share certificates of the Bank shall be signed by the chairman of the Board of Directors. Where the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed require senior management officers to sign the share certificates, the share certificates shall be signed by senior management officers. The share certificates shall become effective after a seal of the Bank is affixed or imprinted thereon. The affixation of the Bank’s seal on the share certificates shall be subject to the authorization of the Board of Directors. The signatures of the chairman of the Board of Directors or relevant members of senior management of the Bank on the share certificates can be provided in printed form.</p> <p>When scripless shares of the Bank are issued and traded, the applicable provisions of the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed shall be followed.</p>	<p>Article 46 Article 48 The share certificates of the Bank shall be signed by the chairman of the Board of Directors. Where the securities regulatory authorities exchange in the jurisdiction in which the shares of the Bank are listed requires <u>other</u> senior management officers of the Bank to sign the share certificates, the share certificates shall be signed by such other senior management officers. The share certificates shall become effective after a seal of the Bank is affixed or imprinted thereon. The affixation of the Bank’s seal on the share certificates shall be subject to the authorization of the Board of Directors. The signatures of the chairman of the Board of Directors or <u>other</u> relevant members of senior management officers of the Bank on the share certificates can be provided in printed form.</p> <p>When scripless shares of the Bank are issued and traded, the applicable provisions of the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed shall be followed.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 47 Establishment of register of shareholders. Unless there is proof to the contrary, the register of shareholders shall be the sufficient evidence of the holding of the shares of the Bank by a shareholder. The register of shareholders shall register the following particulars or conduct the registration of shareholders pursuant to the provisions of the laws, administrative regulations and the Listing Rules:</p> <p>(1) the name (description), address (domicile), occupation or nature of each shareholder;</p> <p>(2) the class and number of shares held by each shareholder;</p> <p>(3) the amount paid or payable for the shares held by each shareholder;</p> <p>(4) the serial number of the shares held by each shareholder;</p> <p>(5) the date on which each shareholder is registered as a shareholder;</p> <p>(6) the date on which each shareholder ceases to be a shareholder.</p> <p>Pursuant to an understanding and agreement reached between the securities regulatory authority and overseas securities regulatory authority, the Bank may keep its registers of shareholders of overseas-listed foreign shares outside the PRC and appoint an overseas agent to manage these registers. The original register of shareholders of H shares shall be kept in Hong Kong.</p>	<p>Article 47 Article 49 <u>The Bank shall establish the</u> Establishment of register of shareholders. Unless there is proof to the contrary, the register of shareholders shall be the sufficient evidence of the holding of the shares of the Bank by a shareholder.</p> <p>The register of shareholders shall register the following particulars or conduct the registration of shareholders pursuant to the provisions of the laws, administrative regulations and the Listing Rules: to <u>register the following particulars:</u></p> <p>(1) the name (description), address (domicile), occupation or nature of each shareholder;</p> <p>(2) the class and number of shares held by each shareholder;</p> <p>(3) the amount paid or payable for the shares held by each shareholder;</p> <p>(4) the serial number of the shares held by each shareholder;</p> <p>(5) the date on which each shareholder is registered as a shareholder;</p> <p>(6) the date on which each shareholder ceases to be a shareholder.</p> <p><u>Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Bank.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>The Bank shall keep at its domicile duplicates of the registers of shareholders of overseas listed foreign shares. The appointed overseas agent shall ensure that the originals and the duplicates of these registers are consistent at all times.</p> <p>In the event that there is any inconsistency between the originals and the duplicate of the registers of shareholders of overseas-listed foreign shares, the originals shall prevail.</p>	<p>Pursuant to an understanding and agreement reached between the securities regulatory authority and overseas securities regulatory authority, the Bank may keep its registers of shareholders of overseas-listed foreign shares outside the PRC and appoint an overseas agent to manage these registers. The original register of shareholders of H shares shall be kept in Hong Kong.</p> <p>The Bank shall keep at its domicile duplicates of the registers of shareholders of overseas listed foreign shares. The appointed overseas agent shall ensure that the originals and the duplicates of these registers are consistent at all times.</p> <p>In the event that there is any inconsistency between the originals and the duplicate of the registers of shareholders of overseas-listed foreign shares, the originals shall prevail.</p>
<p>Article 47...</p> <p>Pursuant to an understanding and agreement reached between the securities regulatory authority and overseas securities regulatory authority, the Bank may keep its registers of shareholders of overseas-listed foreign shares outside the PRC and appoint an overseas agent to manage these registers. The original register of shareholders of H shares shall be kept in Hong Kong.</p> <p>The Bank shall keep at its domicile duplicates of the registers of shareholders of overseas listed foreign shares. The appointed overseas agent shall ensure that the originals and the duplicates of these registers are consistent at all times.</p> <p>In the event that there is any inconsistency between the originals and the duplicate of the registers of shareholders of overseas-listed foreign shares, the originals shall prevail.</p>	<p>Article 47 <u>Article 50</u> Pursuant to an understanding and agreement reached between the securities regulatory authority <u>under the State Council</u> and overseas securities regulatory authority, the Bank may keep its registers of shareholders of overseas-listed foreign shares outside the PRC and appoint an overseas agent to manage these registers. The original register of shareholders of H shares <u>of the Bank</u> shall be kept in Hong Kong.</p> <p>The Bank shall keep at its domicile duplicates of the registers of shareholders of overseas listed foreign shares. The appointed overseas agent shall ensure that the originals and the duplicates of these registers are consistent at all times.</p> <p>In the event that there is any inconsistency between the originals and the duplicate of the registers of shareholders of overseas-listed foreign shares, the originals shall prevail.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 48 The Bank shall keep a complete register of shareholders. The register of shareholders shall comprise the following sections:</p> <p>(1) the register kept at the Bank’s domicile, apart from those mentioned under items (2) and (3) of this Article;</p> <p>(2) the registers of shareholders of the overseas-listed foreign shares kept at the location(s) of the stock exchange(s) on which the shares are listed;</p> <p>(3) any other register of shareholders kept at such other places as the Board of Directors deems necessary for the purpose of listing the shares of the Bank.</p>	<p>Article 48 Article 51 The Bank shall keep a complete register of shareholders. The register of shareholders shall comprise the following sections:</p> <p>(1) the register kept at the Bank’s domicile, apart from those mentioned under items (2) and (3) of this Article;</p> <p>(2) the registers of shareholders of the overseas-listed foreign shares kept at the location(s) of the stock exchange(s) on which the shares are listed;</p> <p>(3) any other register of shareholders kept at such other places as the Board of Directors deems necessary for the purpose of listing the shares of the Bank.</p>
<p>Article 49 Sections in the register of shareholders shall not overlap with each another. The transfer of shares registered in a certain section of the register of shareholders shall not be registered in any other section of the register during the continuance of the registration of such shares.</p> <p>Any changes or corrections of any section of the register of shareholders shall be effected in accordance with the laws of the jurisdiction in which that part of the register of shareholders is kept.</p>	<p>Article 49 Article 52 Sections in the register of shareholders shall not overlap with each another. The transfer of shares registered in a certain section of the register of shareholders shall not be registered in any other section of the register during the continuance of the registration of such shares.</p> <p>Any changes or corrections of any section of the register of shareholders shall be effected in accordance with the laws of the jurisdiction in which that part of the register of shareholders is kept.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 50 No changes shall be made to the register of shareholders as a result of a transfer of shares either within thirty days prior to the date of a shareholders' general meeting, or within five days before the reference date set by the Bank for the purpose of distribution of dividends.</p> <p>If alternate provisions are stipulated by the securities regulatory authority located in the jurisdiction where the shares of the Bank are listed, those provisions shall apply.</p>	<p>Article 50 Article 53 No changes shall be made to the register of shareholders as a result of a transfer of shares either within thirty twenty days prior to the date of a shareholders' general meeting, or within five days before the reference date set by the Bank for the purpose of distribution of dividends.</p> <p>If alternate provisions are stipulated by the securities regulatory authority located in the jurisdiction where the shares of the Bank are listed, those provisions shall apply.</p>
<p>Article 51 When the Bank convenes a shareholders' general meeting, distributes dividends, undergoes liquidation or engages in any other act that is subject to the confirmation of shareholdings, the Board of Directors or the convener of the shareholders' general meeting shall stipulate a date for shareholding registration. The shareholders who are recorded in the register of shareholders at the end of the date for shareholding registration shall be the shareholders who are entitled to the relevant rights and interests.</p>	<p>Article 51 Article 54 When the Bank convenes a shareholders' general meeting, distributes dividends, undergoes liquidation or engages in any other act that is subject to the confirmation of shareholdings, the Board of Directors or the convener of the shareholders' general meeting shall stipulate a date for shareholding registration. The shareholders who are recorded in the register of shareholders at the end of the date for shareholding registration shall be the shareholders who are entitled to the relevant rights and interests.</p>
<p>Article 52 Anyone with objections in relation to the register of shareholders and requesting to register his/her name (description) in the register of shareholders or to remove his/her name (description) from the register of shareholders shall have the right to apply to the court having the appropriate jurisdiction in order to rectify the register.</p>	<p>Article 52 Article 55 Anyone with objections in relation to the register of shareholders and requesting to register his/her name (description) in the register of shareholders or to remove his/her name (description) from the register of shareholders shall have the right to apply to the people's court having the appropriate jurisdiction in order to rectify the register.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 53 Any person who is a registered shareholder or who requests his name (description) be entered in the register of shareholders may, if his share certificates (i.e. the “Original Share Certificate”) are lost, apply to the Bank for replacement certificates in respect of such shares (i.e. the “Relevant Shares”).</p> <p>Shareholders holding domestic shares who apply for the replacement of share certificates shall comply with the relevant provisions of the Company Law.</p> <p>Shareholders holding overseas-listed foreign shares who apply for the replacement share certificates shall comply with the laws, the rules of the stock exchange and other relevant regulations of the jurisdiction in which the original registers of shareholders holding overseas listed foreign shares are kept.</p> <p>If the share certificates held by shareholders of H shares are lost, the replacement application shall comply with the following requirements:</p> <p>(1) Applicants shall submit an application via a standard form designated by the Bank alongside a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the reason why the applicant is making the application, the circumstances in which the share certificate(s) was/were lost with supporting evidence, and a declaration that no other persons can request to be registered as a shareholder in respect of the Relevant Shares.</p> <p>(2) The Bank has received no declarations from anyone other than the applicant requesting registration as a shareholder over such shares before the Bank decides to issue replacement share certificates.</p> <p>(3) If the Bank decides to issue the replacement share certificates to the applicant, an announcement of its intention to issue the certificates shall be published in a newspaper designated by the Board of Directors. The period for this announcement shall be 90 days and the announcement shall be published at least once every 30 days during this period.</p>	<p>Article 53 Article 56 Any person who is a registered shareholder or who requests his name (description) be entered in the register of shareholders may, if his share certificates (i.e. the “Original Share Certificate”) are lost, apply to the Bank for replacement certificates in respect of such shares (i.e. the “Relevant Shares”).</p> <p>Shareholders holding domestic shares who apply for the replacement of share certificates shall comply with the relevant provisions of the Company Law may apply, in accordance with the public notice procedure set out in the Civil Procedure Law of the People’s Republic of China, to a people’s court for a declaration that the share certificates have become invalid. After the people’s court declares the invalidity of such certificates, the shareholders may apply to the Bank for the replacement of share certificates.</p> <p>Shareholders holding overseas-listed foreign shares who apply for the replacement share certificates shall comply with the laws, the rules of the stock exchange and other relevant regulations of the jurisdiction in which the original registers of shareholders holding overseas listed foreign shares are kept.</p> <p>If the share certificates held by shareholders of H shares are lost, the replacement application shall comply with the following requirements:</p> <p>(1) Applicants shall submit an application via a standard form designated by the Bank alongside a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the reason why the applicant is making the application, the circumstances in which the share certificate(s) was/were lost with supporting evidence, and a declaration that no other persons can request to be registered as a shareholder in respect of the Relevant Shares;</p> <p>(2) The Bank has received no declarations from anyone other than the applicant requesting registration as a shareholder over such shares before the Bank decides to issue replacement share certificates;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(4) Prior to the publication of the aforesaid announcement, the Bank shall submit a copy of the proposed announcement to the stock exchange on which its shares are listed, and shall publish the announcement after obtaining the stock exchange's confirmation that the announcement has been displayed at the stock exchange. The announcement shall be displayed at the stock exchange for 90 days.</p> <p>If the shareholders of the Relevant Shares registered on the register of shareholders do not consent to the issuance of replacement share certificates, the Bank shall send a copy of the proposed announcement to such shareholders by post.</p> <p>(5) Upon the expiry of the 90-day publication period for the announcement as stipulated in (3) and (4) of this Article, if no objections are received by the Bank regarding the issue of replacement share certificates, replacement share certificates shall be issued in accordance with the submitted application.</p> <p>(6) Once replacement share certificates are issued pursuant to this Article, the Bank shall immediately cancel the Original Share Certificates, and this cancellation and replacement shall be recorded in the register of shareholders.</p> <p>(7) All expenses incurred by the Bank in connection with the cancellation of the Original Share Certificates and the issuance of replacement share certificates shall be borne by the applicant. The Bank is entitled to refuse to take any action unless the applicant provides a reasonable guarantee that it can pay the expenses.</p> <p>Where power is taken to issue share warrants to bearer, no new share warrant shall be issued to replace one that has been lost, unless the Bank is satisfied beyond reasonable doubt that the original has been destroyed.</p>	<p>(3) If the Bank decides to issue the replacement share certificates to the applicant, an announcement of its intention to issue the certificates shall be published in a newspaper designated by the Board of Directors. The period for this announcement shall be 90 days and the announcement shall be published at least once every 30 days during this period.;</p> <p>(4) Prior to the publication of the aforesaid announcement, the Bank shall submit a copy of the proposed announcement to the stock exchange on which its shares are listed, and shall publish the announcement after obtaining the stock exchange's confirmation that the announcement has been displayed at the stock exchange. The announcement shall be displayed at the stock exchange for 90 days.;</p> <p>If the shareholders of the Relevant Shares registered on the register of shareholders do not consent to the issuance of replacement share certificates, the Bank shall send a copy of the proposed announcement to such shareholders by post.;</p> <p>(5) Upon the expiry of the 90-day publication period for the announcement as stipulated in (3) and (4) of this Article, if no objections are received by the Bank regarding the issue of replacement share certificates, replacement share certificates shall be issued in accordance with the submitted application.;</p> <p>(6) Once replacement share certificates are issued pursuant to this Article, the Bank shall immediately cancel the Original Share Certificates, and this cancellation and replacement shall be recorded in the register of shareholders.;</p> <p>(7) All expenses incurred by the Bank in connection with the cancellation of the Original Share Certificates and the issuance of replacement share certificates shall be borne by the applicant. The Bank is entitled to refuse to take any action unless the applicant provides a reasonable guarantee that it can pay the expenses.;</p> <p>Where power is taken to issue share warrants to bearer, no new share warrant shall be issued to replace one that has been lost, unless the Bank is satisfied beyond reasonable doubt that the original has been destroyed.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 54 After the Bank issues replacement share certificates in accordance with these Articles, the names (description) of the bona fide purchasers who obtain the replacement share certificates or the shareholders who subsequently register as the owner of such shares (provided that they are bona fide purchasers) shall not be removed from the register of shareholders.</p>	<p>Article 54 Article 57 After the Bank issues replacement share certificates in accordance with these Articles, the names (description) of the bona fide purchasers who obtain the replacement share certificates or the shareholders who subsequently register as the owner of such shares (provided that they are bona fide purchasers) shall not be removed from the register of shareholders.</p>
<p>Article 55 The Bank shall not assume any compensatory obligations towards persons who may suffer loss from the Bank's cancellation of the lost Original Share Certificates or the issuance of replacement share certificates, unless such persons can prove fraud on the part of the Bank.</p>	<p>Article 55 Article 58 The Bank shall not assume any compensatory obligations towards persons who may suffer loss from the Bank's cancellation of the lost Original Share Certificates or the issuance of replacement share certificates, unless such persons can prove fraud on the part of the Bank.</p>
<p>Section 2 Shareholders and Shareholders' Rights</p>	<p>Section 2 Shareholders and Shareholders' Rights</p>
<p>Article 56 A shareholder of the Bank is a person who lawfully holds shares of the Bank and whose name (description) is entered in the register of shareholders.</p> <p>Shareholders of the Bank shall comply with the requirements of the relevant regulatory authorities such as the banking regulatory and other administrative authorities.</p> <p>A shareholder shall enjoy rights and assume obligations according to the class and amount of shares held. Shareholders who hold shares of the same class will have the same rights and obligations.</p> <p>Where two or more persons are registered as the joint holders of any shares, they shall be deemed as the joint owners of such shares, provided that they are subject to the following constraints:</p> <p>(1) the Bank shall not register more than 4 persons as the joint holders of any share(s);</p> <p>(2) all the joint holders of any share(s) shall be jointly and severally liable for payment of all amounts due from such share(s);</p>	<p>Article 56 Article 59 A shareholder of the Bank is a person who lawfully holds shares of the Bank and whose name (description) is entered in the register of shareholders.</p> <p>Shareholders of the Bank shall comply with the requirements of the relevant regulatory authorities such as the banking regulatory and other administrative authorities.</p> <p>A shareholder shall enjoy rights and assume obligations according to the class and amount of shares held. Shareholders who hold shares of the same class will have the same rights and obligations.</p> <p>Where two or more persons are registered as the joint holders of any shares, they shall be deemed as the joint owners of such shares, provided that they are subject to the following constraints:</p> <p>(1) the Bank shall not register more than 4 persons as the joint holders of any share(s);</p> <p>(2) all the joint holders of any share(s) shall be jointly and severally liable for payment of all amounts due from such share(s);</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(3) if one of the joint shareholders is deceased, only the surviving persons among the joint shareholders shall be regarded as the owners of relevant shares of the Bank, provided that the Board of Directors shall have the right to require the surviving persons to provide a certificate of death which the Board of Directors deem appropriate for the purpose of changing the register of shareholders;</p> <p>(4) as far as joint shareholders of any shares are concerned, only the joint shareholder whose name appears first in the register of shareholders has the right to receive the share certificates of the relevant shares from the Bank, to receive notices of the Bank; and any notice served on such a shareholder shall be deemed as having been served on all the other joint shareholders of those shares. Any joint shareholder may sign the proxy form, provided that if more than one joint shareholders attend the general meeting in person or by proxy, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.</p> <p>With regard to the joint shareholders of any shares, if the Bank pays distribution or allotment such as dividend, bonus or return on capital that should be paid to the joint shareholders to any one shareholder among the joint shareholders, the payment shall be regarded to have paid the aforesaid distribution or allotment to all the joint shareholders of relevant shares.</p>	<p>(3) if one of the joint shareholders is deceased, only the surviving persons among the joint shareholders shall be regarded as the owners of relevant shares of the Bank, provided that the Board of Directors shall have the right to require the surviving persons to provide a certificate of death which the Board of Directors deem appropriate for the purpose of changing the register of shareholders;</p> <p>(4) as far as joint shareholders of any shares are concerned, only the joint shareholder whose name appears first in the register of shareholders has the right to receive the share certificates of the relevant shares from the Bank, to receive notices of the Bank; and any notice served on such a shareholder shall be deemed as having been served on all the other joint shareholders of those shares. Any joint shareholder may sign the proxy form, provided that if more than one joint shareholders attend the general meeting in person or by proxy, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.</p> <p>With regard to the joint shareholders of any shares, if the Bank pays distribution or allotment such as dividend, bonus or return on capital that should be paid to the joint shareholders to any one shareholder among the joint shareholders, the payment shall be regarded to have paid the aforesaid distribution or allotment to all the joint shareholders of relevant shares.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 56...</p> <p>Where two or more persons are registered as the joint holders of any shares, they shall be deemed as the joint owners of such shares, provided that they are subject to the following constraints:</p> <p>(1) the Bank shall not register more than 4 persons as the joint holders of any share(s);</p> <p>(2) all the joint holders of any share(s) shall be jointly and severally liable for payment of all amounts due from such share(s);</p> <p>(3) if one of the joint shareholders is deceased, only the surviving persons among the joint shareholders shall be regarded as the owners of relevant shares of the Bank, provided that the Board of Directors shall have the right to require the surviving persons to provide a certificate of death which the Board of Directors deem appropriate for the purpose of changing the register of shareholders;</p> <p>(4) as far as joint shareholders of any shares are concerned, only the joint shareholder whose name appears first in the register of shareholders has the right to receive the share certificates of the relevant shares from the Bank, to receive notices of the Bank; and any notice served on such a shareholder shall be deemed as having been served on all the other joint shareholders of those shares. Any joint shareholder may sign the proxy form, provided that if more than one joint shareholders attend the general meeting in person or by proxy, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.</p> <p>With regard to the joint shareholders of any shares, if the Bank pays distribution or allotment such as dividend, bonus or return on capital that should be paid to the joint shareholders to any one shareholder among the joint shareholders, the payment shall be regarded to have paid the aforesaid distribution or allotment to all the joint shareholders of relevant shares.</p>	<p>Article 56 Article 60 Where two or more persons are registered as the joint holders of any shares, they shall be deemed as the joint owners of such shares, provided that they are subject to the following constraints:</p> <p>(1) the Bank shall not register more than 4 persons as the joint holders of any share(s);</p> <p>(2) all the joint holders of any share(s) shall be jointly and severally liable for payment of all amounts due from such share(s);</p> <p>(3) if one of the joint shareholders is deceased, only the surviving persons among the joint shareholders shall be regarded as the owners of relevant shares of the Bank, provided that the Board of Directors shall have the right to require the surviving persons to provide a certificate of death which the Board of Directors deem appropriate for the purpose of changing the register of shareholders;</p> <p>(4) as far as joint shareholders of any shares are concerned, only the joint shareholder whose name appears first in the register of shareholders has the right to receive the share certificates of the relevant shares from the Bank, to receive notices of the Bank; and any notice served on such a shareholder shall be deemed as having been served on all the other joint shareholders of those shares. Any joint shareholder may sign the proxy form, provided that if more than one joint shareholders attend the general meeting in person or by proxy, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Bank in respect of the joint shareholding.</p> <p>With regard to the joint shareholders of any shares, if the Bank pays distribution or allotment such as dividend, bonus or return on capital that should be paid to the joint shareholders to any one shareholder among the joint shareholders, the payment shall be regarded to have paid the aforesaid distribution or allotment to all the joint shareholders of relevant shares.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 57 Holders of the ordinary shares of the Bank shall enjoy the following rights:</p> <p>(1) to receive dividends and other kinds of distributions as determined by the number of shares held by them;</p> <p>(2) to attend or appoint a proxy to attend shareholders’ general meetings, and to exercise voting rights;</p> <p>(3) to supervise the business operation of the Bank, and to make suggestions and enquiries accordingly;</p> <p>(4) to transfer, bestow or pledge shares held by them in accordance with the laws, administrative regulations and these Articles;</p> <p>(5) to obtain relevant information in accordance with the laws, administrative regulations, departmental rules, regulatory documents, the relevant provisions stipulated by the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed and these Articles, including:</p> <p>(i) to obtain a copy of these Articles after paying the costs and expenses incurred;</p> <p>(ii) during office hours of the Bank, have the right to inspect, free of charge, and to photocopy, after paying a reasonable fee, the following documents:</p> <ol style="list-style-type: none"> 1. all parts of the register of shareholders; 2. the personal information of the directors, supervisors and other senior management officers of the Bank; 	<p>Article 57 Article 61 Holders of the ordinary shares of the Bank shall enjoy the following rights:</p> <p>(1) to receive dividends and other kinds of distributions as determined by the number of shares held by them;</p> <p>(2) to attend or appoint a proxy to attend shareholders’ general meetings, and to exercise voting rights;</p> <p>(3) to supervise and manage the business operation of the Bank, and to make suggestions and enquiries accordingly;</p> <p>(4) to transfer, bestow or pledge shares held by them in accordance with the relevant provisions of laws, administrative regulations and these Articles;</p> <p>(5) to obtain relevant information in accordance with the relevant provisions of laws, administrative regulations, departmental rules, regulatory documents, the relevant provisions stipulated by the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed and these Articles, including:</p> <p>(i) to obtain a copy of these Articles after paying the costs and expenses incurred;</p> <p>(ii) during office hours of the Bank, have the right to inspect, free of charge, and to photocopy, after paying a reasonable fee, the following documents:</p> <ol style="list-style-type: none"> 1. all parts of the register of shareholders; 2. the personal information of the directors, supervisors and other senior management officers of the Bank;

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>3. status of the Bank's share capital;</p> <p>4. reports on the aggregate par value, number of shares, and highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, as well as all the expenses paid by the Bank in relation to such repurchases;</p> <p>5. a copy of the latest annual reports already submitted to the State Administration for Industry and Commerce or other competent bodies;</p> <p>6. minutes of the shareholders' general meetings;</p> <p>7. special resolutions of the Bank; and</p> <p>8. the latest audited financial statements, directors' reports, auditors' report and report of the Bank's Board of Supervisors.</p> <p>Other than item 2, the documents referred to above shall be maintained at the Hong Kong address of the Bank in accordance with Listing Rules and available for inspection by both members of the public and H Share shareholders, whereas item 6 will only be available for inspection by the shareholders.</p> <p>If any shareholder makes a request to obtain a copy of the relevant document from the Bank, the Bank shall send a copy of the requested document within seven days upon the receipt of a reasonable fee.</p> <p>The Bank may refuse to provide any of the aforementioned documents if the documents to be inspected or photocopied contain the Bank's trade secrets and price sensitive information.</p> <p>(6) to participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation;</p>	<p>3. report on the status of the Bank's issued share capital;</p> <p>4. reports on the aggregate par value, number of shares of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, and highest and lowest prices of paid with respect to each class of shares in relation to any repurchased by the Bank of its own shares since the last financial year, as well as all the expenses paid by the Bank in relation to such repurchases;</p> <p>5. a copy of the latest annual reports already submitted to the State Administration for Industry and Commerce or other competent bodies;</p> <p>5. 6. minutes of the shareholders' general meetings;</p> <p>6. 7. special resolutions of the Bank; and</p> <p>7. 8. the latest audited financial statements accounting report, directors' reports, auditors' report and report of the Bank's Board of Supervisors;</p> <p>8. a copy of the latest annual return filed with the administration for industry and commerce registration or other competent authorities.</p> <p>Other than the document stipulated in item 2, the documents referred to above shall be maintained at the Hong Kong address of the Bank in accordance with Listing Rules and available for inspection by both members of the public and H Share shareholders at no cost, whereas item 6-5 will only be available for inspection by the shareholders. Article 58—Where a shareholder requests to inspect or obtain the relevant information as set forth in the preceding Article, such shareholder shall provide the Bank with written documents evidencing the class and number of shares held by such shareholder in the Bank and the Bank shall provide the above information at the request of such shareholder upon verification of the shareholder's identity.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(7) to demand the Bank to acquire their shares (for shareholders who disagree with the resolutions adopted at a shareholders' general meeting in relation to the merger or division of the Bank);</p> <p>(8) to have other rights conferred in accordance with the laws, administrative regulations, departmental rules and these Articles.</p> <p>If any person holding an interest in the shares either directly or indirectly exercises his rights without disclosing his interest to the Bank, the Bank shall not thus compromise the rights of such person in relation to such shares by freezing it or in any other manner.</p> <p>Article 58 Where a shareholder requests to inspect or obtain the relevant information as set forth in the preceding Article, such shareholder shall provide the Bank with written documents evidencing the class and number of shares held by such shareholder in the Bank and the Bank shall provide the above information at the request of such shareholder upon verification of the shareholder's identity.</p> <p>All shareholders shall fulfill their confidentiality obligation to the Bank while exercising the above mentioned right to know and reasonably use the Bank's information. The shareholders shall bear the compensation liability in case of any damage of the Bank caused by violation.</p>	<p>All shareholders shall fulfill their confidentiality obligation to the Bank while exercising the above mentioned right to know and reasonably use the Bank's information. The shareholders shall bear the compensation liability in case of any damage of the Bank caused by violation.</p> <p>If any shareholder makes a request to obtain a copy of the relevant document <u>the abovementioned item 5</u> from the Bank, the Bank shall send a copy of the requested document within seven days upon the receipt of a reasonable fee.</p> <p>The Bank may refuse to provide any of the aforementioned documents if the documents to be inspected or photocopied contain the Bank's trade secrets and price sensitive information.</p> <p><u>(6) to subscribe new shares of the Bank pursuant to these Articles;</u></p> <p><u>(7)</u> (6) to participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation;</p> <p><u>(8)</u> (7) to demand the Bank to acquire their shares (for shareholders who disagree with the resolutions adopted at a shareholders' general meeting in relation to the merger or division of the Bank);</p> <p>(8) to have other rights conferred in accordance with the laws, administrative regulations, departmental rules and these Articles.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p><u>(9) to enjoy other rights conferred by laws, regulations, regulatory provisions and these Articles.</u></p> <p>If any person holding an interest in the shares either directly or indirectly exercises his rights without disclosing his interest to the Bank, the Bank shall not thus compromise the rights of such person in relation to such shares by freezing it or in any other manner.</p> <p><u>The Bank shall not exercise any power to freeze or otherwise impair any of the rights attaching to any share by reason only that the person who is interested directly or indirectly therein has failed to disclose his/her interests to the Bank unless otherwise provided by laws, regulations, regulatory provisions and these Articles.</u></p>
<p>Article 59 If a resolution of a shareholders' general meeting or a board resolution violates laws or administrative regulations, the resolution is invalid.</p> <p>If the procedure for convening a shareholders' general meeting or Board of Directors' meeting, or the method of voting at either type of meeting, violates laws, administrative regulations or these Articles, or the contents of a resolution violates these Articles, shareholders shall have the right to request a court to rescind the resolution within sixty days from the date on which the resolution is adopted.</p>	<p>Article 59 <u>Article 62</u> If a resolution of a shareholders' general meeting or a board resolution violates laws or administrative regulations, the resolution is invalid.</p> <p>If the procedure for convening a shareholders' general meeting or Board of Directors' meeting, or the method of voting at either type of meeting, violates laws, administrative regulations or these Articles, or the contents of a resolution violates these Articles, shareholders shall have the right to request a <u>people's</u> court to rescind the resolution within sixty days from the date on which the resolution is adopted.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 60 If any director or member of senior management has violated laws, administrative regulations or provisions of these Articles in performing his duties in the Bank and therefore has caused loss to the Bank, shareholders who have individually or jointly held more than 1% or more of the shares in the Bank for one hundred and eighty consecutive days may make a written request to the Board of Supervisors to initiate legal proceedings at court.</p> <p>If the Board of Supervisors has violated laws, administrative regulations or provisions of these Articles in performing its duties and therefore has caused loss to the Bank, shareholders may make a written request to the Board of Directors to initiate legal proceedings at a court. If the Board of Supervisors or the Board of Directors rejects or fails to initiate legal proceedings within thirty days after receiving the request, or the situation is so urgent that the Bank's interests will suffer irremediable harm if legal proceedings are not initiated immediately, the shareholders specified in the preceding paragraph shall have the right to directly initiate legal proceedings at court in their own names for the benefit of the Bank.</p> <p>If any other person infringes the Bank's interest and therefore has caused loss to the Bank, the shareholders specified in the first paragraph of this Article may initiate legal proceedings at court pursuant to procedures stated in the two preceding paragraphs.</p>	<p>Article 60 Article 63 If any director or member of senior management has violated laws, administrative—regulations, regulatory provisions or provisions of these Articles in performing his duties in the Bank and therefore has caused loss to the Bank, shareholders who have individually or jointly held more than 1% or more of the shares in the Bank for one hundred and eighty consecutive days may make a written request to the Board of Supervisors to initiate legal proceedings at a people's court. If the Board of Ssupervisors has violated laws, administrative regulations or provisions of these Articles in performing its duties and therefore has caused loss to the Bank, shareholders may make a written request to the Board of Directors to initiate legal proceedings at a people's court.</p> <p>If the Board of Supervisors or the Board of Directors rejects or fails to initiate legal proceedings within thirty days after receiving the request, or the situation is so urgent that the Bank's interests will suffer irremediable harm if legal proceedings are not initiated immediately, the shareholders specified in the preceding paragraph shall have the right to directly initiate legal proceedings at a people's court in their own names for the benefit of the Bank.</p> <p>If any other person infringes the Bank's interest and therefore has caused loss to the Bank, the shareholders specified in the first paragraph of this Article may initiate legal proceedings at a people's court pursuant to procedures stated in the two preceding paragraphs.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 61 If any director or senior management officer has violated the laws, administrative regulations or provisions of these Articles and has therefore impaired the interests of the shareholders, the shareholders may initiate legal proceedings at court.</p>	<p>Article 61 Article 64 If any director or senior management officer has violated the laws, administrative regulations, regulatory provisions or provisions of these Articles and has therefore impaired the interests of the shareholders, the shareholders may initiate legal proceedings at a people’s court.</p>
<p>Article 62 Holders of the ordinary shares of the Bank shall have the following obligations:</p> <p>(1) to abide by the laws, administrative regulations, regulatory requirements, and these Articles;</p> <p>(2) to pay the share capital as determined by the number of shares subscribed for by them and the prescribed method of capital contribution;</p> <p>(3) not to withdraw their paid share capital except in circumstances allowed by laws and regulations;</p> <p>(4) fulfill the fiduciary duties owed to the Bank pursuant to the law, so as to ensure that the shareholders’ information submitted in relation to them is true, complete and valid; substantial shareholders shall report the Board of Directors in a truthful, acute and complete manner regarding the particulars of their related parties, their relationship with other shareholders and their shareholdings in other commercial banks. If there is any change in the related party relationship, it shall be reported timely to the Board of Directors;</p>	<p>Article 62 Article 65 Holders of the ordinary shares of the Bank shall have the following obligations:</p> <p>(1) to abide by the laws, administrative regulations, regulatory requirements provisions, and these Articles;</p> <p>(2) to pay the share capital as determined by the number of shares subscribed for by them and the prescribed method of capital contribution;</p> <p>(3) shareholders to use their own funds from legitimate sources to invest in shares, and not to use non-own funds such as entrusted funds and debt funds to invest in shares, unless otherwise stipulated by laws, regulations or regulatory systems;</p> <p>(4) (3) not to withdraw their paid share capital except in circumstances allowed by laws and regulations; the shareholding ratio and the number of shareholding institutions to comply with the regulatory provisions, and not to entrust others or accept entrustment from others to hold shares of the Bank;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(5) exercise the shareholders' rights strictly in accordance with the laws and regulations and these Articles of the Bank, not to seek improper advantages or interfere with the decision-making rights and management rights entrusted to the Board of Directors and senior management officers in line with these Articles, and not to bypass the Board of Directors and senior management and directly intervene in the Bank's operations and management, and not to prejudice the interests of the Bank and the legitimate interests of other shareholders;</p> <p>(6) Investors, together with their related parties and persons acting in concert, who intend to hold for the first time or increase by in aggregate, jointly or severally, more than 5% of total capital or total shares of the Bank, should seek prior consideration of the Bank's Board of Directors, then report for approval of banking regulatory authorities. Investors, together with their related parties and persons acting in concert, who hold, jointly or severally, more than 1% but less than 5% of total capital or total shares of the Bank, should report to relevant banking regulatory authority within ten working days after obtaining their equities. Shareholders who should have sought approval of or reported to but failed to seek approval of or report to relevant regulatory authorities shall not exercise rights to request to convene a general meeting, vote, nominate, propose, dispose etc.;</p>	<p><u>(5) to truthfully inform the Bank of the financial information, shareholding structure, source of capital of shares, controlling shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries, investments in other financial institutions and other information in accordance with laws, regulations and regulatory provisions;</u></p> <p><u>(6) the relevant shareholders to promptly notify the Bank in writing in accordance with laws, regulations and regulatory provisions if there is any change in the controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries of the shareholders;</u></p> <p><u>(7) (4) fulfill the fiduciary duties owed to the Bank pursuant to the law, so as to ensure that the shareholders' information submitted in relation to them is true, complete and valid; substantial shareholders shall report the Board of Directors in a truthful, acute and complete manner regarding the particulars of their related parties, their relationship with other shareholders and their shareholdings in other commercial banks. If there is any change in the related party relationship, it shall be reported timely to the Board of Directors; to promptly notify the Bank in writing of the relevant circumstances in accordance with laws, regulations and regulatory provisions in the event of merger or division of shareholders, when ordered to suspend business for rectification, designated custody, takeover, revocation or other measures, or are in the process of dissolution, liquidation or bankruptcy, or their authorized representative, company name, business premises, business scope and other major events have changed;</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(7) not to abuse the rights of shareholders to damage the interests of the Bank or other shareholders; not to abuse the independent legal person status or limited liability of shareholders to damage the interests of the Bank's creditors; Where the Bank's shareholders abuse the rights of shareholders to damage the interests of the Bank or other shareholders, they shall assume liability for compensation; Where the Bank's shareholders abuse the independent legal person status or limited liability of shareholders to avoid debts, or cause a material damage to the interests of the Bank's creditors, such shareholders shall be jointly and severally liable for the Bank's debts; For shareholders who have made false statements, abused their rights of shareholders or acted to damage the interests of the Bank, a banking regulatory authority may restrict or prohibit related-party transactions between the Bank and them, limit their shareholding in the Bank and their amount of mortgaged equities, and their rights to request to convene a general meeting, vote, nominate, propose, dispose etc.;</p> <p>(8) The credit balance from our Bank to a single shareholder shall not exceed one tenth of the net capital of our Bank, and the borrowing by a shareholder's affiliates shall be calculated with the shareholder's borrowing from our Bank on a consolidated basis;</p> <p>(9) to assume other obligations imposed by the laws and administrative regulations or these Articles.</p>	<p>(5) exercise the shareholders' rights strictly in accordance with the laws and regulations and these Articles of the Bank, not to seek improper advantages or interfere with the decision-making rights and management rights entrusted to the Board of Directors and senior management officers in line with these Articles, and not to bypass the Board of Directors and senior management and directly intervene in the Bank's operations and management, and not to prejudice the interests of the Bank and the legitimate interests of other shareholders;</p> <p><u>(8) to promptly notify the Bank in writing of the relevant circumstances in accordance with laws, regulations and regulatory provisions if the shares of the Bank held by the shareholders are involved in litigation, arbitration, being subject to enforcement action by judicial authorities, pledged or released pledge;</u></p> <p><u>(9) (6)</u> Investors, together with their related parties and persons acting in concert, who intend to hold for the first time or increase by in aggregate, jointly or severally, more than 5% of total capital or total shares of the Bank, should seek prior consideration of the Bank's Board of Directors, then report for approval of banking regulatory authorities <u>of the State Council</u>. Investors, together with their related parties and persons acting in concert, who hold, jointly or severally, more than 1% but less than 5% of total capital or total shares of the Bank, should report to relevant banking regulatory authority <u>of the State Council</u> within ten working days after obtaining their equities. Shareholders who should have sought approval of or reported to but failed to seek approval of or report to relevant regulatory authorities shall not exercise rights to request to convene a general meeting, vote, nominate, propose, dispose etc.;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p><u>(10) not to prejudice the interests of other shareholders and the Bank and to observe laws, regulations and regulatory provisions when the shareholders transfer or pledge their shares of the Bank or conduct related party transactions with the Bank;</u></p> <p>(5)–(11) exercise the shareholders’ rights strictly in accordance with the laws and regulations and these Articles of the Bank, not to seek improper advantages shareholders and their controlling shareholders and de facto controllers not to abuse shareholders’ rights or use related party relationships to prejudice the legitimate rights and interests of the Bank, other shareholders and stakeholders, not to interfere with the decision-making rights and management rights entrusted to the Board of Directors and senior management officers in line with these Articles, and not to bypass the Board of Directors and senior management and directly intervene in the Bank’s operations and management; and not to prejudice the interests of the Bank and the legitimate interests of other shareholders; where the Bank’s shareholders abuse the rights of shareholders to damage the interests of the Bank or other shareholders, they shall assume liability for compensation;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p>(12) (7) not to abuse the rights of shareholders to damage the interests of the Bank or other shareholders; not to abuse the independent legal person status or limited liability of shareholders to damage the interests of the Bank's creditors; Where the Bank's shareholders abuse the rights of shareholders to damage the interests of the Bank or other shareholders, they shall assume liability for compensation; where the Bank's shareholders abuse the independent legal person status or limited liability of shareholders to avoid debts, or cause a material damage to the interests of the Bank's creditors, such shareholders shall be jointly and severally liable for the Bank's debts; For shareholders who have made false statements, abused their rights of shareholders or acted to damage the interests of the Bank, a banking regulatory authority may restrict or prohibit related-party transactions between the Bank and them, limit their shareholding in the Bank and their amount of mortgaged equities, and their rights to request to convene a general meeting, vote, nominate, propose, dispose etc.;</p> <p>(8) The credit balance from our Bank to a single shareholder shall not exceed one tenth of the net capital of our Bank, and the borrowing by a shareholder's affiliates shall be calculated with the shareholder's borrowing from our Bank on a consolidated basis;</p> <p><u>(13) shareholders to cooperate with the regulatory authorities in investigation and risk disposal in the event of risk events or major violations of the Bank;</u></p> <p><u>(14) (9) to assume other obligations of shareholders imposed by the laws, and administrative regulations, regulatory provisions</u> or these Articles.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 66 If the shareholders use their shares in the Bank to provide guarantees for themselves or others, they shall comply strictly with the requirements of the laws, regulations and regulatory authorities, and inform the Board of Directors of the Bank in advance.</p> <p>Where a shareholder who has representation on the Board of Directors or the Board of Supervisors, or directly, indirectly or jointly holds or controls more than two percent of the shares or voting rights in the Bank pledges his shares held in the Bank, it shall make filing to the Board of Directors of the Bank in advance, which shall state the basic information of the pledge, including the reasons for the pledge, the number of shares involved, the term of pledge and the particulars of the pledge. Where the Board of Directors considers the pledge to have material adverse impacts on the stability of the Bank's shareholding, corporate governance, risk and related party transactions control, the filing shall not be accepted.</p> <p>The director(s) nominated by a shareholder proposing to pledge his shares in the Bank shall abstain from voting at the meeting of the Board of Directors at which such proposal is considered. Upon the registration of the pledge of equity interests, the shareholders involved shall provide the Bank with the relevant information in relation to the pledge of equity interests in a timely manner, so as to facilitate the Bank's risk management and information disclosure compliance.</p> <p>Shareholders shall not pledge their shares of the Bank if the balance of loans they borrowed from the Bank exceeds the audited net book value of the shares held by them in the previous year.</p>	<p>Article 66 <u>Prior to the approval of shareholders' qualifications, the shareholders shall undertake in writing that the pledge of equity interests must comply with the guidance of regulatory policies and the requirements of these Articles and relevant equity management systems.</u></p> <p><u>Shareholders shall not pledge their shares of the Bank if the balance of loans they borrowed from the Bank exceeds the audited net book value of the shares held by them in the previous year.</u></p> <p>Article 40 The Bank shall not accept the shares of the Bank as pledges.</p> <p><u>The Bank shall not accept its own shares as the subject of pledge.</u> If the shareholders use their shares in the Bank to provide guarantees for themselves or others, they shall comply strictly with the requirements of the laws, regulations and regulatory authorities, and inform the Board of Directors of the Bank in advance.</p> <p>Where a shareholder who has representation on the Board of Directors or the Board of Supervisors, or directly, indirectly or jointly holds or controls more than two percent of the shares or voting rights in the Bank pledges his shares held in the Bank, it shall make filing to the Board of Directors of the Bank in advance, which shall state the basic information of the pledge, including the reasons for the pledge, the number of shares involved, the term of pledge and the particulars of the pledge. Where the Board of Directors considers the pledge to have material adverse impacts on the stability of the Bank's shareholding, corporate governance, risk and related party transactions control, the filing shall not be accepted. The director(s) nominated by a shareholder proposing to pledge his shares in the Bank shall abstain from voting at the meeting of the Board of Directors at which such proposal is considered.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Where a shareholder pledges 50 percent or more of his equity interests in the Bank, the voting rights of such shareholder at the shareholders' general meeting, as well as the voting rights of the director(s) acting as nominees of such shareholder at meetings of the Board of Directors, shall be subject to restrictions.</p> <p>Article 40 The Bank shall not accept the shares of the Bank as pledges.</p>	<p>Upon the registration of the pledge of equity interests, the shareholders involved shall provide the Bank with the relevant information in relation to the pledge of equity interests in a timely manner, so as to facilitate the Bank's risk management and information disclosure compliance.</p> <p>Shareholders shall not pledge their shares of the Bank if the balance of loans they borrowed from the Bank exceeds the audited net book value of the shares held by them in the previous year.</p> <p>Where a shareholder pledges 50 percent or more of his equity interests in the Bank, the voting rights of such shareholder at the shareholders' general meeting, as well as the voting rights of the director(s) acting as nominees of such shareholder at meetings of the Board of Directors, shall be subject to restrictions.</p>
<p>Article 62... For shareholders who have made false statements, abused their rights of shareholders or acted to damage the interests of the Bank, a banking regulatory authority may restrict or prohibit related-party transactions between the Bank and them, limit their shareholding in the Bank and their amount of mortgaged equities, and their rights to request to convene a general meeting, vote, nominate, propose, dispose etc.;</p> <p>...</p>	<p>Article 62 <u>Article 67 Shareholders shall safeguard the interests of the Bank.</u></p> <p>For shareholders who have made false statements, abused their rights of shareholders or acted to damage the interests of the Bank, a banking regulatory authority under the State Council or its agencies may restrict or prohibit related-party transactions between the Bank and them, limit their shareholding in the Bank and their amount of mortgaged equities, and their rights to request to convene a general meeting, vote, nominate, propose, dispose etc.</p>
<p>Article 68 The Bank shall not offer terms of credit to its shareholders that are more favorable over other customers regarding same type of credit.</p>	<p>Article 68 The Bank shall not offer terms of credit to its shareholders that are more favorable over other customers regarding same type of credit. <u>Shareholders shall not be offered by the Bank of terms of credit that are more favorable over other customers regarding same type of credit.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 63 The substantial shareholders of the Bank shall not transfer their equities within five years from the date on which they obtain the equities (other than such circumstances as banking regulatory authorities approving them to take steps to control risks or ordering them to transfer their equities, or their equities being subject to law enforcement, or their equities being transferred between entities under the control of the same investor), shall notify equity management department of the Bank and make submissions to the Board of Directors for filing within five working days if any of the following events occur:</p> <p>(1) significant matters, such as transfer shares of the Bank, change of de facto controller, change of name, change of legal representative, change of scope of business, change of registered capital, change of domicile or means of contact;</p> <p>(2) a merger or division is effected, or it is subject to regulatory measures, including suspension of operation, appointment of receiver, being taken over, being subject to revocation or other regulatory measures, or entering into dissolution, bankruptcy or liquidation procedure;</p> <p>(3) it receives administrative penalty or criminal punishment due to serious violations of the laws and regulations;</p> <p>(4) it is involved in other circumstances that may lead to transfer of its shares of the Bank or may otherwise affect operation of the Bank.</p> <p>If the aforementioned occurs and the shareholder does not timely fulfill the reporting obligation, the shareholder shall be held accountable for the consequences arising therefrom.</p>	<p>Article 63 Article 69 <u>Substantial shareholders of the Bank shall refer to shareholders who hold or control more than 5% of the shares or voting rights of the Bank, or who hold less than 5% of the total capital or total shares but have a significant influence on the operation and management of the Bank. The shareholding percentage of shareholders and their related parties and persons acting in concert shall be aggregated.</u></p> <p><u>The “significant influence” in the preceding paragraph includes, but is not limited to, deploying directors, supervisors or senior management officers to the Bank, affecting the Bank’s financial and operational management decisions through agreements or other means, and other circumstances identified by the banking regulatory authorities or their agencies.</u></p> <p>The substantial shareholders of the Bank shall not transfer their equities shares of the Bank within five years from the date on which they obtain the equities. Save for (other than such circumstances as banking regulatory authorities under the State Council approving them to take steps to control risks or ordering them to transfer their equities, or their equities being subject to law enforcement, or their equities being transferred between entities under the control of the same investor), substantial shareholders shall notify the Board of Directors of the Bank in advance of any transfer of shares of the Bank (except for transfer of shares in the open market which does not involve the purchase of shares of more than 1% of the total shares of the Bank). Any entity or individual that purchases more than 5% of the total shares of the Bank shall obtain prior approval from the banking regulatory authorities under the State Council. If the relevant regulations of the securities regulatory authorities of the place where the shares of the Bank are listed have other provisions on the restrictions on transfer of overseas listed shares, such provisions shall prevail.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p><u>Substantial shareholders shall</u> notify equity management department of the Bank and make submissions to the Board of Directors for filing within five working days if any of the following events the circumstances set out in (6), (7) and (8) of Article 65 of these Articles occur and (3) it receives they receive administrative penalty or criminal punishment due to serious violations of the laws and regulations;² <u>other circumstances occur that may affect the qualifications of shareholders or result in changes in their shareholdings in the Bank.</u></p> <p>(1) significant matters, such as transfer shares of the Bank, change of de facto controller, change of name, change of legal representative, change of scope of business, change of registered capital, change of domicile or means of contact;</p> <p>(2) a merger or division is effected, or it is subject to regulatory measures, including suspension of operation, appointment of receiver, being taken over, being subject to revocation or other regulatory measures, or entering into dissolution bankruptcy or liquidation procedure;</p> <p>(4) it is involved in other circumstances that may lead to transfer of its shares of the Bank or may otherwise affect operation of the Bank.</p> <p>If the aforementioned occurs and the shareholder does not timely fulfill the reporting obligation, the shareholder shall be held accountable for the consequences arising therefrom.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
Addition	<u>Article 70 When a substantial shareholder invests in the shares of the Bank, he shall undertake in writing that he shall comply with the laws, regulations, regulatory provisions and these Articles, and explain the purpose of investing in the shares of the Bank.</u>
Addition	<p><u>Article 71 The substantial shareholders of the Bank and their controlling shareholders and de facto controllers shall not:</u></p> <p><u>(1) be listed as a joint subject of punishment for dishonesty by relevant authorities;</u></p> <p><u>(2) have serious evasion of bank debts;</u></p> <p><u>(3) provide false materials or make false statements;</u></p> <p><u>(4) be materially responsible for a commercial bank's operational failure or major violations of laws and regulations;</u></p> <p><u>(5) refuse or prevent banking regulatory authorities under the State Council from performing supervision according to law;</u></p> <p><u>(6) be subject to investigation and punishment by financial regulatory authorities or relevant government departments due to violation of laws and regulations, resulting in adverse impact;</u></p> <p><u>(7) other circumstances that may adversely affect the operation and management of the Bank.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 64 The shareholders, in particular the substantial shareholders, shall protect the interests and reputation of the Bank, and support the Bank in operating in compliance with the laws. The shareholders shall support the formulation of reasonable capital planning by the Board of Directors, such that the Bank may continuously meet the regulatory requirements. The substantial shareholders shall replenish the Bank's capital when necessary and undertake in writing to supplement the Bank's capital on a long-term basis, which forms a part of the Bank's capital planning.</p> <p>When the Bank's capital adequacy ratio fails to satisfy regulatory requirement or there occurs insufficient capital, the Bank shall suspend or reduce the distribution of profit, formulate reasonable supplementary capital planning so that the capital adequacy ratio can be met within the stipulated period according to the regulatory requirement or for the purpose of satisfying business development and strategic implementation needs. Capital is also replenished from ways such as the increasing core capital and issuing subordinate bonds. The substantial shareholders shall not hinder other shareholders from replenishing the Bank's capital or the entry of new, eligible shareholders.</p>	<p>Article 64 Article 72 The shareholders, in particular the substantial shareholders, shall protect the interests and reputation of the Bank, and support the Bank in operating in compliance with the laws. The shareholders shall support the formulation of reasonable capital planning by the Board of Directors, such that the Bank may continuously meet the regulatory requirements. The substantial shareholders shall replenish the Bank's capital when necessary and undertake in writing to supplement the Bank's capital on a long-term basis <u>make long-term commitment in writing to the Bank to replenish capital to the Bank when necessary</u>, which forms a part of the Bank's capital planning. <u>The substantial shareholders shall report their capital replenishment capacity to the banking regulatory authorities under the State Council or their agencies through the Bank every year.</u></p> <p>When the Bank's capital adequacy ratio fails to satisfy regulatory requirement or there occurs insufficient capital, the Bank shall suspend or reduce the distribution of profit, formulate reasonable supplementary capital planning so that the capital adequacy ratio can be met within the stipulated period according to the regulatory requirement or for the purpose of satisfying business development and strategic implementation needs. Capital is also replenished from ways such as the increasing core capital and issuing subordinate bonds. The substantial shareholders shall not hinder other shareholders from replenishing the Bank's capital or the entry of new, eligible shareholders.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 64...</p> <p>When the Bank's capital adequacy ratio fails to satisfy regulatory requirement or there occurs insufficient capital, the Bank shall suspend or reduce the distribution of profit, formulate reasonable supplementary capital planning so that the capital adequacy ratio can be met within the stipulated period according to the regulatory requirement or for the purpose of satisfying business development and strategic implementation needs. Capital is also replenished from ways such as the increasing core capital and issuing subordinate bonds. The substantial shareholders shall not hinder other shareholders from replenishing the Bank's capital or the entry of new, eligible shareholders.</p>	<p>Article 64 Article 73 When the Bank's capital adequacy ratio fails to satisfy regulatory requirement or there occurs insufficient capital, the Bank shall suspend or reduce the distribution of profit, formulate reasonable supplementary capital planning so that the capital adequacy ratio can be met within the stipulated period according to the regulatory requirement or for the purpose of satisfying business development and strategic implementation needs. Capital is also replenished from ways such as the increasing core capital and issuing subordinate bonds. The substantial shareholders shall not hinder other shareholders from replenishing the Bank's capital or the entry of new, eligible shareholders.</p>
<p>Article 65 When the credit extended by the Bank to a shareholder, in particular a substantial shareholder is overdue, the voting rights of such shareholder at the general meetings and the voting rights of the directors nominated by such shareholder at the meetings of the Board of Directors shall be restricted. The Bank shall record the aforementioned circumstances in the minutes of the shareholders general meeting and the minutes of meeting of the Board of Directors. The Bank is entitled to apply the dividend and profit distribution to repay the borrowings to the Bank. Upon liquidation of the Bank, the assets allocated shall be applied in priority to repay the borrowings to the Bank.</p>	<p>Article 65 Article 74 When the credit extended by the Bank to a shareholder, in particular a substantial shareholder is overdue, the voting rights of such shareholder at the general meetings and the voting rights of the directors nominated by such shareholder at the meetings of the Board of Directors shall be restricted <u>his voting rights at the shareholders' general meeting and the voting rights of the directors nominated or appointed by him in the Board of Directors shall be restricted. Restrictions on other shareholders' voting rights at shareholders' general meetings will be imposed if their credit extended by the Bank is overdue.</u> The Bank shall record the aforementioned circumstances in the minutes of the shareholders' general meeting and the minutes of meeting of the Board of Directors. The Bank is entitled to apply the dividend and profit distribution to repay the borrowings to the Bank. Upon liquidation of the Bank, the assets allocated shall be applied in priority to repay the borrowings to the Bank.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 66 If the shareholders use their shares in the Bank to provide guarantees for themselves or others, they shall comply strictly with the requirements of the laws, regulations and regulatory authorities, and inform the Board of Directors of the Bank in advance.</p> <p>Where a shareholder who has representation on the Board of Directors or the Board of Supervisors, or directly, indirectly or jointly holds or controls more than two percent of the shares or voting rights in the Bank pledges his shares held in the Bank, it shall make filing to the Board of Directors of the Bank in advance, which shall state the basic information of the pledge, including the reasons for the pledge, the number of shares involved, the term of pledge and the particulars of the pledgee. Where the Board of Directors considers the pledge to have material adverse impacts on the stability of the Bank's shareholding, corporate governance, risk and related party transactions control, the filing shall not be accepted.</p> <p>The director(s) nominated by a shareholder proposing to pledge his shares in the Bank shall abstain from voting at the meeting of the Board of Directors at which such proposal is considered. Upon the registration of the pledge of equity interests, the shareholders involved shall provide the Bank with the relevant information in relation to the pledge of equity interests in a timely manner, so as to facilitate the Bank's risk management and information disclosure compliance.</p> <p>Shareholders shall not pledge their shares of the Bank if the balance of loans they borrowed from the Bank exceeds the audited net book value of the shares held by them in the previous year. Where a shareholder pledges 50 percent or more of his equity interests in the Bank, the voting rights of such shareholder at the shareholders' general meeting, as well as the voting rights of the director(s) acting as nominees of such shareholder at meetings of the Board of Directors, shall be subject to restrictions.</p>	<p>Adjusted to Article 66 of the amended Articles</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
Addition	<u>Article 75 The substantial shareholders of the Bank shall establish an effective risk isolation mechanism to prevent risk from spreading and transferring among shareholders, the Bank and other related institutions.</u>
Addition	<u>Article 76 The substantial shareholders of the Bank shall effectively manage the cross-positions as the members of the Board of Directors, members of the Board of Supervisors and senior management officers of the Bank and other related institutions to prevent conflicts of interest.</u>
Addition	<p><u>Article 77 The major shareholders of the Bank refer to the shareholders who meet one of the following conditions:</u></p> <p><u>(1) holding more than 10% equity interests in the Bank;</u></p> <p><u>(2) actually holding the most equity interests in the Bank with no less than 5% shareholding ratio (including shareholders with the same number of shares);</u></p> <p><u>(3) nominating more than two directors;</u></p> <p><u>(4) being considered by the Board of Directors of the Bank as having controlling impact on the operation and management of the Bank;</u></p> <p><u>(5) other circumstances as determined by the banking regulatory authorities under the State Council or its agencies.</u></p> <p><u>Shareholding ratio of shareholders and their related parties and persons acting in concert shall be calculated on an aggregate basis. If the aggregate shareholding ratio meets the above conditions, the relevant shareholders shall be regarded as major shareholders.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
Addition	<p data-bbox="810 278 1359 708"><u>Article 78 The major shareholders of the Bank shall exercise their rights as shareholders in a proper manner through corporate governance procedures to safeguard the independent operation of the Bank, and shall not illegally interfere with or restrict the Bank by any of the following means, unless otherwise provided by laws and regulations or approved by the banking regulatory authorities under the State Council:</u></p> <p data-bbox="810 757 1359 868"><u>(1) setting up pre-approval procedures for resolutions of the shareholders' general meeting and the Board of Directors;</u></p> <p data-bbox="810 917 1359 1112"><u>(2) intervening in the normal employment procedures of the Bank's staff, or directly appointing or removing the staff by bypassing the shareholders' general meeting and the Board of Directors;</u></p> <p data-bbox="810 1161 1359 1272"><u>(3) intervening in the performance evaluation of the directors, supervisors and other staff of the Bank;</u></p> <p data-bbox="810 1321 1359 1389"><u>(4) intervening the Bank's normal business decision-making procedures;</u></p> <p data-bbox="810 1438 1359 1591"><u>(5) intervening in the Bank's financial and accounting activities such as financial accounting, fund transfer, asset management and expense management;</u></p> <p data-bbox="810 1640 1359 1708"><u>(6) giving business plans or instructions to the Bank;</u></p> <p data-bbox="810 1757 1359 1825"><u>(7) requiring the Bank to grant loans or provide guarantees;</u></p> <p data-bbox="810 1874 1359 1942"><u>(8) intervening the independent operation of the Bank in other forms.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
Addition	<p><u>Article 79 Where a major shareholder of the Bank pledges more than 50% of his/her equity interests in the Bank, the major shareholder and the directors nominated by him/her shall not exercise their voting rights at the shareholders' general meeting and the Board meeting.</u></p> <p><u>The major shareholders of the Bank shall not provide guarantee for debts of any parties other than the shareholders themselves and their related parties with their equity interests in the Bank, and shall not hold equity interests in the Bank on behalf of others, hold equity interests in the form of non-compliant related parties or transfer equity interests in disguised form of equity pledges.</u></p> <p><u>The major shareholders of the Bank shall promptly, accurately and completely inform the Bank of the information on the pledge and its release with regard to the equity held by them, which shall be disclosed by the Bank in its annual report.</u></p>
Addition	<p><u>Article 80 The major shareholders of the Bank are prohibited from conducting improper related party transactions with the Bank or taking advantage of their influence over the Bank to obtain improper benefits by the following means:</u></p> <p><u>(1) obtaining bank credit facilities such as loans, bills acceptance and discounting, bond investment and special purpose vehicle investment with terms better than similar transactions with non-related parties;</u></p> <p><u>(2) illegally occupying and using the funds or other interests of the Bank by means of loans or guarantees;</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p><u>(3) causing the Bank to bear the relevant expenses that are unreasonable or shall be borne by the major shareholders and their related parties;</u></p> <p><u>(4) purchasing or leasing the Bank’s assets on terms more favorable than similar transactions with non-related parties, or selling or leasing inferior assets to the Bank;</u></p> <p><u>(5) using the Bank’s intangible assets for free or on terms more favorable than those of similar transactions with non-related parties, or charging the Bank excessive intangible asset usage fees;</u></p> <p><u>(6) taking advantage of the position of major shareholder to seek business opportunities belonging to the Bank;</u></p> <p><u>(7) making use of the undisclosed information or commercial secrets of the Bank for gains;</u></p> <p><u>(8) conducting improper related party transactions or obtaining improper benefits in other ways.</u></p>
Addition	<p><u>Article 81 The Bank shall not provide guarantee for the major shareholders of the Bank for their non-public issuance of bonds, nor shall the Bank purchase such bonds directly or through financial products.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
Addition	<p data-bbox="810 278 1356 708"><u>Article 82 Major shareholders shall support the Bank to adjust its profit distribution policy according to its own operating conditions, risk conditions, capital planning and market environment, and balance the relationship between cash dividends and capital replenishment. In any of the following circumstances, the major shareholders of the Bank shall support the reduction or non-distribution of cash dividends:</u></p> <p data-bbox="810 757 1356 868"><u>(1) the capital adequacy ratio does not meet the regulatory requirements or the solvency is not up to standard;</u></p> <p data-bbox="810 917 1356 1027"><u>(2) corporate governance evaluation results are lower than C or regulatory rating is lower than 3;</u></p> <p data-bbox="810 1076 1356 1229"><u>(3) the allowance for loan losses is lower than the regulatory requirements or the non-performing loan ratio is significantly higher than the industry average;</u></p> <p data-bbox="810 1278 1356 1389"><u>(4) material risk events or material non-compliance with laws and regulations of the Bank;</u></p> <p data-bbox="810 1438 1356 1591"><u>(5) other circumstances that the banking regulatory authority of the State Council and its local offices consider should not distribute dividends.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
Addition	<p><u>Article 83 The controlling shareholder of the Bank shall refer to the shareholder holding more than 50% of the total share capital of the Bank; or the shareholder holding less than 50% of the shares of the Bank but having sufficient voting rights according to his/her shares to have a significant impact on the resolutions of the shareholders' general meeting, including but not limited to:</u></p> <ol style="list-style-type: none"> <u>1. he/she alone, or acting in concert with others, has the power to elect more than half of the directors;</u> <u>2. he/she alone, or acting in concert with others, has the power to exercise or to control the exercise of 30% or more of the total voting shares of the Bank;</u> <u>3. he/she alone, or acting in concert with others, holds 30% or more of the total issued shares of the Bank;</u> <u>4. he/she alone, or acting in concert with others, may de facto control the Bank in any other manner.</u> <p><u>The term "acting in concert" referred to hereinabove means two or more persons who, by way of agreement, cooperation, related party relationship or other lawful means, enlarge the proportion of shares in the Bank which are under their control or consolidate their control over the Bank, so that when exercising the voting rights of the Bank, the same expression of opinions will be made (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting rights which do not state voting intention, but excluding open proxy solicitation).</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 67 Neither the controlling shareholder nor the de facto controller of the shares may damage the interests of the Bank by taking the advantage of its affiliate relationship, and a shareholder or controller shall be liable for compensation if it breaches this Article and thereby causes loss to the Bank.</p> <p>A controlling shareholder or de facto controller of the Bank shall owe the fiduciary duties to both the Bank and public shareholders of the Bank. The controlling shareholder shall be in strict compliance with the law while it exercise its rights as investor, and shall not impair the legitimate interests of the Bank or public shareholders by taking advantage of profits distribution, assets reorganization, external investment, capital appropriation and loan guarantee or in any other way, nor shall it impair the legitimate interests of the Bank or public shareholders by taking advantage of its position as a controlling shareholder.</p>	<p>Article 67 Article 84 Neither the controlling shareholder nor the de facto controller of the shares may damage the interests of the Bank by taking the advantage of its affiliate relationship, and a shareholder or controller shall be liable for compensation if it breaches this Article and thereby causes loss to the Bank.</p> <p>A controlling shareholder or de facto controller of the Bank shall owe the fiduciary duties to both the Bank and public shareholders of the Bank. The controlling shareholder shall be in strict compliance with the law while it exercises its rights as investor, and shall not impair the legitimate interests of the Bank or public shareholders by taking advantage of profits distribution, assets reorganization, external investment, capital appropriation and loan guarantee or in any other way, nor shall it impair the legitimate interests of the Bank or public shareholders by taking advantage of its position as a controlling shareholder.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 62</p> <p>...</p> <p>(8) The credit balance from our Bank to a single shareholder shall not exceed one tenth of the net capital of our Bank, and the borrowing by a shareholder's affiliates shall be calculated with the shareholder's borrowing from our Bank on a consolidated basis;</p> <p>...</p>	<p>Article 62 Article 85 The credit balance from our Bank to a single shareholder shall not exceed one tenth of the net capital of our Bank, and the borrowing by a shareholder's affiliates shall be calculated with the shareholder's borrowing from our Bank on a consolidated basis;</p> <p><u>The credit balance granted by the Bank to individual entities such as substantial shareholders or their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries shall not exceed 10% of the net capital of the Bank. The total credit balance granted by the Bank to a single substantial shareholder and its controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries shall not exceed 15% of the net capital of the Bank.</u></p> <p><u>The controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries referred to in this Article shall be consistent with the definition in the Interim Measures for the Equity Management of Commercial Banks.</u></p>
<p>Article 68 The Bank shall not offer terms of credit to its shareholders that are more favorable over other customers regarding same type of credit.</p>	<p>Adjusted to Article 68 of the amended Articles</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 69 In addition to the obligations required under the laws, administrative regulations or the provisions stipulated by a stock exchange located at the jurisdiction in which the shares of the Bank are listed, when exercising its rights as a shareholder, the controlling shareholder shall not exercise its voting rights and make decisions on the following issues as these issues are detrimental to the interests of all or some of the shareholders:</p> <p>(1) relieving a director or supervisor of their responsibility to act in good faith and in the best interests of the Bank;</p> <p>(2) approving a director or a supervisor (for his/her own or for the benefit of others) in depriving the Bank of its assets in any form, including but not limited to any business opportunities that are advantageous to the Bank;</p> <p>(3) approving a director or a supervisor (for his/her own or for the benefit of others) in depriving other shareholders of their personal interests, including but not limited to any distribution rights and voting rights, unless the deprivation is made pursuant to a Bank restructuring submitted to and adopted at the shareholders' general meeting in accordance with these Articles.</p>	<p>Article 69 Article 86 In addition to the obligations required under the laws, administrative—regulations, <u>regulatory provisions</u> or the provisions stipulated by a stock exchange located at the jurisdiction in which the shares of the Bank are listed, when exercising its rights as a shareholder, the controlling shareholder shall not exercise its voting rights and make decisions on the following issues as these issues are detrimental to the interests of all or some of the shareholders:</p> <p>(1) relieving a director or supervisor of their responsibility to act in good faith and in the best interests of the Bank;</p> <p>(2) approving a director or a supervisor (for his/her own or for the benefit of others) in depriving the Bank of its assets in any form, including but not limited to any business opportunities that are advantageous to the Bank;</p> <p>(3) approving a director or a supervisor (for his/her own or for the benefit of others) in depriving other shareholders of their personal interests, including but not limited to any distribution rights and voting rights, unless the deprivation is made pursuant to a Bank restructuring submitted to and adopted at the shareholders' general meeting in accordance with these Articles.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provision of Articles of Association	Amended Provision of Articles of Association
Section 3 General Provisions on Shareholders' General Meetings	Section 3 General Provisions on Shareholders' General Meetings
<p>Article 70 The shareholders' general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law:</p> <p>(1) to decide on the business policies and investment plans of the Bank;</p> <p>(2) to elect and replace directors and supervisors which are not appointed as representatives of the employees, and to decide on the remuneration of the relevant directors and supervisors;</p> <p>(3) to review and approve reports made by the Board of Directors;</p> <p>(4) to review and approve reports made by the Board of Supervisors;</p> <p>(5) to review and approve the Bank's proposed annual financial budget and final accounts;</p> <p>(6) to review and approve the Bank's plans for profit distribution and loss recovery;</p> <p>(7) to adopt resolutions concerning the increase or reduction in the Bank's registered capital;</p> <p>(8) to adopt resolutions regarding the issuance of corporate bonds or other securities and listing;</p> <p>(9) to adopt resolutions on the merger, division, dissolution, liquidation or other change in corporate form of the Bank;</p> <p>(10) to amend these Articles;</p> <p>(11) to decide on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm;</p> <p>(12) to decide and approve on the change in the use of proceeds on the funds raised;</p> <p>(13) to review the share incentive plans;</p> <p>(14) to review proposals raised by shareholders who hold 3% or more of shares of the Bank;</p>	<p>Article 70 Article 87 The shareholders' general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law:</p> <p><u>(1) to consider and approve the rules of procedure of the shareholders' general meeting, the Board of Directors and the Board of Supervisors;</u></p> <p>(2) to elect and replace directors and supervisors which are not appointed as representatives of the employees, and to decide on the remuneration of the relevant directors and supervisors;</p> <p>(3) to review and approve reports made by the Board of Directors;</p> <p>(4) to review and approve reports made by the Board of Supervisors;</p> <p>(1)-(5) to decide on the business policies and investment plans of the Bank;</p> <p>(5)-(6) to review and approve the Bank's proposed annual financial budget and final accounts;</p> <p>(6)-(7) to review and approve the Bank's plans for profit distribution and loss recovery;</p> <p>(7)-(8) to adopt resolutions concerning the increase or reduction in the Bank's registered capital;</p> <p><u>(9) to adopt resolutions on the repurchase of the Bank's shares in accordance with the laws;</u></p> <p>(8)-(10) to adopt resolutions regarding the issuance of corporate bonds or other securities and company listing;</p> <p>(12)-(11) to decide and approve on the change in the use of proceeds on the funds raised;</p> <p>(13)-(12) to review <u>and approve proposal</u> for the share incentive plans;</p> <p>(9)-(13) to adopt resolutions on the merger, division, dissolution, liquidation or other change in corporate form of the Bank;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(15) to review other issues which should be decided by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules or these Articles.</p> <p>The matters mentioned above are within the shareholders' general meeting's scope of authority and shall be examined and decided by the shareholders' general meetings. If it is necessary, reasonable and legal, the decision-making for any specific issues related to the foregoing issues which are unable or unnecessary to be decided immediately at the shareholders' general meeting can be delegated to the Board of Directors. If the shareholders delegate their decision-making to the Board of Directors, the authorization given shall be clear and specific. If these Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolution, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If these Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolution, such resolutions shall be approved by two-thirds or more of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.</p>	<p>(10)(14) to amend these Articles;</p> <p>(11)(15) to decide on the engagement, dismissal <u>of the accounting firm performing regular statutory audit on the Bank's financial reports</u> or the discontinuation of the appointment of the <u>Bank's</u>-accounting firm;</p> <p>(14)(16) to review proposals raised by shareholders who hold 3% or more of shares of the Bank;</p> <p>(15)(17) to review <u>and approve</u> other issues which should be decided by the shareholders' general meeting as stipulated by the laws, administrative-regulations, departmental rules-<u>regulatory provisions</u> or these Articles.</p> <p>The matters mentioned above <u>are within the shareholders' general meeting's scope of authority and shall be examined and decided by the shareholders' general meetings shall not be granted to the Board of Directors, other institutions or individuals to exercise.</u> If it is necessary, reasonable and legal, the decision-making for <u>the implementation and execution of</u> any specific issues related to the foregoing issues which are unable or unnecessary to be decided immediately at the shareholders' general meeting can be delegated to the Board of Directors. If the shareholders delegate their decision-making to the Board of Directors, the authorization given shall be clear and specific. If these Articles require that <u>the abovementioned authorities matters</u>-to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolution, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If these Articles require that <u>authority matters</u>-to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolution, such resolutions shall be approved by two-thirds or more of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 71 There are two types of shareholders' general meetings: annual general meetings and extraordinary general meetings. The annual general meeting shall be held once a year within six (6) months after the financial year end.</p>	<p>Article 71 Article 88 There are two types of shareholders' general meetings: annual general meetings and extraordinary general meetings. The annual general meeting shall be held once a year within six (6) months after the previous financial year end.</p>
<p>Article 72 An extraordinary general meeting shall be convened within two months from the date of occurrence of any of the following events:</p> <p>(1) the number of directors is less than two-thirds of the number stipulated in these Articles;</p> <p>(2) the unrecovered losses of the Bank reaches one-third of the Bank's total share capital;</p> <p>(3) shareholders who individually or jointly hold more than one-tenth of the voting shares of the Bank have requested in writing to convene the meeting;</p> <p>(4) the Board of Directors deems it necessary to convene the meeting;</p> <p>(5) the Board of Supervisors proposes to convene the meeting;</p> <p>(6) more than half of the independent directors propose to convene the meeting (if there are only two independent directors, then the two independent directors unanimously propose to convene);</p> <p>(7) more than half of the external supervisors to convene the meeting (if there are only two external supervisors, then the two external supervisors unanimously propose to convene);</p> <p>(8) any other circumstances as stipulated by the laws, administrative regulations, departmental rules or these Articles.</p>	<p>Article 72 Article 89 An extraordinary general meeting shall be convened within two months from the date of occurrence of any of the following events:</p> <p>(1) the number of directors fails to meet the minimum number required by the Company Law or is less than two-thirds of the number stipulated in these Articles;</p> <p>(2) the unrecovered losses of the Bank reaches one-third of the Bank's total paid-in share capital;</p> <p>(3) shareholders who individually or jointly hold more than one-tenth 10% of the total voting shares of-issued by the Bank have requested in writing to convene the extraordinary general meeting;</p> <p>(6) (4) more than half and at least two of the independent directors propose to convene the extraordinary general meeting (if there are only two independent directors, then the two independent directors unanimously propose to convene);</p> <p>(7) (5) more than half of the external supervisors to convene the meeting (if there are only two external supervisors, then the two external supervisors unanimously propose to convene);</p> <p>(4) (6) the Board of Directors deems it necessary to convene the meeting;</p> <p>(5) (7) the Board of Supervisors proposes to convene the meeting;</p> <p>(8) any other circumstances as stipulated by the laws, administrative regulatory provisions or these Articles.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 73 The Bank shall convene shareholders’ general meetings either at its domicile or at any other place specified in the notice of a shareholders’ general meeting.</p> <p>The Bank shall arrange for the venue such that a physical meeting can be held. The Bank can also make available the participation of the shareholders’ general meeting through Internet or other means given the conditions are ready for the convenience of the shareholders. Shareholders participating the general meeting by such means shall be regarded as present.</p> <p>When a shareholders’ general meeting is being held, the Bank shall engage lawyers to observe the meeting and give legal opinions as to the matters set out below:</p> <p>(1) whether the procedures for convening and holding the meeting are in compliance with the laws, administrative rules and these Articles;</p> <p>(2) whether the qualifications of the attendees and convener are legal and valid;</p> <p>(3) whether the voting procedures and voting outcome of the shareholders’ general meeting are legal and valid;</p> <p>(4) legal opinions on other relevant issues as requested by the Bank.</p>	<p>Article 73 Article 90 The Bank shall convene shareholders’ general meetings either at its domicile or at any other place specified in the notice of a shareholders’ general meeting.</p> <p>The Bank shall arrange for the venue such that a physical meeting can be held. The Bank can also should make available the participation of the shareholders’ general meeting through safe, economical and convenient internet or other means given the conditions are ready for the convenience of the mid and minority shareholders. Shareholders participating the general meeting by such means shall be regarded as present.</p> <p>When a shareholders’ general meeting is being held, the Bank shall engage lawyers to observe the meeting and give legal opinions as to the matters set out below:</p> <p>(1) whether the procedures for convening and holding the meeting are in compliance with the laws, administrative rules and these Articles;</p> <p>(2) whether the qualifications of the attendees and convener are legal and valid;</p> <p>(2) whether the qualifications of the attendees and convener are legal and valid;</p> <p>(3) whether the voting procedures and voting outcome of the shareholders’ general meeting are legal and valid;</p> <p>(3) whether the voting procedures and voting outcome of the shareholders’ general meeting are legal and valid;</p> <p>(4) legal opinions on other relevant issues as requested by the Bank.</p> <p>(4) legal opinions on other relevant issues as requested by the Bank.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 74 The general meeting is convened by the Board of Directors and presided by the chairman of the Board of Directors. The Board of Directors shall convene shareholders' general meeting according to the provisions as set out in these Articles. If the Board of Directors is unable to perform or does not perform its duty of convening shareholders' general meeting, the Board of Supervisors shall convene and preside over the meeting in a timely manner. If the Board of Supervisors does not convene and preside over the meeting, shareholders individually or in aggregate holding one-tenth or more of the Bank's voting shares for a period longer than ninety consecutive days can convene and preside over the meeting.</p> <p>Article 101 A shareholders' general meeting shall be presided over by the chairman of the Board of Directors. If the chairman is unable to attend the meeting for any reasons, the vice chairman of the Board of Directors shall preside over the meeting. If the vice chairman is unable to attend the meeting for any reasons, a director elected by no less than half of the directors shall chair and preside over the meeting. If the shareholders have failed to elect a chairman for whatever reason, the shareholder that is present at the meeting (including any proxy of such a shareholder) holding the most voting shares shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the Board of Supervisors shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable to attend the meeting for any reasons, a supervisor elected by no less than half of the supervisors shall preside over the meeting.</p>	<p>Article 74 Article 91 <u>The shareholders' general meeting is convened by the Board of Directors in accordance with the laws, regulations, regulatory provisions and these Articles</u> and presided by the chairman of the Board of Directors. <u>If the chairman is unable to preside over the meeting for any reason, the chairman shall designate another director to preside over the meeting. If the chairman is unable to preside over the meeting, and no other director is designated, a director elected by no less than half of the directors shall preside over the shareholders' general meeting.</u> If the Board of Directors is unable to perform or does not perform its duty of convening shareholders' general meeting, the Board of Supervisors shall convene and preside over the meeting in a timely manner, <u>which shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable to attend the meeting for any reason, a supervisor jointly elected by no less than half of the supervisors shall preside over the shareholders' general meeting.</u> If the Board of Supervisors does not convene and preside over the meeting, shareholders individually or in aggregate holding one-tenth or more of the Bank's voting shares for a period longer than ninety consecutive days can convene and preside over the meeting, <u>which shall be presided over by a representative elected by conveners of meeting.</u></p> <p><u>If for any reason the shareholders are unable to elect a chairman of the meeting, the shareholder (including proxy) present at the meeting holding the largest number of voting shares shall be the chairman of the meeting.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>A shareholders' general meeting convened by the shareholders shall be presided over by a representative recommended by the conveners.</p>	<p>Article 101 A shareholders' general meeting shall be presided over by the chairman of the Board of Directors. If the chairman is unable to attend the meeting for any reasons, the vice chairman of the Board of Directors shall preside over the meeting. If the vice chairman is unable to attend the meeting for any reasons, a director elected by no less than half of the directors shall chair and preside over the meeting. If the shareholders have failed to elect a chairman for whatever reason, the shareholder that is present at the meeting (including any proxy of such a shareholder) holding the most voting shares shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the Board of Supervisors shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable to attend the meeting for any reasons, a supervisor elected by no less than half of the supervisors shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the shareholders shall be presided over by a representative recommended by the conveners.</p>
<p>Article 75 More than half of independent Directors are entitled to propose to the Board of Directors that an extraordinary Shareholders' general meeting be convened, and shall submit the proposal in writing. The Board of Directors shall, within ten days of receiving the proposal, provide written feedback stating whether they agree to or object to the proposal in accordance with the laws, administrative regulations and these Articles.</p>	<p>Article 75 <u>Article 92</u> More than half of independent Directors are entitled to propose to the Board of Directors that an extraordinary Shareholders' general meeting be convened, and shall submit the proposal in writing. The Board of Directors shall, within ten days of receiving the proposal, provide written feedback stating whether they agree to or object to the proposal in accordance with the laws, administrative regulations, regulatory provisions and these Articles.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>The Board of Directors shall issue notice of a shareholders' general meeting within five days of resolution of the Board of Directors upon agreeing to convene an extraordinary Shareholders' general meeting. Where the Board of Directors object to convene an extraordinary Shareholders' general meeting, it shall provide reasons.</p>	<p>The Board of Directors shall issue notice of a shareholders' general meeting within five days of resolution of the Board of Directors upon agreeing to convene an extraordinary Shareholders' general meeting. Where the Board of Directors object to convene an extraordinary Shareholders' general meeting, it shall provide reasons.</p>
<p>Article 76 The Board of Supervisors or more than half of external supervisors are entitled to propose for convening of extraordinary Shareholders' general meeting to the Board of Directors, and shall submit the proposal in writing. The Board of Directors shall grant feedback in writing of agreement or disagreement within ten days subsequent to the receipt of the proposal in accordance with prescriptions of the law, administrative rules and these Articles.</p> <p>The Board of Directors shall give notice of a shareholders' general meeting within five days subsequent to resolution of the Board upon agreeing to convene an extraordinary Shareholders' general meeting and shall obtain consent of the Board of Supervisors on any alteration of the original proposal.</p> <p>If the Board of Directors disagrees with convening of an extraordinary Shareholders' general meeting or does not grant feedback within ten days subsequent to the receipt of the proposal, it shall be deemed as unable to perform or have not performed its duties of convening shareholders general meeting, and the Board of Supervisors may convene and preside over a meeting by itself.</p>	<p>Article 76 Article 93 The Board of Supervisors or more than half of external supervisors are entitled to propose for convening of extraordinary Shareholders' general meeting to the Board of Directors, and shall submit the proposal in writing. The Board of Directors shall grant feedback in writing of agreement or disagreement within ten days subsequent to the receipt of the proposal in accordance with prescriptions of the law, <u>administrative rules-regulations, regulatory provisions</u> and these Articles.</p> <p>The Board of Directors shall give notice of a shareholders' general meeting within five days subsequent to resolution of the Board upon agreeing to convene an extraordinary Shareholders' general meeting and shall obtain consent of the Board of Supervisors on any alteration of the original proposal.</p> <p>If the Board of Directors disagrees with convening of an extraordinary Shareholders' general meeting or does not grant feedback within ten days subsequent to the receipt of the proposal, it shall be deemed as unable to perform or have not performed its duties of convening shareholders' general meeting, and the Board of Supervisors may convene and preside over a meeting by itself.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 77 Shareholders individually or in aggregate holding 10% or more of the Bank's voting shares have the right to request that the Board of Directors convene an extraordinary Shareholders' general meeting or a class shareholder meeting, and such requests should be made in writing and state the topics of meeting. The Board of Directors shall grant feedback in writing of whether to convene the extraordinary shareholders' general meeting or class shareholder meeting within ten days from the receiving date of such request in accordance with the laws, administrative regulations and these Articles. The shareholding based on their shareholdings held by shareholders on the date such request is proposed in writing.</p> <p>The Board of Directors shall give notice of a shareholders' general meeting or a class shareholder meeting within five days from adoption of the resolution of the Board upon agreeing to convene an extraordinary shareholders' general meeting or a class shareholder meeting, and shall obtain the consent of the relevant shareholders in relation to any change to the original proposals stated in the notice.</p> <p>If the Board of Directors decides against the convening of an extraordinary Shareholders' general meeting or a class shareholder meeting, or the Board of Directors fails to grant feedback within ten days from receiving the proposal, shareholders individually or in aggregate holding 10% or more of the Bank's voting shares are entitled to propose for convening an extraordinary Shareholders' general meeting or a class shareholder meeting, and shall send a request to the Board of Supervisors in writing.</p>	<p>Article 77 Article 94 Shareholders individually or in aggregate holding 10% or more of the Bank's voting shares have the right to request that the Board of Directors convene an extraordinary Shareholders' general meeting or a class shareholder meeting, and such requests should be made in writing and state the topics of meeting. The Board of Directors shall grant feedback in writing of whether to convene the extraordinary shareholders' general meeting or class shareholder meeting within ten days from the receiving date of such request in accordance with the laws, administrative regulations, regulatory provisions and these Articles. The shareholding is based on their shareholdings held by shareholders on the date such request is proposed in writing.</p> <p>The Board of Directors shall give notice of a shareholders' general meeting or a class shareholder meeting within five days from adoption of the resolution of the Board upon agreeing to convene an extraordinary shareholders' general meeting or a class shareholder meeting, and shall obtain the consent of the relevant shareholders in relation to any change to the original proposals stated in the notice.</p> <p>If the Board of Directors decides against the convening of an extraordinary Shareholders' general meeting or a class shareholder meeting, or the Board of Directors fails to grant feedback within ten days from receiving the proposal, shareholders individually or in aggregate holding 10% or more of the Bank's voting shares are entitled to propose for convening an extraordinary Shareholders' general meeting or a class shareholder meeting, and shall send a request to the Board of Supervisors in writing.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Where the The Board of Supervisors agrees to convene the extraordinary shareholders’ meeting or class shareholders meeting, it shall give notice of a Shareholders’ general meeting or a class shareholder meeting within five days of receiving the request, and any change to the original proposals stated in the notice shall obtain the consent of the relevant shareholders.</p> <p>If the Board of Supervisors fails to issue notice of the Shareholders’ general meeting or class shareholder meeting, the Board of Supervisors will be deemed not to convene or preside over the Shareholders’ general meeting or class shareholder meeting and such a meeting may be convened and presided over by shareholders who individually or in aggregate, for at least ninety consecutive days, hold 10% or more of the Bank’s voting shares (the “Convening Shareholders”).</p>	<p>Where the The Board of Supervisors agrees to convene the extraordinary shareholders’ meeting or class shareholders meeting, it shall give notice of a Shareholders’ general meeting or a class shareholder meeting within five days of receiving the request, and any change to the original proposals stated in the notice shall obtain the consent of the relevant shareholders.</p> <p>If the Board of Supervisors fails to issue notice of the Shareholders’ general meeting or class shareholder meeting, the Board of Supervisors will be deemed not to convene or preside over the Shareholders’ general meeting or class shareholder meeting and such a meeting may be convened and presided over by shareholders who individually or in aggregate, for at least ninety consecutive days, hold 10% or more of the Bank’s voting shares (<u>hereinafter referred to as</u> the “Convening Shareholders”).</p>
<p>Article 78 If either the Board of Supervisors or shareholders propose to convene a shareholders’ general meeting on their own initiatives, the Board of Directors shall be informed in writing.</p> <p>The shareholding proportion of the Convening Shareholders before making resolutions in the shareholders’ general meeting shall not be less than one-tenth.</p> <p>The Convening Shareholders shall submit the relevant evidentiary materials to relevant regulatory authorities when the Convening Shareholders issue the notice of shareholders’ general meeting and the announcement of the resolutions passed at the shareholders’ general meeting.</p>	<p>Article 78 Article 95 If either the Board of Supervisors or shareholders propose to convene a shareholders’ general meeting on their own initiatives, the Board of Directors shall be informed in writing.</p> <p>The shareholding proportion of the Convening Shareholders before making resolutions in the shareholders’ general meeting shall not be less than one-tenth <u>10%</u>.</p> <p>The Convening Shareholders shall submit the relevant evidentiary materials to relevant regulatory authorities when the Convening Shareholders issue the notice of shareholders’ general meeting and the announcement of the resolutions passed at the shareholders’ general meeting.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 79 With respect to a shareholders' general meeting convened by the Board of Supervisors or the shareholders, the Board of Directors and the secretary of the Board of Directors shall cooperate. The Board of Directors shall offer the register of shareholders as at the shareholding registration date.</p> <p>If the Board of Directors fails to provide the register of shareholders, the conveners may apply to the securities registration and clearing institution for the register of shareholders, taking with them the announcement regarding the notice convening the shareholders' general meeting. The register of shareholders provided to the conveners shall only be used for the shareholders' general meeting and shall not be used for other purposes.</p>	<p>Article 79 Article 96 With respect to a shareholders' general meeting convened by the Board of Supervisors or the shareholders, the Board of Directors and the secretary of the Board of Directors shall cooperate. The Board of Directors shall offer the register of shareholders as at the shareholding registration date.</p> <p>If the Board of Directors fails to provide the register of shareholders, the conveners may apply to the securities registration and clearing institution for the register of shareholders, taking with them the announcement regarding the notice convening the shareholders' general meeting. The register of shareholders provided to the conveners shall only be used for the shareholders' general meeting and shall not be used for other purposes.</p>
<p>Article 80 Necessary costs arising out of a shareholders' general meeting convened by the Board of Supervisors or the shareholders on their own shall be borne by the Bank.</p>	<p>Article 80 Article 97 Necessary costs arising out of a shareholders' general meeting convened by the Board of Supervisors or the shareholders on their own shall be borne by the Bank.</p>
<p>Article 81 The proposal of Shareholders' general meetings shall meet all of the following requirements:</p> <p>(1) the contents of the proposal shall be within the scope of authority of the shareholders' general meeting;</p> <p>(2) it shall have definite topics for consideration and specific items to be decided by resolution;</p> <p>(3) it shall be in compliance with the laws, administrative regulations and the relevant provisions of these Articles;</p> <p>(4) it shall be in written form and submitted or delivered to the convener of Board of Directors.</p>	<p>Adjusted to Article 117 of the amended Articles</p>

<p align="center">Existing Provision of Articles of Association</p>	<p align="center">Amended Provision of Articles of Association</p>
<p>Article 82 When the Bank convenes shareholders’ general meetings, the Board of Directors, the Board of Supervisors and shareholders individually or in aggregate holding 3% or more of the Bank’s voting shares shall be entitled to submit their proposals to the Bank.</p> <p>Shareholders individually or in aggregate holding 3% or more of the Bank’s voting shares may submit provisional proposals to the convener in writing ten days prior to the date of the shareholders’ general meeting. The convener shall issue a supplementary notice of the shareholders’ general meeting with the content of such provisional proposals. Upon review and satisfaction that such provisional proposals comply with the provisions in Article 81 of these Articles, within two days after receipt thereof. Requirements otherwise provided in the listing rules of the stock exchange where the Bank’s shares are listed shall also be met.</p> <p>Except for the circumstances provided in the preceding paragraph, the conveners shall not amend nor add any new proposals to those which are set out in the original notice of the shareholders’ general meeting.</p> <p>Proposals which have not been set out in the notice of a shareholders’ general meeting or which are not in compliance with Article 81 of these Articles shall not be put forward and voted upon as resolutions at a shareholders’ general meeting.</p>	<p>Adjusted to Article 117 and Article 118 of the amended Articles</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 83 When the Bank is to convene a shareholders' general meeting, a written notice shall be sent forty-five days before the shareholders' general meeting. Shareholders who wish to attend the shareholders' general meeting shall provide a written reply of attendance to the Bank twenty days before the shareholders' general meeting is convened.</p>	<p>Article 83 Article 98 When the Bank is to convene a shareholders' general meeting, a written notice shall be sent <u>given to each shareholder on the time and venue of the meeting as well as matters to be considered</u> forty-five days <u>twenty days</u> before the shareholders' general meeting. <u>Notice of an extraordinary general meeting shall be given to each shareholder fifteen days before the meeting.</u> Shareholders who wish to attend the shareholders' general meeting shall provide a written reply of attendance to the Bank twenty days before the shareholders' general meeting is convened.</p>
<p>Article 84 The Bank shall calculate the proportion of voting shares held by shareholders who wish to attend the meeting based on the written replies received twenty days before the shareholders' general meeting that is convened by the Bank. Where the proportion of voting shares held by shareholders who wish to attend the meeting exceeds half of the total voting shares of the Bank, the Bank may convene the shareholders' general meeting. If this threshold is not met, the Bank shall inform the shareholders within five days via an announcement stipulating the matters to be considered and the venue, date and time of the meeting. Once this announcement is made, the Bank may then proceed to convene the shareholders' general meeting.</p>	<p>Article 84 The Bank shall calculate the proportion of voting shares held by shareholders who wish to attend the meeting based on the written replies received twenty days before the shareholders' general meeting that is convened by the Bank. Where the proportion of voting shares held by shareholders who wish to attend the meeting exceeds half of the total voting shares of the Bank, the Bank may convene the shareholders' general meeting. If this threshold is not met, the Bank shall inform the shareholders within five days via an announcement stipulating the matters to be considered and the venue, date and time of the meeting. Once this announcement is made, the Bank may then proceed to convene the shareholders' general meeting.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 85 The notice of a shareholders' general meeting shall meet the following requirements:</p> <p>(1) it is in written form;</p> <p>(2) it indicates the date, time and venue of the meeting;</p> <p>(3) it shall state the matters to be considered at the meeting;</p> <p>(4) it shall contain all necessary information and explanation to enable shareholders to make informed decisions on the matters to be discussed. This means that when the following matters which shall include (but shall not be limited to) any merger, share repurchase, share capital reorganization or other restructuring proposals are involved, the detailed terms of the proposed transaction, copies of the proposed agreement (if any) and detailed explanation as to the cause and effect of such proposed transaction shall be provided;</p> <p>(5) if any of the directors, supervisors or senior management officers have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the effects of the matters to be discussed have a different effect on a director, supervisor or member of senior management as shareholders compared to other shareholders of that same class, the differences shall be explained;</p> <p>(6) it shall contain the full text of any proposed special resolution to be voted at the meeting;</p>	<p>Article 85 Article 99 The notice of a shareholders' general meeting shall meet the following requirements:</p> <p>(1) it is in written form;</p> <p>(2) it indicates the date, time and venue of the meeting;</p> <p>(3) it shall state the matters to be considered at the meeting;</p> <p>(4) it shall contain all necessary information and explanation to enable shareholders to make informed decisions on the matters to be discussed. This means that when the following matters which shall include (but shall not be limited to) any merger, share repurchase, share capital reorganization or other restructuring proposals are involved, the detailed terms of the proposed transaction, copies of the proposed agreement (if any) and detailed explanation as to the cause and effect of such proposed transaction shall be provided;</p> <p>(5) if any of the directors, supervisors or senior management officers have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the effects of the matters to be discussed have a different effect on a director, supervisor or member of senior management officer as shareholders compared to other shareholders of that same class, the differences shall be explained;</p> <p>(6) it shall contain the full text of any proposed special resolution to be voted at the meeting;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(7) it shall contain a prominent statement stating that a shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf and such proxy need not be a shareholder;</p> <p>(8) it shall state the shareholding registration date of the shareholders who are entitled to attend the meeting;</p> <p>(9) it shall state the time and address for lodging the proxy forms of the relevant meeting;</p> <p>(10) it shall state the name and phone number of the contact person for meeting affairs;</p> <p>(11) it shall satisfy other requirements stipulated by the laws, administrative regulations, departmental rules and these Articles.</p> <p>A blank proxy form shall also be delivered together with the notice of a shareholders' general meeting.</p>	<p>(7) it shall contain a prominent statement stating that a shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf and such proxy need not be a shareholder;</p> <p>(8) it shall state the shareholding registration date of the shareholders who are entitled to attend the meeting;</p> <p>(9) it shall state the time and address for lodging the proxy forms of the relevant meeting;</p> <p>(10) it shall state the name and phone number of the contact person for meeting affairs;</p> <p><u>(11) it shall state the issuance date of the notice of the shareholders' general meeting;</u></p> <p>(11) (12) it shall satisfy other requirements stipulated by the laws, administrative regulations, departmental rules-regulatory provisions and these Articles.</p> <p>A blank proxy form shall also be delivered together with the notice of a shareholders' general meeting.</p> <p><u>The text of the notice of meeting shall be given in Chinese or English. In case of any discrepancy between the two versions, the Chinese version shall prevail.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 86 The notice of a shareholders' general meeting shall be delivered by hand or prepaid mail to all shareholders (regardless whether they have voting rights at the shareholders' general meeting). The address of the recipients shall be the address registered in the register of shareholders. For holders of domestic shares, the notice of a shareholders' general meeting may be in form of an announcement.</p> <p>The aforesaid announcement shall be published in one or more newspapers specified by the securities regulatory authority between the forty-five (45) to fifty (50) day interval prior to the meeting date. All holders of domestic shares shall be deemed as having been notified of the forthcoming shareholders' general meeting once the announcement is published.</p> <p>For holders of H shares, subject to the compliance with the applicable laws, administrative regulations, departmental rules, listing rules of the stock exchange where the Bank's shares are listed, these Articles and the requirements of the relevant regulatory authorities, the Bank may choose to notify such shareholders of a shareholders' general meeting by publishing the notice on the websites of the Bank and The Hong Kong Stock Exchange.</p> <p>Where, as a result of accidental omission, a notice of meeting is not given to a shareholder who is entitled to receive such notice or where such shareholder has not received the notice, the meeting or any resolution adopted at the meeting shall not be invalidated as a result.</p>	<p>Article 86 Article 100 The notice of a shareholders' general meeting shall be delivered by hand or prepaid mail to all shareholders (regardless whether they have voting rights at the shareholders' general meeting). The address of the recipients shall be the address registered in the register of shareholders.</p> <p>For holders of domestic shares, the notice of a shareholders' general meeting (including the notice of the domestic share class meeting) may be in form of an announcement.</p> <p>The aforesaid announcement shall be published in one or more newspapers specified by the securities regulatory authority under the State Council between the forty-five (45) to fifty (50) day interval prior to the meeting date. All holders of domestic shares shall be deemed as having been notified of the forthcoming shareholders' general meeting once the announcement is published.</p> <p>For holders of H shares, subject to the compliance with the applicable laws, administrative regulations, departmental rules, listing rules of the stock exchange where the Bank's shares are listed, these Articles and the requirements of the relevant regulatory authorities, the Bank may choose to notify such shareholders of a shareholders' general meeting by publishing the notice on the websites of the Bank and The Hong Kong Stock Exchange.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p><u>Subject to the satisfaction of laws and regulations, the notice of a shareholders' general meeting (including the notice of H share class meeting) issued to the holders of H shares may be published on the website of the Bank, the website of the Hong Kong Stock Exchange and other websites as stipulated by the Listing Rules from time to time, in lieu of delivery by hand or by prepaid mail to the holders of H shares of the Bank.</u></p> <p>Where, as a result of accidental omission, a notice of meeting is not given to a shareholder<u>person</u> who is entitled to receive such notice or where such shareholder<u>person</u> has not received the notice, the meeting or any resolution adopted at the meeting shall not be invalidated as a result.</p>
<p>Article 87 Once the notice of a shareholders' general meeting is issued, the meeting shall not be postponed or cancelled without valid reasons, and proposals contained in the notice shall not be withdrawn. In the event of any postponement or cancellation, the convener shall make an announcement and state the reasons at least two working days before the scheduled meeting date.</p>	<p>Article 87<u>Article 101</u> Once the notice of a shareholders' general meeting is issued, the meeting shall not be postponed or cancelled without valid reasons, and proposals contained in the notice shall not be withdrawn. In the event of any postponement or cancellation, the convener shall make an announcement and state the reasons at least two working days before the scheduled meeting date.</p>
<p>Article 88 If the election of directors and supervisors is intended to be discussed at the shareholders' general meeting, the notice of the shareholders' general meeting shall fully disclose the details of the candidates for the role of directors and supervisors, and shall at least include the following particulars:</p> <p>(1) personal particulars, such as education background, work experience and any part-time work undertaken;</p>	<p>Article 88<u>Article 102</u> If the election of directors and supervisors is intended to be discussed at the shareholders' general meeting, the notice of the shareholders' general meeting shall fully disclose the details of the candidates for the role of directors and supervisors, and shall at least include the following particulars:</p> <p>(1) personal particulars, such as education background, work experience and any part-time work undertaken;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(2) whether there is any related party relationship with the Bank or with the controlling shareholders and de facto controllers of the Bank;</p> <p>(3) disclosure of their shareholding in the Bank;</p> <p>(4) whether they have been subject to any penalties imposed by the regulatory authority and other relevant departments, and any stock exchange disciplinary action;</p> <p>(5) information in relation to the new appointment or re-designation of directors or supervisors as required by the Listing Rules.</p>	<p>(2) whether there is any related party relationship with the Bank or with the controlling shareholders and de facto controllers of the Bank;</p> <p>(3) disclosure of their shareholding in the Bank;</p> <p>(4) whether they have been subject to any penalties imposed by the regulatory authority and other relevant departments, and any stock exchange disciplinary action;</p> <p>(5) information in relation to the new appointment or re-designation of directors or supervisors as required by the Listing Rules.</p>
<p>Article 89 General methods and procedures to nominate and elect directors and supervisors are as follows:</p> <p>(1) Candidates for directors and supervisors who are not staff representatives shall be nominated by the Nomination and Remuneration Committee of the Board of Directors or Nomination Committee of the Board of Supervisors respectively, and the number of such persons to be elected shall be within the number of persons stipulated in these Articles. Shareholders individually or in aggregate holding 3% or more of the Bank's voting shares may propose candidates for directors to the Board of Directors or candidates for supervisors to the Board of Supervisors, but the number of persons nominated shall be in compliance with the provisions of these Articles and shall not exceed the number of persons proposed to be elected.</p>	<p>Adjusted to Article 121, Article 154 and Article 221 of the amended Articles</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p align="center">Existing Provision of Articles of Association</p>	<p align="center">Amended Provision of Articles of Association</p>
<p>The same shareholder and his/her/its associates shall not nominate a candidate for a director and another candidate for a supervisor at the shareholders’ general meeting; if the candidate for a director (or supervisor) nominated by such shareholder and his/her/its associates is appointed as a director (or supervisor), the shareholder shall not nominate any candidate for supervisor (or director) prior to the expiry of the term of office of such person.</p> <p>The number of directors (or supervisors) nominated by any same shareholder and his/her/its associates in principle shall not exceed one third of the total number of the members of the Board of Directors (or Board of Supervisors). Such shareholder and his/her/its associates shall only nominate one candidate for independent director or external supervisor, and shall not nominate candidates for both independent director and external supervisor, unless otherwise required by the laws, administrative regulations, departmental rules, other regulatory documents, listing rules of the stock exchange where the Bank’s shares are listed.</p> <p>(2) The Nomination and Remuneration Committee of the Board of Directors shall conduct preliminary assessment of the qualifications and conditions of the candidates for directors and supervisors respectively, and propose the candidates passing such assessment to the Board of Directors, Board of Supervisors for consideration respectively; and propose them to the shareholders’ general meeting by way of written resolutions after they are considered and approved by the Board of Directors, Board of Supervisors.</p>	

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(3) The candidates for directors and supervisors shall, before the convening of the shareholders' general meeting, make written undertakings, express their consent to their nomination, confirm the truthfulness and completeness of their publicly – disclosed information and undertake that they will duly perform their duties upon election.</p> <p>(4) Voting on each candidate for directors and supervisors shall be carried out at the shareholders' general meeting separately. The Board of Directors and the Board of Supervisors, before the convening of the shareholders' general meeting, shall disclose the detailed information on the candidates for directors and supervisors to the shareholders in accordance with the laws, regulations and these Articles, so as to ensure that the shareholders will have sufficient knowledge on the candidates when casting their votes.</p> <p>(5) When an additional director or supervisor is temporarily nominated, the Nomination and Remuneration Committee of the Board of Directors or the Board of Supervisors or the shareholders satisfying the conditions for making such nomination may propose a candidate to the Board of Directors or the Board of Supervisors for consideration, and to the shareholders' general meeting for election or replacement.</p>	
<p>Article 90 The Board of Directors and other conveners shall take necessary measures to maintain order at shareholders' general meetings. Behaviors such as disruption of the meeting, provocation of trouble and infringement on the legitimate rights and interests of shareholders shall be prevented and promptly reported to relevant authorities for investigation.</p>	<p>Article 90 Article 103 The Board of Directors and other conveners shall take necessary measures to maintain order at shareholders' general meetings. Behaviors such as disruption of the meeting, provocation of trouble and infringement on the legitimate rights and interests of shareholders shall be prevented and promptly reported to relevant authorities for investigation.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 91 All shareholders whose names appear on the register of shareholders on the date of registration of equity entitlements or their proxies shall be entitled to attend the shareholders' general meeting and exercise their voting rights in accordance with the relevant laws, regulations and these Articles.</p> <p>Shareholders may attend the shareholders' general meeting in person and shall be entitled to appoint proxies to attend and vote on their behalf. A proxy may exercise the following powers at a shareholders' general meeting:</p> <p>(1) the same right of speech as the shareholder at the meeting;</p> <p>(2) the authority to demand or join other shareholders in demanding a poll;</p> <p>(3) the right to vote by a show of hands or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.</p>	<p>Article 91 Article 104 All shareholders whose names appear on the register of shareholders on the date of registration of equity entitlements or their proxies shall be entitled to attend the shareholders' general meeting and exercise their voting rights in accordance with the relevant laws, regulations, <u>regulatory provisions</u> and these Articles.</p> <p>Shareholders may attend the shareholders' general meeting in person and shall be entitled to appoint proxies to attend and vote on their behalf. A proxy may exercise the following powers at a shareholders' general meeting:</p> <p>(1) the same right of speech as the shareholder at the meeting;</p> <p>(2) the authority to demand or join other shareholders in demanding a poll;</p> <p>(3) the right to vote by a show of hands or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.</p>
<p>Article 91...</p> <p>Shareholders may attend the shareholders' general meeting in person and shall be entitled to appoint proxies to attend and vote on their behalf. A proxy may exercise the following powers at a shareholders' general meeting:</p> <p>(1) the same right of speech as the shareholder at the meeting;</p> <p>(2) the authority to demand or join other shareholders in demanding a poll;</p> <p>(3) the right to vote by a show of hands or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.</p>	<p>Article 91 Article 105 <u>Shareholders may attend the shareholders' general meeting in person and shall be entitled to appoint proxies to attend and vote on their behalf. Any shareholder entitled to attend and having voting rights at a shareholders' general meeting shall be entitled to appoint one or more persons (the(se) person(s) need not be shareholder(s)) as prox(ies) to attend and vote on their behalf.</u> A proxy may exercise the following powers at a shareholders' general meeting <u>in accordance with the authorization from that shareholder:</u></p> <p>(1) the same right of speech as the shareholder at the meeting;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p>(2) the authority to demand or join other shareholders in demanding a poll;</p> <p>(3) the right to vote by a show of hands or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.</p>
Addition	<p><u>Article 106 A shareholder shall entrust the proxy in writing. The written power of attorney shall be signed by the principal or by the proxy entrusted thereby in writing; if the principal is a legal person or other institution, the power of attorney shall be signed under the seal of the legal person or under the hand of its legal representative or other representative duly authorized.</u></p>
<p>Article 92 If an individual shareholder attends the meeting in person, he/she shall produce his/her own identification cards or other valid credentials or proof of their identities or share certificate or certificate providing proof of his/her shareholding. If a proxy is appointed to attend the meeting, the proxy shall produce his/her own identification cards or document, instrument of proxy and certificate providing proof of the shareholding of the appointing shareholder and share certificate.</p> <p>A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by its legal representative. If a legal representative attends the meeting, he/she shall produce his/her own identification cards or document, valid identification documents showing that he/she qualifies to serve as a legal representative. If a proxy attends the meeting, he/she shall produce his/her own identification cards or document, written power of attorney granted by the legal representative of the corporate shareholder.</p>	<p>Article 92Article 107 If an individual shareholder attends the meeting in person, he/she shall produce his/her own identification cards or other valid credentials or proof of their identities or share certificate or certificate providing proof of his/her shareholding. If a proxy is appointed to attend the meeting, the proxy shall produce his/her own identification cards or document, instrument of proxy and certificate providing proof of the shareholding of the appointing shareholder and share certificate.</p> <p>A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by its legal representative. If a legal representative attends the meeting, he/she shall produce his/her own identification cards or document, valid identification documents showing that he/she qualifies to serve as a legal representative. If a proxy attends the meeting, he/she shall produce his/her own identification cards or document, written power of attorney granted by the legal representative of the corporate shareholder.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 93 The power of attorney used by shareholders to appoint proxies to attend the shareholders' general meeting shall contain the following information:</p> <p>(1) name of the proxy;</p> <p>(2) whether or not the proxy has the right to vote;</p> <p>(3) instructions on how to vote (voting in the affirmative, negative, or in abstention) in relation to each of the resolutions on the agenda of the shareholders' general meeting;</p> <p>(4) date of issuance and term of validity;</p> <p>(5) signature (or seal) of the appointing shareholder; if the appointing shareholder is a corporate shareholder, the document shall be affixed with the legal person's seal.</p> <p>Article 94 The power of attorney should indicate the proxy may vote at his/her discretion if no specific instructions have been given by the shareholder.</p>	<p>Article 93 Article 108 The power of attorney proxy form used by shareholders to appoint proxies to attend the shareholders' general meeting shall contain the following information:</p> <p>(1) name of the proxy;</p> <p>(2) whether or not the proxy has the right to vote;</p> <p>(3) instructions on how to vote (voting in the affirmative, negative, or in abstention) in relation to each of the resolutions on the agenda of the shareholders' general meeting;</p> <p><u>(4) whether the proxy has the right to vote on extempore motions that may be added to the agenda of the Shareholders' general meeting and the specific instructions as to what vote to cast if he/she has such right to vote;</u></p> <p>(4)(5) date of issuance and term of validity;</p> <p>(5)(6) signature (or seal) of the appointing shareholder; if the appointing shareholder is a corporate shareholder, the document shall be affixed with the legal person's seal;</p> <p>Article 94(7) The power of attorney should indicate the proxy may vote at his/her discretion if no specific instructions have been given by the shareholder.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 95 The power of attorney shall be placed at the Bank’s domicile or at any other place designated in the notice of the shareholders’ general meeting, and at least twenty-four (24) hours prior to either the convening of the relevant meeting in which the resolutions are to be voted or the designated voting time. If the power of attorney is signed by a person authorized by the appointing shareholder instead of the appointing shareholder himself/herself, the power of attorney or other authorization documents authorizing the signing shall be notarized. The notarized power of attorney or other authorization documents shall, together with the proxy form authorizing the proxy to vote, be placed at the Bank’s domicile or any other place designated in the notice of the shareholders’ general meeting.</p> <p>In the event that the appointing shareholder is a legal person, the shareholder shall be represented at the shareholders’ general meeting of the Bank by the legal representative or persons authorized by the resolution of the Board of Directors or other decision-making body of such appointing shareholder.</p> <p>If the shareholder is an authorized clearing house as defined in Hong Kong Securities and Futures Ordinance (chapter 571 of the laws of Hong Kong) or its agent, such a shareholder is entitled to appoint one or more persons it deems suitable to act as its proxy in the shareholders’ general meeting or class shareholder general meeting. If two or more persons are appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The proxy forms shall be signed by the respective proxies appointed by the authorized clearing house, and the proxies so appointed may represent the authorized clearing house or its agent in exercising its rights at any meeting (without being required to present share certificate, certified statement of proxy and/or further evidence of due authorization) as if that proxy is a natural person shareholder of the Bank.</p>	<p>Article 95 Article 109 The power of attorney shall be placed at the Bank’s domicile or at any other place designated in the notice of the shareholders’ general meeting, and at least twenty-four (24) hours prior to either the convening of the relevant meeting in which the resolutions are to be voted or the designated voting time. If the power of attorney is signed by a person authorized by the appointing shareholder instead of the appointing shareholder himself/herself, the power of attorney or other authorization documents authorizing the signing shall be notarized. The notarized power of attorney or other authorization documents shall, together with the proxy form—authorizing the proxy to vote, be placed at the Bank’s domicile or any other place designated in the notice of the shareholders’ general meeting.</p> <p>In the event that the appointing shareholder is a legal person, the shareholder shall be represented at the shareholders’ general meeting of the Bank by the legal representative or persons authorized by the resolution of the Board of Directors or other decision-making body of such appointing shareholder.</p> <p>If the shareholder is an authorized clearing house as defined in Hong Kong Securities and Futures Ordinance (chapter 571 of the laws of Hong Kong) or its agent, such a shareholder is entitled to appoint one or more than one persons it deems suitable to act as its proxy in the shareholders’ general meeting or class shareholder general meeting. If two or more persons are appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The proxy forms shall be signed by the respective proxies appointed by the authorized clearing house, and the proxies so appointed may represent the authorized clearing house or its agent in exercising its rights at any meeting (without being required to present share certificate, certified statement of proxy and/or further evidence of due authorization) as if that proxy is a natural person shareholder of the Bank.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 96 The blank proxy form issued either by the Board of Directors or the convener of the shareholders' general meeting to the shareholder for the appointment of proxies shall freely allow the shareholder to instruct his/her proxy to vote as he/she sees fit (voting in the affirmative, negative, or in abstention), and to give separate instructions for each resolution that will be voted at the meeting.</p>	<p>Article 96 Article 110 The blank proxy form issued either by the Board of Directors or the convener of the shareholders' general meeting to the shareholder for the appointment of proxies shall freely allow the shareholder to instruct his/her proxy to vote as he/she sees fit (voting in the affirmative, negative, or in abstention), and to give separate instructions for each resolution that will be voted at the meeting.</p>
<p>Article 97 If the appointing shareholder has passed away, lost his/her ability to act, withdrawn the appointment, withdrawn the authorization of the signed proxy form or has transferred all of his/her shares prior to voting, as long as the Bank has not received any written notice regarding these matters before the commencement of the relevant meeting, the vote cast by the proxy in accordance with the proxy form shall remain valid.</p>	<p>Article 97 Article 111 If the appointing shareholder has passed away, lost his/her ability to act, withdrawn the appointment, withdrawn the authorization of the signed proxy form or has transferred all of his/her shares prior to voting, as long as the Bank has not received any written notice regarding these matters before the commencement of the relevant meeting, the vote cast by the proxy in accordance with the proxy form shall remain valid.</p>
<p>Article 98 The meeting attendance records shall be prepared by the Bank. The records shall, amongst other matters, contain the names (or corporate names) of the attendees, their identity card numbers, their residential addresses, the number of voting shares held or represented by them, and the names (or corporate names) of the proxies.</p>	<p>Article 98 Article 112 The meeting attendance records shall be prepared by the Bank. The records shall, amongst other matters, contain the names (or corporate names) of the attendees, their identity card <u>or passport</u> numbers, their residential addresses, the number of voting shares held or represented by them, and the names (or corporate names) of the proxies.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 99 The convener and the lawyers appointed by the Bank shall verify the legitimacy of the shareholders' qualifications based on the records available from the register of shareholders provided by the securities registration and clearing authority, and shall record the names (or corporate names) of shareholders attending the meeting and the number of voting shares held by them. The registration process for the meeting shall be completed before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them.</p>	<p>Article 99 Article 113 The convener and the lawyers appointed by the Bank shall verify the legitimacy of the shareholders' qualifications based on the records available from the register of shareholders provided by the securities registration and clearing authority, and shall record the names (or corporate names) of shareholders attending the meeting and the number of voting shares held by them. The registration process for the meeting shall be completed before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them.</p>
<p>Article 100 When the shareholders' general meeting is being convened, all the Bank's directors, supervisors and the Secretary to the Board of Directors shall attend the meeting. The senior management officers who are not directors shall observe the meeting.</p>	<p>Article 100 Article 114 When the shareholders' general meeting is being convened, all the Bank's directors, supervisors and the Secretary to the Board of Directors shall attend the meeting. The senior management officers who are not directors shall observe the meeting.</p>
<p>Article 103 At the annual shareholders' general meeting, the Board of Directors and the Board of Supervisors should both report to the shareholders on the work they have undertaken over the past year. Every independent director shall also report on the work.</p>	<p>Article 105 The chairman of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them, with the figures recorded in the attendance records prevailing.</p>
<p>Article 105 The chairman of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them, with the figures recorded in the attendance records prevailing.</p>	<p>Article 103 At the annual shareholders' general meeting, the Board of Directors and the Board of Supervisors should both report to the shareholders on the work they have undertaken over the past year. Every independent director shall also report on the work.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p align="center">Existing Provision of Articles of Association</p>	<p align="center">Amended Provision of Articles of Association</p>
<p>Article 101 A shareholders’ general meeting shall be presided over by the chairman of the Board of Directors. If the chairman is unable to attend the meeting for any reasons, the vice chairman of the Board of Directors shall preside over the meeting. If the vice chairman is unable to attend the meeting for any reasons, a director elected by no less than half of the directors shall chair and preside over the meeting. If the shareholders have failed to elect a chairman for whatever reason, the shareholder that is present at the meeting (including any proxy of such a shareholder) holding the most voting shares shall preside over the meeting.</p>	<p>Adjusted to Article 91 of the amended Articles</p>
<p>A shareholders’ general meeting convened by the Board of Supervisors shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable to attend the meeting for any reasons, a supervisor elected by no less than half of the supervisors shall preside over the meeting.</p> <p>A shareholders’ general meeting convened by the shareholders shall be presided over by a representative recommended by the conveners.</p>	

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 102 The Bank shall formulate the rules of procedure regarding the shareholders' general meeting, and specify the convening and voting procedures, including convening method, documents preparation, voting method, the abstention from voting by related party shareholders, notification, registration, and consideration of proposals, voting, counting of votes, announcement of voting results, formation of meeting resolutions, minutes of meetings and signature, announcements and the principle of authorization by the shareholders' general meeting to the Board of Directors. The authorization principle should be clear and specific in terms of contents. The rules of procedure for the shareholders' general meeting shall be prepared by the Board of Directors and approved by the shareholders' general meeting.</p>	<p>Article 102 Article 115 The Bank shall formulate the rules of procedure regarding the shareholders' general meeting, and specify the convening and voting procedures, including convening method, documents preparation, voting method, the abstention from voting by related party shareholders, notification, registration, and consideration of proposals, voting, counting of votes, announcement of voting results, formation of meeting resolutions, minutes of meetings and signature, announcements and the principle of authorization by the shareholders' general meeting to the Board of Directors. The authorization principle should be clear and specific in terms of contents. The rules of procedure for the shareholders' general meeting shall be prepared by the Board of Directors and approved by the shareholders' general meeting.</p>
<p>Article 104 Unless confidential trade secrets of the Bank are involved which shall not be disclosed, the directors, supervisors and senior management officers shall respond and give explanation to from shareholders at the shareholders' general meeting.</p>	<p>Adjusted to Article 136 of the amended Articles</p>
<p>Article 105 The chairman of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them, with the figures recorded in the attendance records prevailing.</p>	<p>Adjusted to Article 114 of the amended Articles</p>

<p align="center">Existing Provision of Articles of Association</p>	<p align="center">Amended Provision of Articles of Association</p>
<p>Article 106 Minutes shall be recorded for the shareholders’ general meeting, and the Secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information:</p> <p>(1) the time, venue, and agenda of the meeting, as well as the name (or corporate name) of the convener;</p> <p>(2) the names and positions of the chairman of the meeting, and the directors, supervisors and senior management officers who attend or observe the meeting;</p> <p>(3) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held by them, and the percentage in relation to the total number of the Bank’s shares;</p> <p>(4) the deliberation process for each resolution, key points of speeches made and voting outcome;</p> <p>(5) any enquiries or suggestions made by shareholders and corresponding response or explanation, etc.;</p> <p>(6) the name of the lawyer(s), vote counter and scrutineer;</p> <p>(7) any other matters required by the provisions of these Articles to be recorded in the minutes.</p>	<p>Adjusted to Article 137 of the amended Articles</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 107 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, Secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be filed and form part of the Bank's files. The Secretary to the Board of Directors shall preserve the files in accordance with the Bank's record management guidelines for at least ten years.</p>	<p>Adjusted to Article 138 of the amended Articles</p>
<p>Article 108 The convener shall ensure that the shareholders' general meeting does not end until final resolutions have been concluded. In the event that the shareholders' general meeting is adjourned or resolutions cannot be reached due to force majeure or other special circumstances, necessary measures shall be taken to reconvene the meeting as soon as possible or conclude the meeting immediately and an announcement shall be published in a timely manner.</p>	<p>Article 108 Article 116 The convener shall ensure that the shareholders' general meeting does not end until final resolutions have been concluded. In the event that the shareholders' general meeting is adjourned or resolutions cannot be reached due to force majeure or other special circumstances, necessary measures shall be taken to reconvene the meeting as soon as possible or conclude the meeting immediately and an announcement shall be published in a timely manner.</p>
<p>Section 5 Proposals and Notice of Shareholders' General Meetings</p>	<p>Section 5 Section 4 Proposals and Notice of Shareholders' General Meetings</p>
<p>Article 81 The proposal of shareholders' general meetings shall meet all of the following requirements:</p> <p>(1) the contents of the proposal shall be within the scope of authority of the shareholders' general meeting;</p> <p>(2) it shall have definite topics for consideration and specific items to be decided by resolution;</p> <p>(3) it shall be in compliance with the laws, administrative regulations and the relevant provisions of these Articles;</p>	<p>Article 82 Article 117 When the Bank convenes shareholders' general meetings, the Board of Directors, the Board of Supervisors and shareholders individually or in aggregate holding 3% or more of the Bank's voting shares shall be entitled to submit their proposals to the Bank.</p> <p>Article 81 The proposal of shareholders' general meetings shall meet all of the following requirements:</p> <p>(1) the contents of the proposal shall be within the scope of authority of the shareholders' general meeting;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(4) it shall be in written form and submitted or delivered to the convener of Board of Directors.</p> <p>Article 82 When the Bank convenes shareholders' general meetings, the Board of Directors, the Board of Supervisors and shareholders individually or in aggregate holding 3% or more of the Bank's voting shares shall be entitled to submit their proposals to the Bank.</p> <p>Shareholders individually or in aggregate holding 3% or more of the Bank's voting shares may submit provisional proposals to the convener in writing ten days prior to the date of the shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting with the content of such provisional proposals upon review and satisfaction that such provisional proposals comply with the provisions in Article 80 of these Articles, within two days after receipt thereof. Requirements otherwise provided in the listing rules of the stock exchange where the Bank's shares are listed shall also be met.</p> <p>Except for the circumstances provided in the preceding paragraph, the conveners shall not amend nor add any new proposals to those which are set out in the original notice of the shareholders' general meeting.</p> <p>Proposals which have not been set out in the notice of a shareholders' general meeting or which are not in compliance with Article 81 of these Articles shall not be put forward and voted upon as resolutions at a shareholders' general meeting.</p>	<p>(2) it shall have definite topics for consideration and specific items to be decided by resolution;</p> <p>(3) it shall be in compliance with the laws, administrative regulations, regulatory provisions and the relevant provisions of these Articles;</p> <p>(4) it shall be in written form and submitted or delivered to the convener of Board of Directors.</p> <p>Article 82 When the Bank convenes shareholders' general meetings, the Board of Directors, the Board of Supervisors and shareholders individually or in aggregate holding 3% or more of the Bank's voting shares shall be entitled to submit their proposals to the Bank.</p> <p>Shareholders individually or in aggregate holding 3% or more of the Bank's voting shares may submit provisional proposals to the convener in writing ten days prior to the date of the shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting with the content of such provisional proposals upon review and satisfaction that such provisional proposals comply with the provisions in Article 80 of these Articles, within two days after receipt thereof. Requirements otherwise provided in the listing rules of the stock exchange where the Bank's shares are listed shall also be met.</p> <p>Except for the circumstances provided in the preceding paragraph, the conveners shall not amend nor add any new proposals to those which are set out in the original notice of the shareholders' general meeting.</p> <p>Proposals which have not been set out in the notice of a shareholders' general meeting or which are not in compliance with Article 81 the above requirements of these Articles shall not be put forward and voted upon as resolutions at a shareholders' general meeting.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 82...</p> <p>Shareholders individually or in aggregate holding 3% or more of the Bank's voting shares may submit provisional proposals to the convener in writing ten days prior to the date of the shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting with the content of such provisional proposals upon review and satisfaction that such provisional proposals comply with the provisions in Article 81 of these Articles, within two days after receipt thereof. Requirements otherwise provided in the listing rules of the stock exchange where the Bank's shares are listed shall also be met.</p> <p>Except for the circumstances provided in the preceding paragraph, the conveners shall not amend nor add any new proposals to those which are set out in the original notice of the shareholders' general meeting.</p>	<p>Article 82 Article 118 Shareholders individually or in aggregate holding 3% or more of the Bank's voting shares may submit provisional proposals to the convener in writing ten days prior to the date of the shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting with the content of such provisional proposals upon review and satisfaction that such provisional proposals comply with the provisions in Article 81 Article 117 of these Articles, within two days after receipt thereof. Requirements otherwise provided in the listing rules of the stock exchange where the Bank's shares are listed shall also be met.</p> <p>Except for the circumstances provided in the preceding paragraph, the conveners shall not amend nor add any new proposals to those which are set out in the original notice of the shareholders' general meeting.</p>
<p>Addition</p>	<p><u>Article 119 Where the Board of Directors decides not to include the proposals into the agenda of a shareholders' general meeting, explanations and comments shall be made at the shareholders' general meeting. The contents of the proposals and explanations of the Board of Directors shall be recorded in the meeting minutes together with the resolutions after conclusion of the shareholders' general meeting.</u></p>
<p>Addition</p>	<p><u>Article 120 Any proposed shareholder who disagrees with the Board of Directors' decisions on excluding his/her proposal from the agenda of the shareholders' general meeting may, according to the relevant provisions of these Articles, request the convening of an extraordinary general meeting.</u></p>
<p>Article 115 The list of director and supervisor candidates shall be submitted in the form of a proposal to the shareholders' general meeting for voting.</p> <p>Article 89 ... Voting on each candidate for directors and supervisors shall be carried out at the shareholders' general meeting separately....</p>	<p>Article 115 Article 121 The list of director and supervisor candidates shall be submitted in the form of a proposal to the shareholders' general meeting for voting consideration. Article 89 Voting on each candidate for directors and candidate for supervisors shall be carried out at the shareholders' general meeting separately.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p style="text-align: center;">Section 7 Voting Procedures and Resolutions of Shareholders' General Meetings</p>	<p style="text-align: center;">Section 7 Section 5 Voting Procedures and Resolutions of Shareholders' General Meetings</p>
<p>Article 109 The resolutions of a shareholders' general meeting shall either be classified as ordinary resolutions or special resolutions.</p> <p>Ordinary resolutions shall be approved by a simple majority of voting rights held by the shareholders (including their proxies) attending the meeting.</p> <p>Special resolutions shall be approved by not less than two-thirds of voting rights held by the shareholders (including their proxies) attending the meeting.</p>	<p>Article 109 Article 122 The resolutions of a shareholders' general meeting shall either be classified as ordinary resolutions or special resolutions.</p> <p>Ordinary resolutions shall be approved by a simple majority of voting rights held by the shareholders (including their proxies) attending the meeting.</p> <p>Special resolutions shall be approved by not less than two-thirds of voting rights held by the shareholders (including their proxies) attending the meeting.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 110 The following matters shall be resolved by way of an ordinary resolution:</p> <p>(1) work reports by the Board of Directors and the Board of Supervisors;</p> <p>(2) profit distribution plans and loss recovery plans as proposed by the Board of Directors;</p> <p>(3) the appointment or removal, the remuneration and the method of payment for the members of the Board of Directors and the Board of Supervisors;</p> <p>(4) reports regarding the Bank's annual financial budget, final accounts, the balance sheet, the income statement and other financial statements;</p> <p>(5) consideration of matters on the change to use of proceeds;</p> <p>(6) the appointment and dismissal of an accounting firm;</p> <p>(7) any other matters not required by the laws, administrative regulations or these Articles to be resolved by way of a special resolution.</p>	<p>Article 110Article 123 The following matters shall be resolved by way of an ordinary resolution:</p> <p><u>(1) consideration and approval of the rules of procedure of shareholders' general meetings, the Board of Directors and the Board of Supervisors of the Bank;</u></p> <p><u>(2) appointment and dismissal of directors, shareholder supervisors and external supervisors, and remuneration of the relevant directors and supervisors;</u></p> <p>(1) work reports by the Board of Directors and the Board of Supervisors;</p> <p>(2) profit distribution plans and loss recovery plans as proposed by the Board of Directors;</p> <p>(3) the appointment or removal, the remuneration and the method of payment for the members of the Board of Directors and the Board of Supervisors;</p> <p>(4) reports regarding the Bank's annual financial budget, final accounts, the balance sheet, the income statement and other financial statements;</p> <p><u>(3) work reports of the Board of Directors;</u></p> <p>(5) consideration of matters on the change to use of proceeds;</p> <p><u>(4) work reports of the Board of Supervisors;</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p>(6) the appointment and dismissal of an accounting firm;</p> <p>(7) any other matters not required by the laws, administrative regulations or these Articles to be resolved by way of a special resolution.</p> <p><u>(5) operational objectives and investment proposals of the Bank;</u></p> <p><u>(6) the Bank's annual financial budget plans, final account plans, the balance sheet, the income statement and other financial statements;</u></p> <p><u>(7) profit distribution plans and loss recovery plans of the Bank;</u></p> <p><u>(8) resolutions on appointment and dismissal of accounting firms which regularly perform statutory audit for the Bank's financial reports;</u></p> <p><u>(9) matters that should be approved by special resolutions or be subject to unanimous approval apart from those required by the laws and regulations or these Articles.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 111 The following matters shall be resolved by way of a special resolution:</p> <p>(1) an increase or reduction of the share capital of the Bank and the issuance of any class of shares, warrants and other similar securities;</p> <p>(2) the division, merger, dissolution, liquidation or any other change in the corporate form of the Bank;</p> <p>(3) amendments to these Articles;</p> <p>(4) share incentive plans;</p> <p>(5) repurchase of the Bank's shares;</p> <p>(6) issuance of bonds or listing;</p> <p>(7) any other matters which are required by the laws, administrative regulations and these Articles, and any matter decided by the shareholders' general meeting by way of an ordinary resolution to have a material effect on the Bank should therefore be adopted by a special resolution.</p>	<p>Article 111 Article 124 The following matters shall be resolved by way of a special resolution:</p> <p>(1) an increase or reduction of the share capital registered capital of the Bank and the issuance of any class of shares, warrants and other similar securities;</p> <p>(6) (2) issuance of corporate bonds or company listing;</p> <p>(4) (3) consideration and approval of proposal of share incentive plans;</p> <p>(5) (4) repurchase of the Bank's shares;</p> <p>(2) (5) the division, merger, dissolution, liquidation or any other change in the corporate form of the Bank;</p> <p>(3) (6) amendments to these Articles;</p> <p>(7) removal of independent directors;</p> <p>(7) (8) any other matters which are required by the laws, administrative regulations, regulatory provisions and these Articles, and any matter decided by the shareholders' general meeting by way of an ordinary resolution to have a material effect on the Bank should therefore be adopted by a special resolution.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 112 When a shareholder (including proxy) votes at a shareholders' general meeting by exercising his/her voting rights according to the number of shares carrying the right to vote, each share shall have one vote.</p> <p>The shares held by the Bank have no voting rights, and such part of the shareholding shall not be counted as the total number of shares with voting rights held by shareholders attending the meeting.</p> <p>If any shareholder shall abstain from voting on a certain matter or is limited to casting of affirmative or negative votes on a certain matter, any votes cast by the shareholder or proxy in violation of the aforesaid requirements or restrictions shall not be included in the voting results.</p>	<p>Article 112 Article 125 When a shareholder (including proxy) votes at a shareholders' general meeting by exercising his/her voting rights according to the number of shares carrying the right to vote, each share shall have one vote.</p> <p>The shares held by the Bank have no voting rights, and such part of the shareholding shall not be counted as the total number of shares with voting rights held by shareholders attending the meeting.</p> <p>If any shareholder shall abstain from voting on a certain matter or is limited to casting of affirmative or negative votes on a certain matter, any votes cast by the shareholder or proxy in violation of the aforesaid requirements or restrictions shall not be included in the voting results.</p>
<p>Article 113 Related shareholders shall not participate in voting when matters concerning related party transactions are considered at a shareholders' general meeting, and the shares with voting rights represented by the related shareholders shall not be counted into the total number of valid votes. The resolutions adopted at the shareholders' general meeting should fully disclose the voting results by non-related shareholders.</p>	<p>Article 113 Article 126 Related shareholders shall not participate in voting when matters concerning related party transactions are considered at a shareholders' general meeting, and the shares with voting rights represented by the related shareholders shall not be counted into the total number of valid votes. The resolutions adopted at the shareholders' general meeting should fully disclose the voting results by non-related shareholders.</p>
<p>Article 114 Unless the Bank is under special circumstances such as a crisis, the Bank shall not enter into contracts to entrust the management of all or the important businesses to persons other than the directors, supervisor and senior management officers of the Bank without approval in the form of a special resolution adopted in a shareholders' general meeting.</p>	<p>Article 114 Article 127 Unless the Bank is under special circumstances such as a crisis, the Bank shall not enter into contracts to entrust the management of all or the important businesses to persons other than the directors, supervisor and senior management officers of the Bank without approval in the form of a special resolution adopted in a shareholders' general meeting.</p>
<p>Article 115 The list of director and supervisor candidates shall be submitted in the form of a proposal to the shareholders' general meeting for voting.</p>	<p>Adjusted to Article 121 of the amended Articles</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 116 All proposals shall be voted separately at the shareholders' general meeting. If there are a number of proposals related to the same matter, votes shall be cast in the order of which the proposals are presented. Except where there is force majeure or other special circumstances resulting in the adjournment of the shareholders' general meeting or the failure to adopt resolutions, no resolutions proposed in the shareholders' general meeting shall be set aside or skipped.</p>	<p>Article 116 Article 128 All proposals shall be voted separately at the shareholders' general meeting. If there are a number of proposals related to the same matter, votes shall be cast in the order of which the proposals are presented. Except where there is force majeure or other special circumstances resulting in the adjournment of the shareholders' general meeting or the failure to adopt resolutions, no resolutions proposed in the shareholders' general meeting shall be set aside or skipped.</p>
<p>Article 117 The shareholders' general meeting, while considering proposals, will not modify the key contents of such proposals.</p>	<p>Article 117 Article 129 The shareholders' general meeting, while considering proposals, will not modify the key contents of such proposals.</p>
<p>Article 118 The same voting right can only be exercised through either on-site voting or one other voting form. Where more than one vote is cast for the same voting right, the choice of the first vote shall prevail.</p>	<p>Article 118 Article 130 The same voting right can only be exercised through either on-site voting or one other voting form. Where more than one vote is cast for the same voting right, the choice of the first vote shall prevail.</p>
<p>Article 119 Voting at a shareholders' general meeting will be made by a show of hands or on a poll.</p>	<p>Article 119 Article 131 Voting at a shareholders' general meeting will be made by <u>a show of hands or on a poll open ballot.</u></p>
<p>Article 122 On a poll taken at a meeting, a shareholder (including his/her proxies) entitled to two or more votes need not cast all the votes towards for, against or abstention.</p>	<p>Article 122 Article 132 On a poll taken at a meeting, a shareholder (including his/her proxies) entitled to two or more votes need not cast all the votes towards for, <u>or</u> against <u>or abstention.</u></p>
<p>Article 120 Before a proposal is put to vote at a shareholders' general meeting, two representatives of the shareholders shall be nominated to count the votes and to act as the scrutineers. If a shareholder is associated with the matter to be considered, the shareholder and his/her/its proxy shall neither count the votes nor act as the scrutineer.</p> <p>During the voting process of a shareholders' general meeting, the vote count and examination of the poll shall be conducted by lawyers, representatives of shareholders and representatives of supervisors and qualified persons appointed according to the Listing Rules, and the voting outcome shall be announced at the meeting. The voting outcome for each resolution shall be recorded in the meeting minutes.</p>	<p>Article 120 Article 133 Before a proposal is put to vote at a shareholders' general meeting, two representatives of the shareholders shall be nominated to count the votes and to act as the scrutineers. If a shareholder is associated with the matter to be considered, the shareholder and his/her/its proxy shall neither count the votes nor act as the scrutineer.</p> <p>During the voting process of a shareholders' general meeting, the vote count and examination of the poll shall be conducted by lawyers, representatives of shareholders and representatives of supervisors and qualified persons appointed according to the Listing Rules, and the voting outcome shall be announced at the meeting. The voting outcome for each resolution shall be recorded in the meeting minutes.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 123 For every proposed resolution, the voting circumstances and voting outcome shall be announced at the meeting, and the chairman of the meeting shall decide and announce whether the resolution has been adopted based on the voting outcome. The decision shall be final and recorded in the meeting minutes.</p> <p>Prior to the formal announcement of the voting outcome, all interested parties attending the meeting in person and involving in other voting form, including the Bank, the vote counter, the scrutineer and substantial shareholders, etc., have an obligation to keep the voting results confidential.</p>	<p>Article 123 Article 134 For every proposed resolution, the voting circumstances and voting outcome shall be announced at the meeting, and the chairman of the meeting shall decide and announce whether the resolution has been adopted based on the voting outcome. The decision shall be final and recorded in the meeting minutes.</p> <p>Prior to the formal announcement of the voting outcome, all interested parties attending the meeting in person and involving in other voting form, including the Bank, the vote counter, the scrutineer and substantial shareholders, etc., have an obligation to keep the voting results confidential.</p>
<p>Article 124 If the chairman of the meeting has any doubts as to the voting outcome of any resolution, he/she may have the votes recounted. If the chairman does not recount the votes and the shareholders or their proxies who have attended the meeting have doubts as to the outcome announced by the chairman, they may request a vote recount immediately after the announcement of the voting outcome, and the chairman shall have the votes recounted immediately.</p> <p>If the votes are counted at a shareholders' general meeting, the result shall be recorded into the minutes.</p>	<p>Article 124 Article 135 If the chairman of the meeting has any doubts as to the voting outcome of any resolution, he/she may have the votes recounted. If the chairman does not recount the votes and the shareholders or their proxies who have attended the meeting have doubts as to the outcome announced by the chairman, they may request a vote recount immediately after the announcement of the voting outcome, and the chairman shall have the votes recounted immediately.</p> <p>If the votes are counted at a shareholders' general meeting, the result shall be recorded into the minutes.</p>
<p>Article 104 Unless confidential trade secrets of the Bank are involved which shall not be disclosed, the directors, supervisors and senior management officers shall respond and give explanation to recommendations or queries from shareholders at the shareholders' general meeting.</p>	<p>Article 104 Article 136 Unless confidential trade secrets of the Bank are involved which shall not be disclosed, the directors, supervisors and senior management officers shall respond and give explanation to recommendations or queries from shareholders at the shareholders' general meeting.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 106 Minutes shall be recorded for the shareholders' general meeting, and the Secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information:</p> <p>(1) the time, venue, and agenda of the meeting, as well as the name (or corporate name) of the convener;</p> <p>(2) the names and positions of the chairman of the meeting, and the directors, supervisors and senior management officers who attend or observe the meeting;</p> <p>(3) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held by them, and the percentage in relation to the total number of the Bank's shares;</p> <p>(4) the deliberation process for each resolution, key points of speeches made and voting outcome;</p> <p>(5) any enquiries or suggestions made by shareholders and corresponding explanation or response, etc.;</p> <p>(6) the name of the lawyer(s), vote counter and scrutineer;</p> <p>(7) any other matters required by the provisions of these Articles to be recorded in the minutes.</p>	<p>Article 106 Article 137 Minutes shall be recorded for the shareholders' general meeting, and the Secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information:</p> <p>(1) the time, venue, and agenda of the meeting, as well as the name (or corporate name) of the convener;</p> <p>(2) the names and positions of the chairman of the meeting, and the directors, supervisors and senior management officers who attend or observe the meeting;</p> <p>(3) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held by them, and the percentage in relation to the total number of the Bank's shares;</p> <p>(4) the deliberation process for each resolution, key points of speeches made and voting outcome;</p> <p>(5) any enquiries or suggestions made by shareholders and corresponding explanation or response, etc.;</p> <p>(6) the name of the lawyer(s), vote counter and scrutineer;</p> <p>(7) any other matters required by the provisions of these Articles to be recorded in the minutes.</p>
<p>Article 107 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, Secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be filed and form part of the Bank's files. The Secretary to the Board of Directors shall preserve the files in accordance with the Bank's record management guidelines for at least ten years.</p>	<p>Article 107 Article 138 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, Secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be filed and form part of the Bank's files that will be kept permanently. The Secretary to the Board of Directors shall preserve the files in accordance with the Bank's record management guidelines for at least ten years.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 125 Resolutions adopted at the shareholders' general meeting shall be announced in a timely manner in accordance with the requirements of the regulatory authority. The announcement shall specify the number of shareholders and proxies attending the meeting, the total number of shares with voting rights held by them and the proportion relative to the total number of shares with voting rights of the Bank, the voting method, the voting outcome of each proposal and the details of each adopted resolution.</p>	<p>Article 125Article 139 Resolutions adopted at the shareholders' general meeting shall be announced in a timely manner in accordance with the requirements of the regulatory authority—laws and regulations. The announcement shall specify the number of shareholders and proxies attending the meeting, the total number of shares with voting rights held by them and the proportion relative to the total number of shares with voting rights of the Bank, as well as the voting method of each proposal and the voting outcome of each proposal and the details of each adopted resolution. In resolving on any proposal made by shareholders, the names and shareholdings of the shareholders and contents of the proposal shall be specified.</p>
<p>Article 126 If the proposal regarding the election of the directors or supervisors is approved at the shareholders' general meeting, the newly elected director or supervisor's term of service shall commence on the date on which the resolution is adopted at the shareholders' general meeting. If their qualifications are subject to the approval by the relevant regulatory authority, the term of office shall commence on the date when their qualifications are approved by such regulatory authority.</p>	<p>Article 126Article 140 If the proposal regarding the election of the directors or supervisors is approved at the shareholders' general meeting, the newly elected director or supervisor's term of service shall commence on the date on which the resolution is adopted at the shareholders' general meeting. If their qualifications are subject to the approval by the relevant regulatory authority, the term of office shall commence on the date when their qualifications are approved by such regulatory authority.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 127 The Bank shall implement any plans of cash distribution, issue of bonus shares or increase of share capital by capitalization adopted at a shareholders' general meeting within two months after the conclusion of shareholders' general meeting.</p>	<p>Article 127 Article 141 The Bank shall implement any plans of cash distribution, issue of bonus shares or increase of share capital by capitalization adopted at a shareholders' general meeting within two months after the conclusion of shareholders' general meeting.</p>
<p>Addition</p>	<p>Article 142 <u>The Board of Directors of the Bank shall submit the minutes and the resolutions of the shareholders' general meeting and other documents to the banking regulatory authorities under the State Council in a timely manner.</u></p>
<p>Article 73... When a shareholders' general meeting is being held, the Bank shall engage lawyers to observe the meeting and give legal opinions as to the matters set out below:</p> <p>(1) whether the procedures for convening and holding the meeting are in compliance with the laws, administrative rules and these Articles;</p> <p>(2) whether the qualifications of the attendees and convener are legal and valid;</p> <p>(3) whether the voting procedures and voting outcome of the shareholders' general meeting are legal and valid;</p> <p>(4) legal opinions on other relevant issues as requested by the Bank.</p>	<p>Article 73 Article 143 When a shareholders' general meeting is being held, the Bank shall engage lawyers to observe the meeting and give legal opinions as to the matters set out below:</p> <p>(1) whether the procedures for convening and holding the meeting are in compliance with the laws, administrative rules regulations, regulatory provisions and these Articles;</p> <p>(2) whether the qualifications of the attendees and convener are legal and valid;</p> <p>(3) whether the voting procedures and voting outcome of the shareholders' general meeting are legal and valid;</p> <p>(4) legal opinions on other relevant issues as requested by the Bank.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p align="center">Section 8 Special Procedures for Voting by a Certain Class of Shareholders</p>	<p align="center">Section 8Section 6 Special Procedures for Voting by a Certain Class of Shareholders</p>
<p>Article 128 Shareholders who hold different classes of shares are classified as “class shareholders”.</p> <p>Class shareholders are entitled to rights and are subject to the obligations pursuant to the laws, administrative regulations and these Articles.</p> <p>Class shareholders within the Bank shall enjoy equal rights to receive dividends or other forms of distributions.</p> <p>If shares that do not have voting rights are counted towards the share capital of the Bank, such shares shall bear the phrase “no voting rights” (“無投票權”) in their title.</p> <p>If shares carrying different voting rights are counted towards the share capital of the Bank, these classes of shares (except for the class of shares with the most privileged voting rights) shall bear the phrase “restricted voting rights” (“受限制投票權”) or “limited voting rights” (“受局限投票權”) in their titles.</p>	<p>Article 128 Article 144 Shareholders who hold different classes of shares are classified as “class shareholders”.</p> <p>Class shareholders are entitled to rights and are subject to the obligations pursuant to the laws, administrative regulatory provisions and these Articles.</p> <p>Class shareholders within the Bank shall enjoy equal rights to receive dividends or other forms of distributions.</p> <p>If shares that do not have voting rights are counted towards the share capital of the Bank, such shares shall bear the phrase “no voting rights” (“無投票權”) in their title.</p> <p>If shares carrying different voting rights are counted towards the share capital of the Bank, these classes of shares (except for the class of shares with the most privileged voting rights) shall bear the phrase “restricted voting rights” (“受限制投票權”) or “limited voting rights” (“受局限投票權”) in their titles.</p>
<p>Article 129 If the Bank proposes to change or nullify certain rights of a certain class of shareholders, such proposal should be passed by a special resolution at the shareholders’ general meeting and passed at the meeting convened according to Articles 130 to 134 other for the related class of shareholders.</p>	<p>Article 129 Article 145 If the Bank proposes to change or nullify certain rights of a certain class of shareholders, such proposal should be passed by a special resolution at the shareholders’ general meeting and passed at the meeting convened according to Articles 130 to 134 Articles 146 to 150 of these Articles other for the related class of shareholders.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 130 The rights of a certain class of shareholders shall be deemed to be changed or nullified in the following circumstances:</p> <p>(1) to increase or reduce in the quantity of the shares of that class, or increase or reduce the quantity of the shares of other classes which enjoy the same or more voting rights, distribution rights or other privileges as the shares of that class;</p> <p>(2) to convert whole or part of the shares of that class into other class(es), convert whole or part of the shares of other class(es) into that class, or grant such conversion rights;</p> <p>(3) to nullify or reduce rights to accrued dividends or to cumulative dividends attaching to that class of shares;</p> <p>(4) to reduce or nullify the privileged rights of that class of shares to acquire dividends or obtain distribution of assets during liquidation of the Bank;</p> <p>(5) to increase, nullify or reduce the conversion, option, voting, transfer or privileged allotment rights of that class of shares or the rights of such class of shares to obtain securities issued by the Bank;</p> <p>(6) to nullify or reduce the rights of that class of shares to receive amounts payable by the Bank in a particular currency;</p> <p>(7) to establish new class(es) of shares which enjoy the same or more voting rights, distribution rights or other privileges as compared with that class of shares;</p>	<p>Article 130 Article 146 The rights of a certain class of shareholders shall be deemed to be changed or nullified in the following circumstances:</p> <p>(1) to increase or reduce in the quantity of the shares of that class, or increase or reduce the quantity of the shares of other classes which enjoy the same or more voting rights, distribution rights or other privileges as the shares of that class;</p> <p>(2) to convert whole or part of the shares of that class into other class(es), convert whole or part of the shares of other class(es) into that class, or grant such conversion rights;</p> <p>(3) to nullify or reduce rights to accrued dividends or to cumulative dividends attaching to that class of shares;</p> <p>(4) to reduce or nullify the privileged rights of that class of shares to acquire dividends or obtain distribution of assets during liquidation of the Bank;</p> <p>(5) to increase, nullify or reduce the conversion, option, voting, transfer or privileged allotment rights of that class of shares or the rights of such class of shares to obtain securities issued by the Bank;</p> <p>(6) to nullify or reduce the rights of that class of shares to receive amounts payable by the Bank in a particular currency;</p> <p>(7) to establish new class(es) of shares which enjoy the same or more voting rights, distribution rights or other privileges as compared with that class of shares;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(8) to restrict the transfer and ownership of that class of shares, or increase such restrictions;</p> <p>(9) to grant the share subscription options or share conversion options of that or another class of shares;</p> <p>(10) to increase the rights or privileges of other class(es) of shares;</p> <p>(11) any restructuring scheme of the Bank that may result in the assumption of disproportionate responsibilities by different classes of shareholders during the restructuring;</p> <p>(12) to revise or nullify the provisions in these Article.</p>	<p>(8) to restrict the transfer and ownership of that class of shares, or increase such restrictions;</p> <p>(9) to grant the share subscription options or share conversion options of that or another class of shares;</p> <p>(10) to increase the rights or privileges of other class(es) of shares;</p> <p>(11) any restructuring scheme of the Bank that may result in the assumption of disproportionate responsibilities by different classes of shareholders during the restructuring;</p> <p>(12) to revise or nullify the provisions in these Article.</p> <p><u>Upon approval by the banking regulatory authorities and securities regulatory authorities under the State Council, the shareholders of the Bank may transfer their unlisted shares to overseas investors or convert them into foreign shares and list them abroad for trading. The listing and trading of the above shares on the overseas stock exchange shall comply with the regulatory procedures, regulations and requirements of the overseas securities market. The listing and trading on any overseas stock exchange of the above shares shall not be deemed to change or nullify the rights of a certain class of shareholders and shall not require the voting of the class shareholders' general meeting.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 131 The shareholders of a class of shares that are affected, whether they originally have voting rights at shareholders' general meetings, shall be entitled to vote on the matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 130 at the meeting for such class of shareholders, but shareholders with conflicts of interests therein shall have no voting rights at the meeting for such class of shareholders.</p> <p>The shareholders with conflict of interests mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>(1) if the Bank has made a repurchase tender offer to all shareholders in the same proportion in accordance with Article 35 or has repurchased its own shares through public transaction on a stock exchange, "shareholders with conflicts of interests" shall mean the controlling shareholders defined in these Articles;</p> <p>(2) if the Bank has repurchased shares under an off-market agreement in accordance with Article 35, "shareholders with conflicts of interests" shall mean shareholders who are connected with the aforementioned agreement;</p> <p>(3) under a restructuring scheme of the Bank, "shareholders with conflicts of interests" shall mean shareholders who assume liability in a lower proportion than other shareholders of the same class, or those who own different interests as compared with other shareholders of the same class.</p>	<p>Article 131 Article 147 The shareholders of a class of shares that are affected, whether they originally have voting rights at shareholders' general meetings, shall be entitled to vote on the matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 130 Article 146 at the meeting for such class of shareholders, but shareholders with conflicts of interests therein shall have no voting rights at the meeting for such class of shareholders.</p> <p>The shareholders with conflict of interests mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>(1) if the Bank has made a repurchase tender offer to all shareholders in the same proportion in accordance with Article 35 Article 36 or has repurchased its own shares through public transaction on a stock exchange, "shareholders with conflicts of interests" shall mean the controlling shareholders defined in these Articles;</p> <p>(2) if the Bank has repurchased shares under an off-market agreement in accordance with Article 35 Article 36, "shareholders with conflicts of interests" shall mean shareholders who are connected with the aforementioned agreement;</p> <p>(3) under a restructuring scheme of the Bank, "shareholders with conflicts of interests" shall mean shareholders who assume liability in a lower proportion than other shareholders of the same class, or those who own different interests as compared with other shareholders of the same class.</p>
<p>Article 132 A resolution of the meeting for a certain class of shareholders shall be adopted by more than two-thirds of the voting shares represented by shareholders of that class present at the meeting in accordance with Article 131.</p>	<p>Article 132 Article 148 A resolution of the meeting for a certain class of shareholders shall be adopted by more than two-thirds of the voting shares represented by shareholders of that class present at the meeting in accordance with Article 131 Article 147.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 133 When convening a meeting for a certain class of shareholders, the Bank shall, forty-five days prior to the date of the meeting, issue a written notice to all shareholders in the relevant class whose names appear on the register of shareholders, stating the matters to be considered at the meeting and the time and venue of the meeting. Shareholders who intend to attend the meeting shall deliver a written response to the Bank twenty days before the meeting is convened.</p> <p>The Bank may convene a meeting for a certain class of shareholders if the number of shareholders intending to attend the meeting represent at least one-half of the total number of shares with voting rights in that class. If this requirement is not met, the Bank shall, within five days, issue another announcement informing the shareholders of the matters to be considered at the meeting and the time and venue of the meeting. Once this announcement is made, the Bank may convene the meeting for that class of shareholders.</p>	<p>Article 133Article 149 When convening a meeting for a certain class of shareholders, the Bank shall, forty-five days prior to the date of the meeting with reference to the notice period requirement for convening a shareholders' general meeting in these Articles, issue a written notice to all shareholders in the relevant class whose names appear on the register of shareholders, stating the matters to be considered at the meeting and the time and venue of the meeting. Shareholders who intend to attend the meeting shall deliver a written response to the Bank twenty days before the meeting is convened.</p> <p>The Bank may convene a meeting for a certain class of shareholders if the number of shareholders intending to attend the meeting represent at least one-half of the total number of shares with voting rights in that class. If this requirement is not met, the Bank shall, within five days, issue another announcement informing the shareholders of the matters to be considered at the meeting and the time and venue of the meeting. Once this announcement is made, the Bank may convene the meeting for that class of shareholders.</p>
<p>Article 134 The notice of a meeting for a certain class of shareholders only needs to be delivered to the shareholders entitled to vote at that meeting.</p> <p>Unless required otherwise by these Articles, the procedures for convening a meeting for a certain class of shareholder shall be the same as the procedures for the shareholders' general meeting to the extent practical, and the provisions in these Articles relating to the procedure to convene a shareholders' general meeting shall apply to the class shareholder meeting.</p>	<p>Article 134Article 150 The notice of a meeting for a certain class of shareholders only needs to be delivered to the shareholders entitled to vote at that meeting.</p> <p>Unless required otherwise by these Articles, tThe procedures for convening a meeting for a certain class of shareholder shall be the same as the procedures for the shareholders' general meeting to the extent practical, and the provisions in these Articles relating to the procedure to convene a shareholders' general meeting shall apply to the class shareholder meeting.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 135 Apart from other classes of shareholders, the shareholders of domestic shares and overseas-listed foreign shares are deemed to be shareholders of different classes.</p> <p>The special voting procedures at a shareholders’ general meeting for class shareholders shall not apply in the following cases:</p> <p>(1) upon the approval by way of a special resolution adopted by a shareholders’ general meeting, the Bank independently or simultaneously issues domestic shares and/or overseas-listed foreign shares every twelve (12) months, provided that the amount of each class of shares intended to be issued is not more than 20% of the issued and outstanding shares of the respective class;</p> <p>(2) the Bank’s plan on issuing domestic shares and overseas-listed foreign shares at the time of incorporation, which shall be completed within fifteen (15) months upon the date of approval from the securities regulatory authority;</p> <p>(3) the relevant authorities such as the securities regulatory authorities of the State Council have given approval for unlisted shares held by shareholders of domestic shares of the Bank to be transferred into overseas-listed foreign shares and to be listed and traded in overseas stock exchanges.</p>	<p>Article 135 Article 151 Apart from other classes of shareholders, the shareholders of domestic shares and overseas-listed foreign shares are deemed to be shareholders of different classes.</p> <p>The special voting procedures at a shareholders’ general meeting for class shareholders shall not apply in the following cases:</p> <p>(1) upon the approval by way of a special resolution adopted by a shareholders’ general meeting, the Bank independently or simultaneously issues domestic shares and/or overseas-listed foreign shares every twelve (12) months, provided that the amount of each class of shares intended to be issued is not more than 20% of the issued and outstanding shares of the respective class;</p> <p>(2) the Bank’s plan on issuing domestic shares and overseas-listed foreign shares at the time of incorporation, which shall be completed within fifteen (15) months upon the date of approval from the securities regulatory authority;</p> <p>(3) the relevant authorities such as the securities regulatory authorities of the State Council have given approval for unlisted shares held by shareholders of domestic shares of the Bank to be transferred into overseas-listed foreign shares, <u>to be transferred to overseas investors or converted into foreign shares</u> and to be listed and traded in overseas stock exchanges.</p>
Chapter 5 Board of Directors	Chapter 5 Chapter 6 Directors and Board of Directors
Section 1 Directors	Section 1 Directors

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 144 Independent director of the Bank means the director who does not hold any other positions in the Bank except for director, and has no relationship with the Bank and its substantial shareholders that may impact on his/her independent and objective judgement.</p>	<p>Article 152 <u>The directors of the Bank include executive directors and non-executive directors (including independent directors).</u></p> <p><u>Executive director of the Bank means the director who, in addition to serving as a director, also assumes the duties of a senior management officer.</u></p> <p><u>Non-executive director of the Bank means the director who does not hold any other positions in the Bank except for director and does not assume the duties of a senior management officer.</u></p> <p>Article 144 Independent director of the Bank means the director who does not hold any other positions in the Bank except for director, and has no relationship with the Bank and its substantial shareholders, <u>de facto controllers</u> that may impact on his/her independent and objective judgement <u>in relation to the Bank's affairs.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 136 Directors of the Bank are not required to hold any shares of the Bank.</p> <p>Directors of the Bank shall meet the following criteria:</p> <p>(1) shall be a natural person with full civil capacity;</p> <p>(2) shall comply with the rules and laws, be honest and perform duty with diligence, have good personal character;</p> <p>(3) shall possess knowledge, experience and abilities commensurate with designated position;</p> <p>(4) shall have good records in economic and financial practices;</p> <p>(5) shall be familiar with the laws and regulations relating to economics and finance sector, and have good awareness in respect of compliance operation;</p> <p>(6) shall be able to conduct sufficient information communications with financial regulatory authorities, and proactively coordinate with financial regulatory authorities to conduct work;</p> <p>(7) shall have no less than 5 years of work experience in law, economics, finance, accounting or other experiences conducive to performing duties and responsibilities of a director;</p> <p>(8) shall understand the Bank's corporate governance structure, the Articles of Association and the duties of the Board of Directors;</p>	<p>Article 136Article 153 Directors of the Bank are not required to hold any shares of the Bank.</p> <p>Directors of the Bank shall meet the following <u>basic</u> criteria:</p> <p>(1) shall be a natural person with full civil capacity;</p> <p>(2) shall comply with the rules and laws, be honest and perform duty with diligence, have good personal character <u>records of compliance with laws and regulations</u>;</p> <p><u>(3) shall be of good character and reputation</u>;</p> <p>(3)<u>(4)</u> shall possess knowledge, experience and abilities commensurate with <u>required to hold the</u> designated position;</p> <p>(4)<u>(5)</u> shall have good records in economic and financial practices;</p> <p>(5) shall be familiar with the laws and regulations relating to economics and finance sector, and have good awareness in respect of compliance operation;</p> <p>(6) shall be able to conduct sufficient information communications with financial regulatory authorities, and proactively coordinate with financial regulatory authorities to conduct work;</p> <p><u>(6) shall have sound personal and family financial position</u>;</p> <p><u>(7) shall have the independence required to hold the designated position</u>;</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(9) other criteria required by the laws, administrative regulations, departmental rules or provisions of relevant regulatory authorities.</p> <p>In addition to above-said criteria, the Bank’s chairman and vice chairman shall have a bachelor’s degree or above, have six years or above of work experience in finance or have ten years or above of work experience in economics related work (among which, three years or above of work experience in finance).</p> <p>A person shall not hold director position in the Bank under any one of the situations below:</p> <p>(1) the person has intentional and gross negligence criminal records;</p> <p>(2) the person has worked for any entity that is in violation of the laws, or is personally liable or directly responsible for material losses to that entity, and the case is serious;</p> <p>(3) the person serve or served as a director or a member of senior management of entity taken over, cancelled, declared bankrupt or having its business license revoked, unless proving that this person is at no fault;</p> <p>(4) the person has acts which are in violation with the principle of integrity, such as provision of false information when performing his/her job’s duties;</p> <p>(5) directors and senior management officers being permanently disqualified by regulatory authorities, or penalized by regulatory authorities and other financial regulatory departments and the penalty remains in effect, as well as penalties accumulated more than twice;</p>	<p><u>(8) shall perform the duty of loyalty and diligence to the Bank;</u></p> <p>(7)(9) shall have no less than 5 years of work experience in law, economics, finance, accounting or other experiences conducive to performing duties and responsibilities of a director;</p> <p><u>(10) shall be able to use the Bank’s financial statements and statistical statements to judge the Bank’s operation, management and risk profile;</u></p> <p>(8)(11) shall understand the Bank’s corporate governance structure, the Articles of Association and the duties of the Board of Directors;</p> <p>(9)(12) other criteria required by the laws, <u>administrative regulations, departmental rules or and regulatory provisions of relevant regulatory authorities.</u></p> <p>In addition to above-said criteria, the Bank’s chairman and vice chairman shall have a bachelor’s degree or above, have six years or above of work experience in finance or have ten years or above of work experience in economics related work (among which, three years or above of work experience in finance).</p> <p>AThe following person shall not hold director position in the Bank under any one of the situations below:</p> <p><u>(1) a non-natural person;</u></p> <p><u>(2) a person without or with limited civil capacity;</u></p> <p>(1)(3) the person has intentional and gross negligence criminal records;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(6) the person violates of professional ethics or conduct; or serious dereliction of duty resulting in significant loss or a bad influence;</p> <p>(7) the person instigates, or participates in an employer confronting legal supervision or case investigation;</p> <p>(8) the person has obvious conflicts of interest with duties of proposed director;</p> <p>(9) the person has misconducts which violate social moral resulting in bad influence;</p> <p>(10) the person who is removed by other commercial banks or organizations for his/her failure to fulfill obligations in good faith;</p> <p>(11) a shareholder of or a person employed by an entity shareholder that owes debts (not including debts in the form of deposit or secured by state bond) to the Bank, the amount of which exceeds the audited net share value in the last fiscal year;</p> <p>(12) a person of or a person employed by an entity that owes debts to the Bank and is in default on such debts;</p> <p>(13) the person who do not satisfy the requirements of the regulatory authorities, but take improper means to obtain approval for qualification;</p> <p>(14) other circumstances as stipulated by the laws, administrative regulations or departmental rules.</p>	<p><u>(4) a person who has been penalized or sentenced due to corruption, bribery, embezzlement, appropriation of property or the disruption of the socialist market economy, and five years have not elapsed from which the punishment or deprivation of political rights for the crimes committed was carried out;</u></p> <p>(4) the person has acts which are in violation with the principle of integrity, such as provision of false information when performing his/her job's duties;</p> <p><u>(5) the person is under investigation by judicial authorities for suspected violations of criminal law and the investigation is still ongoing;</u></p> <p><u>(6) the person is judged by the relevant competent authorities as having violated the provisions of relevant securities regulations, which involves fraudulent or dishonest acts, and less than five years have elapsed since the ruling;</u></p> <p>(9)<u>(7)</u> the person has misconducts which violate social moral resulting in bad influence;</p> <p>(2)<u>(8)</u>the person has worked for any entity that is in violation of the laws, or is personally liable or directly responsible for material losses to that entity, and the case is serious;</p> <p>(8) the person has obvious conflicts of interest with duties of proposed director;</p> <p>(3)<u>(9)</u> the person serves or served as a director or a member of senior management of entity taken over, cancelled, declared bankrupt or having its business license revoked, unless proving that this person is at no fault;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p>(10) the person who is removed by other commercial banks or organizations for his/her failure to fulfill obligations in good faith;</p> <p>(11) a shareholder of or a person employed by an entity shareholder that owes debts (not including debts in the form of deposit or secured by state bond) to the Bank, the amount of which exceeds the audited net share value in the last fiscal year;</p> <p>(12) a person of or a person employed by an entity that owes debts to the Bank and is in default on such debts;</p> <p><u>(10) a legal representative of companies or enterprises which were ordered to close down due to a violation of laws in which such person was personally liable, and three years have not elapsed from which the business licenses of the companies or enterprises were revoked;</u></p> <p>(6)<u>(11)</u> the person violates of professional ethics or conduct; or serious dereliction of duty resulting in significant loss or a bad influence;</p> <p>(7)<u>(12)</u> the person instigates, or participates in an employer confronting legal supervision or case investigation;</p> <p>(5)<u>(13)</u> directors and senior management officers being permanently disqualified by regulatory authorities, or penalized by regulatory authorities and other financial regulatory departments and the penalty remains in effect, as well as penalties accumulated more than twice;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p><u>(14) a person identified by the banking regulatory authorities of the State Council as being banned from entering the market and whose ban has not been lifted;</u></p> <p>(13)<u>(15) the person who does not satisfy the requirements of the regulatory authorities these Articles, but takes improper means to obtain approval for qualification;</u></p> <p><u>(16) a person or his/her spouse who is still in default on a relatively large amount of overdue debt, including but not limited to overdue loans with the Bank;</u></p> <p><u>(17) a person and his/her close relatives who jointly hold more than 5% of the Bank's shares, with the total credits from the Bank significantly exceeding the net equity of the Bank held by him/her/them;</u></p> <p><u>(18) a person and the shareholder entity controlled by him/her who/which jointly hold more than 5% of the Bank's shares, with the total credits from the Bank significantly exceeding the net equity of the Bank held by him/her/them;</u></p> <p><u>(19) a person or his/her spouse who works in the shareholder entity holding more than 5% of the Bank's shares, with the total credits obtained by such shareholder entity from the Bank significantly exceeding the net equity of the Bank held by it, unless it can be proven that such credit has no relationship with him/her and his/her spouse;</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p><u>(20) circumstances in which a person's other positions have obvious conflicts of interests with his/her proposed position and current position in the Bank, or obviously disperse his/her time and energy on performing duties of the Bank;</u></p> <p><u>(21) the person is banned from holding leadership positions in enterprises by the laws and regulations;</u></p> <p>(14) other circumstances as stipulated by the laws, administrative regulations or departmental rules.</p> <p><u>(22) other circumstances in which the person is banned from serving as a director, supervisor and senior management officer of the Bank by the laws and regulations.</u></p> <p><u>The election or appointment of directors, supervisors and senior management officers in contravention to the provisions under the preceding paragraph shall be null and void. Upon any contravention of the above by the directors, supervisors or senior management officers during their terms of office, the Bank shall remove them from their positions.</u></p> <p><u>The term "close relatives" in these Articles includes spouses, parents, children, siblings, grandparents, maternal grandparents, grandchildren and maternal grandchildren.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 89 General methods and procedures to nominate and elect directors and supervisors are as follows:</p> <p>(1) Candidates for directors and supervisors who are not staff representatives shall be nominated by the Nomination and Remuneration Committee of the Board of Directors or Nomination Committee of the Board of Supervisors respectively, and the number of such persons to be elected shall be within the number of persons stipulated in these Articles. Shareholders individually or in aggregate holding 3% or more of the Bank’s voting shares may propose candidates for directors to the Board of Directors or candidates for supervisors to the Board of Supervisors, but the number of persons nominated shall be in compliance with the provisions of these Articles and shall not exceed the number of persons proposed to be elected.</p> <p>The same shareholder and his/her/its associates shall not nominate a candidate for a director and another candidate for a supervisor at the shareholders’ general meeting; if the candidate for a director (or supervisor) nominated by such shareholder and his/her/its associates is appointed as a director (or supervisor), the shareholder shall not nominate any candidate for supervisor (or director) prior to the expiry of the term of office of such person.</p> <p>The number of directors (or supervisors) nominated by any same shareholder and his/her/its associates in principle shall not exceed one third of the total number of the members of the Board of Directors (or Board of Supervisors). Such shareholder and his/her/its associates shall only nominate one candidate for independent director or external supervisor, and shall not nominate candidates for both independent director and external supervisor, unless otherwise required by the laws, administrative regulations, departmental rules, regulatory documents, listing rules of the stock exchange where the Bank’s shares are listed.</p>	<p>Article 89 Article 154 Directors shall be elected or removed from office by shareholders at a general meeting. The term of office of a director shall be three years, and a director may be re-elected and re-appointed upon expiry of his/her term of office.</p> <p>General <u>The</u> methods and procedures to nominate and elect directors and supervisors are as follows:</p> <p>(1) Candidates for non-independent directors and supervisors who are not staff representatives shall be nominated by the Nomination and Remuneration Committee of the Board of Directors or Nomination Committee of the Board of Supervisors respectively, and the number of such persons to be elected shall be within the number of persons stipulated in these Articles. Shareholders individually or in aggregate holding 3% or more of the Bank’s voting shares may propose candidates for non-independent directors to the Board of Directors or candidates for supervisors to the Board of Supervisors, but the number of persons nominated shall be in compliance with the provisions of these Articles and shall not exceed the number of persons proposed to be elected.</p> <p>The same shareholder and his/her/its associates shall not nominate a candidate for a director and another candidate for a supervisor at the shareholders’ general meeting; if the candidate for a director (or supervisor) nominated by such shareholder and his/her/its associates is appointed as a director (or supervisor), the shareholder shall not nominate any candidate for supervisor (or director) prior to the expiry of the term of office <u>or change</u> of such person.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(2) The Nomination and Remuneration Committee of the Board of Directors shall conduct preliminary assessment of the qualifications and conditions of the candidates for directors and supervisors respectively, and propose the candidates passing such assessment to the Board of Directors, Board of Supervisors for consideration respectively; and propose them to the shareholders' general meeting by way of written resolutions after they are considered and approved by the Board of Directors, Board of Supervisors.</p> <p>(3) The candidates for directors and supervisors shall, before the convening of the shareholders' general meeting, make written undertakings, express their consent to their nomination, confirm the truthfulness and completeness of their publicly-disclosed information and undertake that they will duly perform their duties upon election.</p> <p>(4) Voting on each candidate for directors and supervisors shall be carried out at the shareholders' general meeting separately. The Board of Directors and the Board of Supervisors, before the convening of the shareholders' general meeting, shall disclose the detailed information on the candidates for directors and supervisors to the shareholders in accordance with the laws, regulations and these Articles, so as to ensure that the shareholders will have sufficient knowledge on the candidates when casting their votes.</p> <p>(5) When an additional director or supervisor is temporarily nominated, the Nomination and Remuneration Committee of the Board of Directors or the Board of Supervisors or the shareholders satisfying the conditions for making such nomination may propose a candidate to the Board of Directors or the Board of Supervisors for consideration, and to the shareholders' general meeting for election or replacement.</p>	<p>The number of directors (or supervisors) nominated by any same shareholder and his/her/its associates in principle shall not exceed one third of the total number of the members of the Board of Directors (or Board of Supervisors). Such shareholder and his/her/its associates shall only nominate one candidate for independent director or external supervisor, and shall not nominate candidates for both independent director and external supervisor, unless otherwise required by the laws, administrative regulations, departmental rules, regulatory documents, listing rules of the stock exchange where the Bank's shares are listed.</p> <p>(2) The Nomination and Remuneration Committee of the Board of Directors shall conduct preliminary assessment of the qualifications and conditions of the candidates for directors and supervisors respectively, and propose the candidates passing such assessment to the Board of Directors, Board of Supervisors for consideration respectively; and propose them to the shareholders' general meeting by way of written resolutions after they are considered and approved by the Board of Directors, Board of Supervisors.</p> <p><u>(2) The Nomination and Remuneration Committee of the Board of Directors of the Bank or shareholder(s) individually or in aggregate holding more than 1% of the total voting shares issued by the Bank and the Board of Supervisors may propose candidates for independent directors to the Board of Directors, and shareholders who have nominated candidates for non-independent directors shall not nominate any candidates for independent directors. In principle, the same shareholder can propose one candidate for independent director only. The selection and appointment of independent directors shall be primarily market-based.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 137... A written notice of intent to nominate a candidate to become a director and the candidate's consent to such nomination shall be given to the Bank no earlier than the day after issuing the notice of the shareholders' general meeting for the election of such director, but at least seven days before such general meeting. ...</p> <p>The term of office of a director shall be calculated from the date on which he/she takes up the office, until the expiration of the term of office of the Board of Directors. Where re – election is not carried out promptly after a director's term of office expires, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the laws, administrative regulations, departmental rules and these Articles.</p> <p>The Bank shall have independent directors. The number of independent directors shall be no fewer than one third of the Board's total director number and shall be no fewer than three. The independent directors shall possess appropriate professional qualifications, and at least one of them shall possess appropriate accounting or relevant financial management expertise.</p>	<p><u>The same shareholder shall not nominate candidates for both independent director and external supervisor.</u></p> <p><u>(3) The Nomination and Remuneration Committee of the Board of Directors shall make preliminary examination on the qualifications and conditions of the candidates for directors and submit the qualified candidates to the Board of Directors for consideration. Upon consideration and approval by the Board of Directors, candidates for directors shall be submitted to the shareholders' general meeting through written proposals.</u></p> <p><u>(4) After the shareholders' general meeting convenes and approves the proposal on the election of directors, the Bank shall submit the relevant materials of all nominees to the banking regulatory authorities of the State Council and other relevant regulatory authorities. If the Board of Directors of the Bank objects to the relevant situation of the nominees, it shall submit the written opinions of the Board of Directors at the same time.</u></p> <p><u>A nominee who has objection to his/her nomination or qualification from the relevant regulatory authorities shall not be considered as a candidate for director;</u></p> <p><u>(3)(5) The candidates for directors and supervisors shall, before the convening of the shareholders' general meeting, make written undertakings, express their consent to their nomination, confirm the truthfulness and completeness of their publicly-disclosed information <u>of candidates for directors</u> and undertake that they will duly perform their <u>responsibilities and</u> duties upon election.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>The Bank shall have one to two staff representative director(s) depending its actual conditions, the representative director shall be elected by the Bank's staff at workers congress, staff meeting or through other means.</p>	<p>(6) (4) Voting on each candidate for directors and supervisors shall be carried out at the shareholders' general meeting separately. The Board of Directors and the Board of Supervisors, before the convening of the shareholders' general meeting, shall disclose the detailed information on the candidates for directors and supervisors to the shareholders in accordance with the laws, regulations and these Articles, so as to ensure that the shareholders will have sufficient knowledge on the candidates when casting their votes.</p> <p>(5)(7) When an additional director or supervisor is temporarily nominated, the Nomination and Remuneration Committee of the Board of Directors or the Board of Supervisors or the shareholders satisfying the conditions for making such nomination may propose a candidate to the Board of Directors or the Board of Supervisors for consideration, and to the shareholders' general meeting for election or replacement.</p> <p>Article 137 A written notice of intent to nominate a candidate to become a director and the candidate's consent to such nomination shall be given to the Bank no earlier than the day after issuing the notice of the shareholders' general meeting for the election of such director, but at least seven days before such general meeting <u>seven days before the shareholders' general meeting.</u></p> <p>The term of office of a director shall be calculated from the date on which he/she takes up the office, until the expiration of the term of office of the Board of Directors. Where re – election is not carried out promptly after a director's term of office expires, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the laws, administrative regulations, departmental rules administrative regulations, and these Articles.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p>The Bank shall have independent directors. The number of independent directors shall be no fewer than one third of the Board's total director number and shall be no fewer than three. The independent directors shall possess appropriate professional qualifications, and at least one of them shall possess appropriate accounting or relevant financial management expertise.</p> <p>The Bank shall have one to two staff representative director(s) depending its actual conditions, the representative <u>staff</u> director shall be elected by the Bank's staff at workers congress, staff meeting or through other means.</p>
<p>Article 264 The Bank shall enter into written contracts with the directors and supervisors regarding remuneration which are subject to the prior approval from the shareholders' general meeting. The matters relating to remuneration include:</p> <p>(1) remuneration for the directors, supervisors or senior management officers of the Bank;</p> <p>(2) remuneration for the directors, supervisors or senior management officers of the subsidiary banks (subsidiary companies) of the Bank;</p> <p>(3) remuneration for those providing other services for managing the Bank and its subsidiary banks (subsidiary companies);</p> <p>(4) compensation to directors or supervisors for loss of their office or upon retirement.</p> <p>Except for the contracts mentioned above, the directors and supervisors shall not initiate litigation against the Bank to claim benefits due to them for the foregoing matters.</p>	<p>Article 264 Article 155 The Bank shall enter into written contracts with the directors and supervisors regarding remuneration which are subject to the prior approval from the shareholders' general meeting. The matters relating to remuneration include:</p> <p>(1) remuneration for the directors, supervisors or senior management officers of the Bank;</p> <p>(2) remuneration for the directors, supervisors or senior management officers of the subsidiary banks (subsidiary companies) of the Bank;</p> <p>(3) remuneration for those providing other services for managing the Bank and its subsidiary banks (subsidiary companies);</p> <p>(4) compensation to directors or supervisors for loss of their office or upon retirement.</p> <p>Except for the contracts mentioned above, the directors and supervisors shall not initiate litigation against the Bank to claim benefits due to them for the foregoing matters.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 265 The remuneration contracts between the Bank and its directors or supervisors shall stipulate that if the Bank is acquired, the directors and supervisors of the Bank shall, subject to prior approval from the shareholders' general meeting, be entitled to compensation or other funds for loss of their positions or upon retirement. The acquisition of the Bank previously mentioned refers to one of the following circumstances:</p> <p>(1) a takeover offer made by any person to all shareholders;</p> <p>(2) a takeover offer made by any person with the intent of becoming the controlling shareholder.</p> <p>If the directors and supervisors concerned do not comply with the provisions of this Article, any funds received by them shall go to the persons who have accepted the offer mentioned above and sell their shares. The directors and supervisors shall bear the expenses arising from the distribution of such amounts proportionally, and such expenses shall not be deducted from the amounts.</p>	<p>Article 265 Article 156 The remuneration contracts between the Bank and its directors or supervisors shall stipulate that if the Bank is acquired, the directors and supervisors of the Bank shall, subject to prior approval from the shareholders' general meeting, be entitled to compensation or other funds for loss of their positions or upon retirement. The acquisition of the Bank previously mentioned refers to one of the following circumstances:</p> <p>(1) a takeover offer made by any person to all shareholders;</p> <p>(2) a takeover offer made by any person with the intent of becoming the controlling shareholder.</p> <p>If the directors and supervisors concerned do not comply with the provisions of this Article, any funds received by them shall go to the persons who have accepted the offer mentioned above and sell their shares. The directors and supervisors shall bear the expenses arising from the distribution of such amounts proportionally, and such expenses shall not be deducted from the amounts.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 139 Directors shall assume the following diligent duties to the Bank in accordance with the laws, administrative regulations and these Articles:</p> <p>(1) to exercise the rights conferred by the Bank in a prudent, careful and diligent manner to ensure that the commercial activities of the Bank are in line with the requirements of the laws, administrative regulations and various national economic policies and that Bank's business activities do not exceed the business scope stated in the business license;</p> <p>(2) to treat shareholders of the same class in the same way, and to fairly treat shareholders of different classes;</p> <p>(3) to have an up-to-date understanding on the business operation and management of the Bank;</p> <p>(4) to sign written confirmation in relation to the periodic reports and to ensure the truthfulness, accuracy and completeness of information disclosed by the Bank;</p> <p>(5) to provide true information and data to the Board of Supervisors and not to obstruct with the performance of duties by the Board of Supervisors or Supervisors;</p> <p>(6) to understand and address the conditions of the Bank on an ongoing basis, and to give advice and recommendations to commercial banking business through the Board of Directors and its special committees;</p> <p>(7) other diligent obligation stipulated by the laws, administrative regulations, departmental rules and these Articles.</p>	<p>Article 139 Article 157 Directors shall assume the following diligent duties to the Bank in accordance with the laws, administrative regulations and these Articles:</p> <p>(1) to exercise the rights conferred by the Bank in a prudent, careful and diligent manner to ensure that the commercial activities of the Bank are in line with the requirements of the laws, administrative regulations, regulatory provisions and various national economic policies and that the Bank's business activities do not exceed the business scope stated in the business license;</p> <p>(2) <u>to be responsible to all shareholders and fairly treat all shareholders in the performance of their duties,</u> to treat shareholders of the same class in the same way, and to fairly treat shareholders of different classes;</p> <p>(3) <u>to have an up-to-date understanding on the business operation and management of the Bank; to continuously pay attention to the operation and management of the Bank and have the right to require the senior management to provide relevant information reflecting the operation and management of the Bank in a comprehensive, timely and accurate manner or explanations on relevant issues;</u></p> <p>(4) <u>to attend board meetings on time, fully review matters to be considered by the Board of Directors, express opinions independently, professionally and objectively, and vote independently on the basis of prudent judgment;</u></p> <p>(5) <u>to supervise over the implementation of the resolutions of the shareholders' general meeting and the Board of Directors by the senior management;</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p>(4)(6) to sign written confirmation in relation to the periodic reports and to ensure the truthfulness, accuracy and completeness of information disclosed by the Bank;</p> <p>(5)(7) to provide true information and data to the Board of Supervisors and not to obstruct with the performance of duties by the Board of Supervisors or Supervisors;</p> <p>(6)(8) to understand and address the conditions of the Bank on an ongoing basis, and to give advice and recommendations to commercial banking business through the Board of Directors and its special committees;</p> <p><u>(9) to actively participate in the training organized by the Bank and regulatory authorities, understand the rights and obligations of directors, be familiar with relevant laws, regulations and regulatory provisions, and continuously possess the professional knowledge and ability necessary to perform their functions and duties;</u></p> <p><u>(10) to implement high standards of professional ethics and consider the legitimate rights and interests of stakeholders;</u></p> <p><u>(11) to perform their functions and duties in good faith, due diligence and prudence with loyalty and diligence obligation to the Bank, and ensure that they have sufficient time and energy to perform their duties;</u></p> <p>(7)(12) other diligent obligation stipulated to abide by the laws, administrative regulations, departmental rules regulatory provisions and these Articles.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 140 The directors shall attend the Board meetings earnestly and responsibly, and shall express explicitly their opinions on matters to be considered.</p> <p>Directors shall spend sufficient time to carry out their duties, and shall work for the Bank no less than 15 working days each year, among which, the directors who hold chairman positions in the Audit Committee, the Related Party Transactions Control Committee, Risk Management Committee shall work for the Bank no less than 25 working days each year. Directors shall attend at least two-thirds of the Board meetings in person each year. If a director cannot attend the meeting due to certain reason, he/she may entrust another director with the same status in writing to attend on his/her behalf.</p> <p>A director who fails to attend Board meetings in person and fails to appoint another director to attend on behalf shall assume the same legal liabilities to the Board resolutions.</p>	<p>Article 140 Article 158 The directors shall attend the Board meetings earnestly and responsibly, and shall express explicitly their opinions on matters to be considered.</p> <p>Directors shall spend sufficient time to carry out their duties, and shall work for the Bank no less than 15 working days each year, among which, the directors who hold chairman positions in the Audit Committee, the Related Party Transactions Control Committee, Risk Management Committee shall work for the Bank no less than 25 working days each year. Directors shall attend at least two-thirds of the Board meetings in person each year. If a director cannot attend the meeting due to certain reason, he/she may entrust another director with the same status with the same status in writing to attend on his/her behalf.</p> <p>A director who fails to attend Board meetings in person and fails to appoint another director to attend on behalf shall assume the same legal liabilities to the Board resolutions.</p>
<p>Article 138 Directors shall comply with the laws, administrative regulations and rules and these Articles and shall not conduct the following acts:</p> <p>(1) to accept bribes or other illegal income by taking advantage of their positions or rights and encroach upon property of the Bank;</p> <p>(2) to embezzle funds of the Bank;</p> <p>(3) to open bank accounts in their own names or in the names of others for depositing the assets or fund of the Bank;</p>	<p>Article 138 Article 159 Directors shall comply with the laws, administrative regulations and rules, regulatory provisions and these Articles and shall not conduct the following acts:</p> <p>(1) to accept bribes or other illegal income by taking advantage of their positions or rights and encroach upon property of the Bank;</p> <p>(2) to embezzle funds of the Bank;</p> <p>(3) to open bank accounts in their own names or in the names of others for depositing the assets or fund of the Bank;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(4) outside the normal operating business of the Bank, to lend funds of the Bank to others or to provide guarantee to others with the Bank' assets without the approval of the shareholders' general meeting or the Board of Directors, in contravention of these Articles;</p>	<p>(4) outside the normal operating business of the Bank, to lend funds of the Bank to others or to provide guarantee to others with the Bank' assets without the approval of the shareholders' general meeting or the Board of Directors, in contravention of these Articles;</p>
<p>(5) to enter into contract or transact with the Bank in contravention of these Articles or without the approval of the shareholders' general meeting;</p>	<p>(5) to enter into contract or transact with the Bank in contravention of these Articles or without the approval of the shareholders' general meeting;</p>
<p>(6) without the approval of shareholders general meeting, to seek business opportunities that originally belong to the Bank for themselves or others with their favorable positions, or to operate business for themselves or others that are similar to the Bank;</p>	<p>(6) without the approval of shareholders general meeting, to seek business opportunities that originally belong to the Bank for themselves or others with their favorable positions, or to operate business for themselves or others that are similar to the Bank;</p>
<p>(7) to accept for themselves commissions in relation to transactions between others and the Bank;</p>	<p>(7) to accept for themselves commissions in relation to transactions between others and the Bank;</p>
<p>(8) to disclose any secrets of the Bank without authorization;</p>	<p>(8) to disclose any secrets of the Bank without authorization;</p>
<p>(9) to jeopardize the interests of the Bank by taking advantage of their related party status;</p>	<p>(9) to jeopardize the interests of the Bank by taking advantage of their related party status;</p>
<p>(10) other faithful obligations stipulated by the laws, administrative regulations, rules and these Articles.</p>	<p>(10) other faithful obligations stipulated by the laws, administrative regulations, rules <u>regulatory provisions</u> and these Articles.</p>
<p>Income obtained by directors in violation of this Article shall belong to the Bank; and the Directors shall indemnify the Bank for any losses incurred by the Bank therefrom.</p>	<p>Income obtained by directors in violation of this Article shall belong to the Bank; and the Directors shall indemnify the Bank for any losses incurred by the Bank therefrom.</p>

<p align="center">Existing Provision of Articles of Association</p>	<p align="center">Amended Provision of Articles of Association</p>
<p>Article 139 Directors shall assume the following diligent duties to the Bank in accordance with the laws, administrative regulations and these Articles:</p> <p>(1) to exercise the rights conferred by the Bank in a prudent, careful and diligent manner to ensure that the commercial activities of the Bank are in line with the requirements of the laws, administrative regulations and various national economic policies and that Bank’s business activities do not exceed the business scope stated in the business license;</p> <p>(2) to treat shareholders of the same class in the same way, and to fairly treat shareholders of different classes;</p> <p>(3) to have an up-to-date understanding on the business operation and management of the Bank;</p> <p>(4) to provide written confirmation in relation to the periodic reports and to ensure the truthfulness, accuracy and completeness of information disclosed by the Bank;</p> <p>(5) to provide true information and data to the Board of Supervisors and not to obstruct with the performance of duties by the Board of Supervisors or Supervisors;</p> <p>(6) to understand and address the conditions of the Bank on an ongoing basis, and to give advice and recommendations to commercial banking business through the Board of Directors and its special committees;</p> <p>(7) other diligent obligation stipulated by the laws, administrative regulations, departmental rules and these Articles.</p>	<p>Adjusted to Article 157 of the amended Articles</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 141 A director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors, and the Board of Directors shall report it to shareholders' general meeting.</p> <p>Where the resignation of a director during the term of office causes the number of directors on the Bank's Board of Directors to fall below the minimum quorum or affects the Bank's normal operation, the director shall continue to perform the director's duties before a new director is elected to take up the office, subject to the laws, administrative regulations, departmental rules and these Articles.</p> <p>Saved as the aforesaid, the resignation of a director shall take effect upon the delivery of the written resignation to the Board of Directors, and the Board of Directors shall report it to shareholders' general meeting.</p>	<p>Article 141 Article 160 A director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors, and the Board of Directors shall report it to shareholders' general meeting.</p> <p>Where the resignation of a director during the term of office causes the number of directors on the Bank's Board of Directors to fall below the minimum quorum or affects the Bank's normal operation, the director shall continue to perform the director's duties before a new director is elected to take up the office, subject to the laws, administrative regulations, departmental rules and these Articles. less than two-thirds of the quorum stipulated in these Articles, the director who proposes to resign shall continue to perform the director's functions and duties before a new director is elected to take up the office.</p> <p>Saved as the aforesaid, the resignation of a director shall take effect upon the delivery of the written resignation to the Board of Directors, and the Board of Directors shall report it to shareholders' general meeting.</p> <p><u>When the number of directors of the Board of Directors fall below the minimum quorum specified in the Company Law or the minimum quorum required for voting of the Board of Directors due to the removal of directors by the shareholders' general meeting, death, resignation of independent directors from loss of independence, or other inability to perform the functions and duties of directors, the functions and powers of the Board of Directors shall be exercised by the shareholders' general meeting until the number of directors of the Board of Directors meets the requirements.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 142 If the resignation of a director becomes effective or his term of office expires, the director shall complete all handover formalities with the Board of Directors, but the fiduciary obligations owed to the Bank and shareholders are not discharged after the term of office expires, and remain effective during the reasonable time.</p>	<p>Article 142 Article 161 If the resignation of a director becomes effective <u>is tendered</u> or his term of office expires, the director shall complete all handover formalities with the Board of Directors, but the fiduciary obligations owed to the Bank and shareholders are not discharged after the term of office expires, <u>before the resignation becomes effective or for a reasonable period thereafter or upon the expiry of his/her term of office</u> and remain effective during the reasonable time.</p>
<p>Article 143 A director shall not represent the Bank or the Board of Directors in his/her own name, unless otherwise provided in these Articles or legally authorized by the Board of Directors. A director shall announce his/her views and role in advance when he/she acts in his/her own name, if there is a possibility that a third party may reasonably believe that the director is representing the Bank or the Board of Directors.</p>	<p>Article 143 Article 162 A director shall not represent the Bank or the Board of Directors in his/her own name, unless otherwise provided in these Articles or legally authorized by the Board of Directors. A director shall announce his/her views and role in advance when he/she acts in his/her own name, if there is a possibility that a third party may reasonably believe that the director is representing the Bank or the Board of Directors.</p> <p><u>The validity of an act of a director of the Bank on behalf of the Bank is not, as against a bona fide third party, affected by any irregularity in his office, election or any defect in his qualification.</u></p>
<p>Article 137...Before the expiry of the director's term of office, the shareholders' general meeting shall not dismiss any director without any reason.</p> <p>...</p> <p>Subject to the relevant laws and administrative regulations, a director may be removed by an ordinary resolution prior to his/her term has expired (but such removal shall no cause prejudice to any claim which may be instituted by the director under any contract).</p> <p>...</p>	<p>Article 137 Article 163 Before the expiry of the director's term of office, the shareholders' general meeting shall not dismiss any director without any reason. Subject to the relevant laws and administrative regulations, a director may be removed by an ordinary resolution prior to his/her term has expired (but such removal shall no cause prejudice to any claim which may be instituted by the director under any contract).</p> <p><u>Subject to the relevant laws and regulations, any director whose term of office has not expired may be removed by an ordinary resolution of the shareholders' general meeting (but such director's claim for damages under any contract shall not be affected thereby).</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
Section 2 Independent Directors	Section 2 Independent Directors
<p>Article 144...</p> <p>Unless otherwise provided for in this section, the provisions on directors in this Chapter shall apply to independent directors.</p> <p>An independent director shall attain a high professional level and have good reputation, and shall meet the following criteria:</p> <p>(1) be qualified to serve as a director pursuant to the laws, administrative regulations, rules and relevant requirements of the relevant regulatory authorities and these Articles;</p> <p>(2) perform the duties and responsibilities independently, without any interference by substantial shareholders or de facto controllers of the Bank, or other entities or individuals who have a material interest in the Bank;</p> <p>(3) have a bachelor degree or above, or intermediate vocational titles of relevant professions or above;</p> <p>(4) be familiar with the relevant laws, administrative regulations, rules and regulations;</p> <p>(5) have no less than five years' experience in law, economics, finance or other work experience conducive to performing the duties and responsibilities of an independent director;</p> <p>(6) be familiar with the operation and management of commercial banks and relevant laws, administrative regulations and rules;</p>	<p>Article 144Article 164 <u>The number of independent directors shall be no fewer than one-third of the Board of Directors' total director number and shall be no fewer than three. At least one of the independent directors shall have appropriate professional qualifications under the Listing Rules or appropriate accounting or related financial management expertise, and at least one of the independent directors shall reside in Hong Kong.</u></p> <p>Unless otherwise provided for in this section, the provisions on directors in this Chapter shall apply to independent directors.</p> <p>An independent director shall attain a high professional level and have good reputation, and shall meet the following criteria:</p> <p>(1) be qualified to serve as a director pursuant to the laws, administrative regulations, rules—and—relevant requirements of the relevant regulatory provisions authorities—and these Articles;</p> <p>(2) perform the duties and responsibilities independently, without any interference by substantial shareholders or de facto controllers of the Bank, or other entities or individuals who have a material interest in the Bank;</p> <p>(3) have a bachelor degree or above, or intermediate vocational titles of relevant professions or above;</p> <p>(4) be familiar with the relevant laws, administrative regulations, regulatory provisions and rules and regulations;</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(7) be able to read, understand and analyze credit reports and financial statements of commercial banks;</p> <p>(8) have sufficient time and energy to effectively perform the duties and responsibilities and undertake to duly perform the duties of diligence.</p>	<p>(4)(5)—have no less than five years’ experience in law, economics, finance or other work experience conducive to performing the duties and responsibilities of an independent director;</p> <p>(5)(6)—be familiar with the operation and management of commercial banks and relevant laws, administrative—regulations, <u>regulatory provisions</u> and rules;</p> <p>(6)(7)—be able to read, understand and analyze credit reports and financial statements of commercial banks;</p> <p>(7)(8)—have sufficient time and energy to effectively perform the duties and responsibilities and undertake to duly perform the duties of diligence.</p>
<p>Article 145 The following persons may not serve as independent directors of the Bank:</p> <p>(1) a person who and whose close relative jointly hold more than 1% of the Bank’s shares;</p> <p>(2) a person who or whose close relative holds a position in any shareholder entity that holds more than 1% of the Bank’s shares;</p> <p>(3) a person who or whose close relative holds a position in the Bank or entities under the control or de facto control of the Bank (but not including independent director);</p> <p>(4) a person who is a person described in paragraph (3) above in the three years before taking up the office (but not including independent director);</p>	<p>Article 145 Article 165 The following persons may not serve as independent directors of the Bank:</p> <p>(1) a person who and whose close relative jointly hold more than 1% of the Bank’s shares;</p> <p>(2) a person who or whose close relative holds a position in any shareholder entity that holds more than 1% of the Bank’s shares;</p> <p>(3) a person who or whose close relative holds a position in the Bank or entities under the control or de facto control of the Bank (but not including independent director);</p> <p>(4) a person who is a person described in paragraph (3) above in the three years before taking up the office (but not including independent director);</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(5) a person who or whose close relative holds a position in any entity that is unable to repay the loan provided by the Bank when falling due;</p>	<p>(5) a person who or whose close relative holds a position in any entity that is unable to repay the loan provided by the Bank when falling due;</p>
<p>(6) a person who or whose close relative holds a position in any entity which has a relationship of business, liabilities or debts with, or any interests in the Bank by providing such services as legal, accounting, auditing, management consultancy and guarantee cooperation services to the Bank, thus impeding his/her independence in the performance of duties;</p>	<p>(6) a person who or whose close relative holds a position, <u>invests in or de facto-ly controls over</u> any entity which <u>for the time being, or within two years prior to the date of his/her proposed appointment as an independent director,</u> has a relationship of business, liabilities or debts with, or any interests in the Bank, <u>its holding company or any of their respective subsidiaries or core connected persons, or person who serves as the controlling shareholder, main responsible persons, director (excluding independent director) or his/her respective close associates</u> by providing such <u>professional consultancy</u> services as legal, accounting, auditing, management consultancy and guarantee cooperation services to the Bank, thus impeding his/her independence in the performance of duties;</p>
<p>(7) a person who or whose close relative may be controlled or imposed significant effect by substantial shareholders and senior management officers of the Bank, thus impeding his/her independence in the performance of duties;</p>	<p>(7) a person who or whose close relative may be controlled or imposed significant effect by <u>major substantial</u>—shareholders and senior management officers—of the Bank, thus impeding his/her independence in the performance of duties;</p>
<p>(8) a person who is removed by former employer for failure to perform due diligence;</p>	<p><u>(8) a person who or whose immediate relative, for the time being or within one year prior to the date of his/her proposed appointment, has or has had any material interest in the principal business activities of the Bank, its holding company, the subsidiaries of the Bank or its holding company; is or has been involved in any material business transaction with the Bank, its holding company, the subsidiaries of the Bank or its holding company; or has any material commercial transaction with any of the Bank’s core connected persons;</u></p>
<p>(9) a person who served as principal officers of high-risk financial institutions and are unable to prove he/she are not liable for the cancellation or loss of assets of such financial institutions;</p>	
<p>(10) any other person not permitted to serve as an independent director by the banking regulatory authority, the securities regulatory authorities of the place where the Bank’s shares are listed and any other relevant regulatory authorities.</p>	
<p>The term “close relatives” in this Article means spouses, parents, children, siblings and grand-parents.</p>	

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p>(8)–(9) a person who is removed by former employer for failure to perform due diligence;</p> <p>(9)–(10) a person who served as principal officers of high-risk financial institutions and are unable to prove he/she are not liable for the cancellation or loss of assets of such financial institutions;</p> <p>(10)–(11) any other person not permitted to serve as an independent director by the banking regulatory authority of the State Council, the securities regulatory authorities of the place where the Bank’s shares are listed and any other relevant regulatory authorities.</p> <p>The term “close relatives” in this Article means spouses, parents, children, siblings and grand-parents. <u>The term “immediate relatives” in this Article means spouses, his/her (or spouse’s) children or step-children (natural or adopted) under the age of 18 years.</u></p>
<p>Article 146 The selection and appointment of independent directors shall mainly follow the market principle. A list of nominated candidates for independent directors can be drawn up by the Nomination and Remuneration Committee of the Board of Directors.</p> <p>Shareholders individually or in aggregate holding 1% or more of the Bank’s shares can nominate candidates for independent directors. A shareholder who has already nominated candidate for director shall not nominate any candidate for independent director, The same shareholder may only propose one person for election as an independent director.</p>	<p>Article 146–Article 166 The selection and appointment of independent directors shall mainly follow the market principle. A list of nominated candidates for independent directors can be drawn up by the Nomination and Remuneration Committee of the Board of Directors.</p> <p>Shareholders individually or in aggregate holding 1% or more of the Bank’s shares can nominate candidates for independent directors. A shareholder who has already nominated candidate for director shall not nominate any candidate for independent director, The same shareholder may only propose one person for election as an independent director.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>The qualification of the candidates for directors shall be reviewed by the Nomination and Remuneration Committee of the Board of Directors with a focus on the independence, expertise, experience and capability. The names of qualified candidates shall be submitted to the Board of Directors for consideration. After approval by way of a Board resolution, written proposals shall be submitted to the shareholders' general meeting for election. The qualification of the candidates shall be verified by the banking regulatory authority.</p> <p>An independent director shall not hold positions in more than two commercial banks at the same time.</p>	<p>The qualification of the candidates for directors shall be reviewed by the Nomination and Remuneration Committee of the Board of Directors with a focus on the independence, expertise, experience and capability. The names of qualified candidates shall be submitted to the Board of Directors for consideration. After approval by way of a Board resolution, written proposals shall be submitted to the shareholders' general meeting for election. The qualification of the candidates shall be verified by the banking regulatory authority <u>under the State Council.</u></p> <p><u>A natural person may serve as an independent director in a maximum of five domestic or foreign enterprises at the same time. Where a person also serves as an independent director of a banking or insurance institution, the relevant institution shall not have a related party relationship and there shall be no conflict of interests.</u></p> <p>An independent director <u>A natural person</u> shall not hold positions <u>serve as an independent director</u> in more than two commercial banks at the same time.</p> <p><u>An independent director who holds positions in financial institutions other than the Bank, or directors sit on each other's boards, shall inform the Bank in advance and undertake that there is no conflict of interests between such positions and their positions in the Bank.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 147 The term of service of an independent director shall be the same as that of other directors of the Bank and may be re-elected and re-appointed upon the expiration of the term of office, provided that such term of office shall not be more than six years on an accumulative basis.</p>	<p><u>Article 167</u> <u>The nomination, election and replacement of independent directors shall be carried out pursuant to laws and regulations and the provisions of these Articles, and shall be in compliance with the following provisions:</u></p> <p><u>(1) The independent directors of the Bank shall be nominated by the Nomination and Remuneration Committee of the Board of Directors, the Board of Supervisors, or the shareholders holding individually or in aggregate more than 1% of the total number of voting shares issued by the Bank, and shall be elected by the shareholders' general meeting;</u></p> <p><u>(2) The nominator of an independent director shall obtain the consent of the nominee prior to the nomination. The nominator shall be fully informed of the nominee's occupation, education, title, detailed work experience, all part-time positions, etc., and shall express opinions on his/her qualifications and independence as an independent director. The nominee shall make a declaration that there is no relationship between himself/herself and the Bank that would affect his/her independence and objective judgment. Before assuming office, an independent director should also make a statement to the Board of Directors to ensure that he/she has sufficient time and energy to perform his/her duties and that he/she undertakes to perform duties diligently. The Board of Directors of the Bank shall disclose the above information to shareholders prior to the shareholders' general meeting at which an independent director is to be elected;</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p><u>(3) After the shareholders' general meeting is convened and the resolution on the election of independent directors is passed, the Bank shall submit the relevant materials of all nominees to the banking regulatory authority of the State Council and other relevant regulatory authorities. If the Board of Directors of the Bank objects to the relevant information of a nominee, it shall submit the written opinions of the Board of Directors at the same time.</u></p> <p><u>A nominee whose nomination or qualification for office is contested by the relevant regulatory authorities shall not be a candidate for independent director;</u></p> <p>Article 147 (4) The term of service of an independent director shall be the same as that of other directors of the Bank and may be re-elected and re-appointed upon the expiration of the term of office, provided that such term of office shall not be more than six years on an accumulative basis.</p>
<p>Article 150 In addition to the powers conferred to directors by the Company Law and other relevant laws, administrative regulations and rules and these Articles, independent directors shall also have the following powers:</p> <p>(1) major related party transactions, as determined according to the criteria issued by the regulatory authorities in the place(s) of listing from time to time, shall be approved by independent directors prior to submission to the Board of Directors for discussion; and the independent directors may engage professional advisers to provide an independent financial adviser report to serve as a basis of decision before they come to a conclusion;</p>	<p>Article 150 Article 168 In addition to the powers conferred to directors by the Company Law and other relevant laws, administrative regulations, regulatory provisions and rules and these Articles, independent directors shall also have the following powers:</p> <p>(1) major related party transactions, as determined according to the criteria issued by the regulatory authorities in the place(s) of listing from time to time, shall be approved by independent directors prior to submission to the Board of Directors for discussion; and the independent directors may engage professional advisers to provide an independent financial adviser report to serve as a basis of decision before they come to a conclusion;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(2) to propose to the Board of Directors to convene an extraordinary shareholders' general meeting;</p> <p>(3) to propose to convene a meeting of the Board of Directors;</p> <p>(4) to engage independently external auditing and consulting advisers;</p> <p>(5) to propose to the Board of Directors to appoint or remove an accounting firm;</p> <p>(6) to publicly approach shareholders to gather their votes before the shareholders' general meeting is convened; and</p> <p>(7) other powers stipulated by the laws, administrative regulations, rules and these Articles.</p> <p>The approval by a majority of independent directors shall be obtained for the exercising of the above powers.</p>	<p>(2) to propose to the Board of Directors to convene an extraordinary shareholders' general meeting;</p> <p>(3) to propose to convene a meeting of the Board of Directors;</p> <p>(4) to engage independently external auditing and consulting advisers;</p> <p>(5) to propose to the Board of Directors to appoint or remove an accounting firm;</p> <p>(6) to publicly approach shareholders to gather their votes before the shareholders' general meeting is convened; and</p> <p>(7) other powers stipulated by the laws, administrative—regulations, rules <u>regulatory provisions</u> and these Articles.</p> <p>The approval by a majority of independent directors shall be obtained for the exercising of the above powers.</p>
<p>Addition</p>	<p><u>Article 169 Independent directors shall perform their duties in good faith, independently and diligently, effectively safeguard the legitimate rights and interests of the Bank, the minority shareholders and financial consumers, and shall not be influenced by shareholders, de facto controllers, senior management or other entities or individuals with significant interests in the Bank.</u></p> <p><u>In the event of any material deficiencies or failures in the corporate governance mechanism of the Bank, the independent directors shall promptly report the relevant information to the regulatory authorities, and the independent directors shall, in addition to reporting the relevant information to the regulatory authorities in accordance with the regulations, keep the commercial secrets of the Bank.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p><u>The “failures in the corporate governance mechanism” referred to in this Article shall include, but not limited to, the failure of the Board of Directors to be constituted for more than one year; the failure of the Board of Directors to adopt effective resolutions due to prolonged conflicts among directors, which are unable to be resolved by the shareholders’ general meeting; the failure of the Board of Directors to convene a shareholders’ general meeting for more than one year; the failure of the shareholders’ general meeting to meet the vote cast required by the laws or these Articles on a poll such that no valid resolution has been passed at the shareholders’ general meeting for more than one year; the failure of the proposal for capital increase to be passed due to insufficient capital adequacy or solvency; the failure of the existing governance mechanism to function properly, resulting in serious difficulties in operation and management, and other circumstances as determined by the regulatory authorities.</u></p>
Addition	<p><u>Article 170 Independent directors shall work for the Bank no less than fifteen working days each year. Independent directors who hold chairman positions in the Audit Committee, Consumer Rights Protection Committee, Risk Management Committee and Related Party Transactions Control Committee of the Board of Directors shall work for the Bank no less than twenty working days each year. Independent directors may delegate other independent directors to attend the Board meetings, but shall attend at least two-thirds of the Board meetings in person each year.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 151 Independent directors shall give objective, impartial and independent opinions on the matters discussed at the Board meetings, and shall in particular, address their opinions to the Board of Directors on the following matters:</p> <p>(1) the legality and fairness of major related party transactions;</p> <p>(2) the profit distribution plans;</p> <p>(3) the appointment and removal of senior management officers;</p> <p>(4) matters deemed by the independent directors as such that may impair the legitimate rights and interests of the depositors and minority shareholders of the Bank and other persons who have interest in the Bank;</p> <p>(5) matters deemed by the independent directors as such that may cause significant loss to the Bank;</p> <p>(6) the appointment of external auditors; and</p> <p>(7) other matters stipulated by the laws, administrative regulations, rules or these Articles.</p> <p>The opinions of Independent Directors on the decision of the Bank shall be recorded in the minutes of meeting of the Board of Directors.</p>	<p>Article 151 Article 171 Independent directors shall give objective, impartial and independent opinions on the matters discussed at the Board meetings, and shall in particular, address their opinions to the Board of Directors on the following matters:</p> <p>(1) the legality and fairness of major related party transactions;</p> <p><u>(3)(2) the nomination, appointment and dismissal of the directors and</u> the appointment and removal of senior management officers;</p> <p><u>(3) the remuneration of the directors and senior management officers;</u></p> <p>(2) <u>(4)</u> the profit distribution plans;</p> <p>(6) the appointment of external auditors; and <u>(5) engagement or removal of the accounting firms responsible for performing regular and statutory audits for the financial reports of the Bank;</u></p> <p>(4) matters deemed by the independent directors as such that may impair the legitimate rights and interests of the depositors and minority shareholders of the Bank and other persons who have interest in the Bank;</p> <p>(5) matters deemed by the independent directors as such that may cause significant loss to the Bank;</p> <p><u>(6) other matters that may cause material impact on the legitimate rights and interests of the Bank, the minority shareholders and the financial consumers;</u></p> <p>(7) other matters stipulated by the laws, administrative regulations, <u>rules regulatory provisions</u> or these Articles.</p> <p>The opinions of Independent Directors on the decision of the Bank shall be recorded in the minutes of meeting of the Board of Directors.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
Addition	<u>Article 172 The independent directors of the Bank may elect an independent director who shall be responsible for convening a special meeting attended by the independent directors to study issues relating to the performance of duties.</u>
<p>Article 153 Independent directors shall have committed a serious dereliction of duty in any of the following circumstances:</p> <p>(1) divulgence of trade secrets and impairment of the legitimate interests of the Bank;</p> <p>(2) acceptance of illicit benefits in the performance of their duties, or the seeking of private benefits by taking advantage of the status of an independent director;</p> <p>(3) failure to raise an opposing opinion despite being fully aware that a Board resolution violates the laws, administrative regulations or these Articles;</p> <p>(4) failure to exercise the veto power to related party transactions which have caused significant loss to the Bank; and</p> <p>(5) other serious dereliction identified by the banking regulatory authority.</p>	<p>Article 153 <u>Article 173</u> Independent directors shall have committed a serious dereliction of duty in any of the following circumstances:</p> <p>(1) divulgence of trade secrets and impairment of the legitimate interests of the Bank;</p> <p>(2) acceptance of illicit benefits in the performance of their duties, or the seeking of private benefits by taking advantage of the status of an independent director;</p> <p>(3) failure to raise an opposing opinion despite being fully aware that a Board resolution violates the laws, administrative regulations, regulatory provisions or these Articles;</p> <p>(4) failure to exercise the veto power to related party transactions which have caused significant loss to the Bank; and</p> <p>(5) other serious dereliction identified by the banking regulatory authority <u>under the State Council.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>If an independent director has been disqualified by the banking regulatory authority due to serious dereliction of duty, he/she shall be automatically removed from the position from the date he/she is disqualified. Such independent directors shall not serve as an independent director in the Bank for the remaining time of their life, and shall be replaced by new independent directors elected at the shareholders' general meeting of the Bank shareholders in a timely manner.</p>	<p>If an independent director has been disqualified by the banking <u>relevant</u> regulatory authority due to serious dereliction of duty, <u>he/she shall no longer be an independent director of the Bank.</u> HeHe/she shall be automatically removed from the position from the date he/she is disqualified. Such independent directors shall not serve as an independent director in the Bank for the remaining time of their life, and shall be replaced by new independent directors elected at the shareholders' general meeting of the Bank shareholders in a timely manner.</p> <p><u>If the number or proportion of independent directors on the Board of Directors of the Bank falls below the minimum number or required proportion as stipulated in the relevant laws and regulations or these Articles due to disqualification or removal of independent directors, or due to the failure of the independent directors to meet the conditions of independence or other circumstances that make them unsuitable to perform the duties of independent directors, the Bank shall convene a shareholders' general meeting as soon as possible to elect and replenish the number of independent directors.</u></p>
<p>Article 152 To ensure the effective performance of duties and powers by independent directors, the Bank shall provide the following necessary conditions for independent directors:</p> <p>(1) the Bank shall ensure that independent directors have the same information right as other directors;</p>	<p>Article 152 Article 174 To ensure the effective performance of duties and powers by independent directors, the Bank shall provide the following necessary conditions for independent directors:</p> <p>(1) the Bank shall ensure that independent directors have the same information right as other directors, <u>and provide independent directors with necessary information to participate in decision-making in a timely and complete manner;</u></p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(2) the Bank shall provide the necessary working conditions for independent directors to perform their duties and responsibilities;</p> <p>(3) the Secretary to the Board of Directors and other relevant personnel of the Bank shall cooperate positively in the performance of duties and responsibilities by independent directors; and</p> <p>(4) the reasonable expenses incurred from engaging intermediaries and the reasonable costs incurred when carrying out duties by independent directors shall be borne by the Bank.</p>	<p>(2) the Bank shall provide the necessary working conditions for independent directors to perform their duties—and responsibilities;</p> <p>(3) the Secretary to the Board of Directors and other relevant personnel of the Bank shall cooperate positively in the performance of duties and responsibilities by independent directors; and</p> <p>(4) the reasonable expenses incurred from engaging intermediaries and the reasonable costs incurred when carrying out duties by independent directors shall be borne by the Bank.</p>
<p>Article 156 The Bank shall pay compensation and allowance to independent directors. Payment standard shall be formulated by the Board of Directors, and considered and approved at the shareholders’ general meeting.</p>	<p>Article 156 <u>Article 175</u> The Bank shall pay compensation and allowance to independent directors. Payment standard shall be formulated by the Board of Directors, and considered and approved at the shareholders’ general meeting. <u>The Bank shall grant the independent directors an appropriate allowance. The criteria of the allowance plan shall be formulated by the Board of Directors, and be considered and approved by the shareholders’ general meeting. No independent directors shall obtain any additional and undisclosed benefits from the Bank, the substantial shareholders of the Bank or interested institutions or individuals in addition to the abovementioned allowances.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 148 An independent director may resign before the term of office expires. Prior to the approval of resignation of the independent director by the Board of Directors, the independent director shall continue to carry out his/her duties.</p> <p>The resigning independent director shall submit a written resignation report to the Board of Directors, and serve a written statement on the immediately following shareholders’ general meeting to specify any circumstances related to the resignation or any fact that he/she believes requires the attention of the shareholders and creditors.</p>	<p>Article 148 Article 176 An independent director may resign before the term of office expires. Prior to the approval of resignation of the independent director by the Board of Directors, the independent director shall continue to carry out his/her duties.</p> <p>The resigning independent director shall submit a written resignation report to the Board of Directors, and serve a written statement on the immediately following shareholders’ general meeting to specify any circumstances related to the resignation or any fact that he/she believes requires the attention of the shareholders and creditors.</p>
<p>Article 149 If the resignation of an independent director causes the number of independent director fall below the statutory minimum number, the resignation of the independent director shall not become effective until the vacancy so caused is filled by the successor.</p>	<p>Article 149 Article 177 If the resignation of an independent director causes the number of independent directors <u>fall below the statutory minimum number to account for less than one-third in the Board of Directors, the resignation of the independent director shall not become effective until the vacancy so caused is filled by the successor such independent director shall continue to perform his/her duties until a new independent director takes office, unless he/she resigns or is dismissed due to the loss of independence.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 154 The Board of Directors or the Board of Supervisors has the right to propose at a shareholders' general meeting to remove an independent director in any of the following circumstances:</p> <p>(1) material dereliction of duty specified in Article 153 of these Articles;</p> <p>(2) failure to resign from the position when he/she is no longer qualified to be an independent director;</p> <p>(3) failure to attend the Board meetings in person three times consecutively, or failure to attend the meeting either in person or entrust other independent directors to attend on his/her behalf two times consecutively, or attending less than two-thirds of the total number of Board meetings in person within one year; and</p> <p>(4) other circumstances provided by the laws, administrative regulations and rules where an independent director is no longer suitable for holding such position.</p>	<p>Article 154 Article 178 The Board of Directors or the Board of Supervisors has the right to propose at a shareholders' general meeting to remove an independent director in any of the following circumstances:</p> <p>(1) material dereliction of duty specified in Article 153 Article 173 of these Articles;</p> <p>(2) failure to resign from the position when he/she is no longer qualified to be an independent director;</p> <p>(3) failure to attend the Board meetings in person three times consecutively, or failure to attend the meeting either in person or entrust other independent directors to attend on his/her behalf two times consecutively, or attending less than two-thirds of the total number of Board meetings in person within one year shall be deemed to have failed to perform duties, and the Bank shall convene a shareholders' general meeting to remove his/her position and elect a new independent director within three months; and</p> <p>(4) other circumstances provided by the laws, administrative regulatory provisions regulations, rules and rules these Articles where an independent director is no longer suitable for holding such position.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 155 If the Board of Directors or Board of Supervisors proposes at a shareholders' general meeting to remove an independent director, it shall report to relevant regulatory authority and issue a written notice to the independent director one month before such shareholders' general meeting. The independent director shall have the right to express the opinion orally or in writing before the voting, and shall have the right to submit such opinion to the banking regulatory authority five days prior to the shareholders' general meeting. The shareholders shall vote after reviewing the independent director's opinion.</p>	<p>Article 155 Article 179 If the Board of Directors or Board of Supervisors proposes at a shareholders' general meeting to remove an independent director, it shall report to relevant regulatory authority and issue a written notice to the independent director one month before such shareholders' general meeting. The independent director shall have the right to express the opinion orally or in writing before the voting, and shall have the right to submit such opinion to the banking regulatory authority <u>under the State Council</u> five days prior to the shareholders' general meeting. The shareholders shall vote after reviewing the independent director's opinion.</p>
<p>Chapter 3 Board of Directors</p>	<p>Section Chapter 3 Board of Directors</p>
<p>Article 157 The Bank shall establish a Board of Directors, which shall be accountable to the shareholders' general meeting.</p>	<p>Article 157 Article 180 The Bank shall establish a Board of Directors, which shall be accountable to the shareholders' general meeting.</p>
<p>Article 158 The Board of Directors shall be composed of thirteen (13) to seventeen (17) directors.</p>	<p>Article 158 Article 181 The Board of Directors <u>of the Bank</u> shall be composed of thirteen (13) to seventeen (17) fifteen (15) directors, including four (4) executive directors, eleven (11) non-executive directors (including five (5) independent directors).</p>
<p>Article 160 The Board of Directors shall have one chairman and may have one vice chairman. The chairman and vice chairman shall be elected by more than half of all directors under the Board of Directors.</p>	<p>Article 160 The Board of Directors shall have There is one chairman for the Board of Directors and may have one vice chairman. The chairman and vice chairman shall be elected by more than half of all directors under the Board of Directors.</p>
<p>Article 161 The chairman of the Bank shall not be served by the legal representatives or key personnel of the Bank's controlling shareholders. The chairman of the Board of Directors and president of the Bank shall be separate individuals.</p>	<p>Article 161 The chairman of the Bank shall not be served by the legal representatives or key personnel of the Bank's controlling shareholders. The chairman of the Board of Directors and president of the Bank shall be separate individuals <u>concurrently serve as the president</u>.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p align="center">Existing Provision of Articles of Association</p>	<p align="center">Amended Provision of Articles of Association</p>
<p>Article 160 The Board of Directors shall have one chairman and may have one vice chairman. The chairman and vice chairman shall be elected by more than half of all directors under the Board of Directors.</p> <p>Article 161 The chairman of the Bank shall not be served by the legal representatives or key personnel of the Bank’s controlling shareholders. The chairman of the Board of Directors and president of the Bank shall be separate individuals.</p>	<p>Adjusted to Article 181 of the amended Articles</p>
<p>Article 162 The vice chairman shall assist the chairman in his/her work. If the chairman of the Board is unable to perform his/her duties and responsibilities for whatever reason, the vice chairman shall perform such duties and responsibilities on behalf; if the vice chairman is unable to do so for whatever reason, a director shall be recommended by half or more directors jointly to perform such duties and responsibilities on behalf.</p>	<p>Adjusted to Article 190 of the amended Articles</p>
<p>Article 163 The Board of Directors shall take ultimate responsibility for the operation and management of the Bank and perform the following duties and powers:</p> <p>(1) convene, and report to, shareholders’ general meetings;</p> <p>(2) implement resolutions adopted at shareholders’ general meetings;</p> <p>(3) make decisions on the Bank’s business plans and investment plans;</p> <p>(4) formulate the Bank’s annual financial budgets and final accounts as well as risk – based capital allocation;</p> <p>(5) formulate the Bank’s proposals on profit distribution and loss recovery plans;</p>	<p>Article 163 Article 182 <u>The Board of Directors shall take ultimate responsibility for the operation and management of the Bank and shall be the decision-making body of the Bank, which formulates strategies, makes decisions and prevents risks. The Board of Directors</u> performs the following duties and powers:</p> <p>(1) convene, and report to, shareholders’ general meetings;</p> <p>(2) implement resolutions adopted at shareholders’ general meetings;</p> <p>(3) make decisions on the Bank’s business plans and investment plans;</p> <p>(4) formulate the Bank’s annual financial budgets and final accounts as well as risk – based capital allocation;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(6) formulate proposals on the capital replenishment plans, such as increase or reduction of the Bank's registered capital and the issue of bonds and other securities, listing plans, plans of applying capital funds raised, as well as supervise and performance these proposals, in order to the ensure capital adequacy ratio of the Bank comply with regulatory requirement;</p> <p>(7) formulate plans for significant acquisitions, purchase of the Bank's shares, or merger, division, dissolution or other change in the form of the Bank;</p> <p>(8) decide on material matters (other than daily operation of business) within the scope authorized at a shareholders' general meeting, including external investments, asset acquisition or sales, pledge of assets, external guarantee, trust management and related party transactions etc.;</p> <p>(9) decide on the establishment of the Bank's internal management departments;</p> <p>(10) appoint or remove the Bank's president and Secretary to the Board of Directors in accordance with the recommendations of the chairman; appoint or remove the members of the Bank's senior management, including the vice president and chief financial officer in accordance with the recommendations of the president, and determine their remunerations, rewards and punishment;</p> <p>(11) formulate proposals on the remuneration and subsidies of the directors of the Bank;</p> <p>(12) formulate the basic management systems of the Bank, decide on the policies on risk management, internal control and compliance of the Bank, review and approve the strategy of green credit;</p>	<p>(5) formulate the Bank's proposals on profit distribution and loss recovery plans;</p> <p>(6) formulate proposals on the capital replenishment plans, such as increase or reduction of the Bank's registered capital and the issue of bonds and other securities, listing plans, plans of applying capital funds raised, as well as supervise and performance these proposals, in order to the ensure capital adequacy ratio of the Bank comply with regulatory requirement;</p> <p>(7) formulate plans for significant acquisitions, purchase of the Bank's shares, or merger, division, dissolution or other change in the form of the Bank;</p> <p>(8) decide on material matters (other than daily operation of business) within the scope authorized at a shareholders' general meeting, including external investments, asset acquisition or sales, pledge of assets, external guarantee, trust management and related party transactions etc.; <u>consider and approve matters including external investments, assets acquisition, assets disposal and write-off, pledge of assets, related party transactions and data governance in accordance with laws, regulations, regulatory provisions, these Articles and the relevant authorization systems of the Bank;</u></p> <p>(9) decide on the establishment of the Bank's internal management departments;</p> <p>(10) appoint or remove the Bank's president and Secretary to the Board of Directors in accordance with the recommendations of the chairman; appoint or remove the members of the Bank's senior management, including the vice president and chief financial officer <u>assistants to the president</u> in accordance with the recommendations of the president, and determine their remunerations, rewards and punishment;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(13) formulate amendments to these Articles;</p> <p>(14) approve internal audit rules and audit plans, work plans of the Bank;</p> <p>(15) manage or authorize Related Party Transactions Control Committee to manage related party transaction;</p> <p>(16) determine the strategies of operation and development for long and medium term and material business development plans of the Bank, as well as supervise their effective implementation;</p> <p>(17) to establish the Bank's information disclosure system, to manage the information disclosure matters of the Bank, and to assume ultimate responsibility for the truth, completeness, accurateness and timeliness of the Banks' accounting and financial reporting system;</p> <p>(18) propose at a shareholders' general meeting the engagement, replace or discontinuance of engagement of an accounting firm of the Bank;</p> <p>(19) supervise and evaluate the work performance of the directors and senior management officers of the Bank, listen to the president's work report and inspect the president's work;</p> <p>(20) consider any major capital expenditure, contract and commitment which exceeds the expenditure limit for senior management officers set by the Board of Directors;</p> <p>(21) draw up share incentive and equity repurchase plans of the Bank;</p>	<p>(11) formulate proposals on the remuneration and subsidies of the directors of the Bank;</p> <p>(12) formulate the basic management systems of the Bank, decide on the policies on risk management, internal control and compliance of the Bank, review and approve the strategy of green credit;</p> <p><u>(13) review and approve the strategy of green credit, monitor and evaluate the Bank's fulfillment of social responsibility and promote sustainable financial development;</u></p> <p><u>(14) formulate the Bank's risk tolerance, risk management and internal control policies and assume ultimate responsibility for overall risk management;</u></p> <p>(13)–(15) formulate amendments to these Articles, <u>formulate rules of procedure of the shareholders' general meetings and rules of procedure of the Board of Directors, consider and approve the terms of reference of special committees of the Board of Directors;</u></p> <p>(14)–(16) approve internal audit rules and audit plans, work plans of the Bank;</p> <p>(15)–(17) manage or authorize Related Party Transactions Control Committee to manage related party transaction;</p> <p>(16)–(18) determine the strategies of operation and development for long and medium term and material business development plans of the Bank, as well as supervise their effective implementation;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(22) regularly evaluate and improve corporate governance of the Bank, and make necessary amendment for existing problems;</p> <p>(23) other rights conferred by the laws, administrative regulations, departmental rules or these Articles and shareholders' general meeting.</p>	<p><u>(19) formulate the capital planning of the Bank, assume ultimate responsibility for capital or solvency management;</u></p> <p>(17)-(20) to establish the Bank's information disclosure system, to manage the information disclosure matters of the Bank, and to assume ultimate responsibility for the truth, completeness, accurateness and timeliness of the Banks' accounting and financial reporting system;</p> <p>(18) propose at a shareholders' general meeting the engagement, replace or discontinuance of engagement of an accounting firm of the Bank; <u>(21) propose to the shareholders' general meeting the engagement or dismissal of the accounting firm that conducts regular and statutory audit of the financial reports of the Bank;</u></p> <p>(19)-(22) supervise and evaluate the work performance of the directors and senior management officers of the Bank, listen to the president's work report and inspect the president's work;</p> <p>(20)-(23) consider any major capital expenditure, contract and commitment which exceeds the expenditure limit for senior management officers set by the Board of Directors;</p> <p>(21)-(24) draw up share incentive and equity repurchase plans of the Bank;</p> <p>(22)-(25) regularly evaluate and improve corporate governance of the Bank, and make necessary amendment for existing problems;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p><u>(26) safeguard the legitimate rights and interests of financial consumers and other stakeholders;</u></p> <p><u>(27) establish mechanisms to identify, review and manage conflicts of interests between the Bank and its shareholders, especially the substantial shareholders;</u></p> <p><u>(28) assume management responsibility for the shareholders affairs;</u></p> <p>(23)-(29) other rights conferred by the laws, administrative regulations, departmental rules <u>regulatory provisions</u> or these Articles and shareholders' general meeting.</p> <p><u>The powers of the Board of Directors shall be exercised collectively by the Board of Directors. The powers of the Board of Directors stipulated by the Company Law shall generally not be delegated to the chairman, directors, other institutions or individuals. Where delegation is necessary for certain specific decision-making matters, it shall be done by means of resolution of the Board of Directors. The Board of Directors shall only delegate its power once for a single specific matter, and shall not grant power generally or permanently to any other institutions or individuals.</u></p>
Addition	<p><u>Article 183 The Board of Directors of the Bank shall perform its responsibility diligently and undertake the ultimate responsibility of equity affairs management, consumer rights and interests protection, large risk exposure management, data governance, book risk interest rate management, practitioner behavior management, money laundering risk management and other related work.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 166 The Board of Directors shall formulate the rules of procedure for its meetings to ensure that the Board of Directors has put the resolutions adopted at the shareholders' general meeting into action so as to promote work efficiency and make scientific decisions.</p>	<p>Article 166 Article 184 The Board of Directors shall formulate the rules of procedure for its meetings to ensure that the Board of Directors has put the resolutions adopted at the shareholders' general meeting into action so as to promote work efficiency and make scientific decisions.</p>
<p>Article 164 The Board of Directors shall explain at a shareholders' general meeting the qualified opinions contained in the audit reports issued by registered accountants in respect of the Bank's finance.</p>	<p>Article 164 Article 185 The Board of Directors shall explain at a shareholders' general meeting the qualified opinions contained in the audit reports issued by registered accountants in respect of the Bank's finance.</p>
<p>Article 165 The Board of Directors shall not, without the prior approval in a shareholders' general meeting, dispose of or agree to dispose of any fixed assets where the aggregate of the expected value of the consideration for the proposed disposal and the value of the consideration for any similar disposal of fixed assets in the four months immediately preceding the proposed disposal exceeds 33% of the value of the fixed assets as stated in the last balance sheet reviewed at the shareholders' general meeting. A "disposal of fixed assets" as referred to in this Article includes an act involving the transfer of an interest in certain assets, but does not include the provision of fixed assets by way of security.</p> <p>Breach of the above provision article shall not affect the validity of any transaction entered into by the Bank in disposing of fixed assets.</p>	<p>Article 165 Article 186 The Board of Directors shall not, without the prior approval in a shareholders' general meeting, dispose of or agree to dispose of any fixed assets where the aggregate of the expected value of the consideration for the proposed disposal and the value of the consideration for any similar disposal of fixed assets in the four months immediately preceding the proposed disposal exceeds 33% of the value of the fixed assets as stated in the last balance sheet reviewed at the shareholders' general meeting. A "disposal of fixed assets" as referred to in this Article includes an act involving the transfer of an interest in certain assets, but does not include the provision of fixed assets by way of security.</p> <p>Breach of the above provision article shall not affect the validity of any transaction entered into by the Bank in disposing of fixed assets.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p align="center">Existing Provision of Articles of Association</p>	<p align="center">Amended Provision of Articles of Association</p>
<p>Article 167 The Board of Directors shall specify the scope of external investment, asset acquisition and sales, pledge of assets, external guarantee, trust of wealth management and related party transactions and set up a stringent internal control system, formulate a comprehensive investigation and decision making process. Specialists and professionals should be organized to assess any major investment projects and seek approval at a shareholders’ general meeting.</p>	<p>Article 167 Article 187 The Board of Directors shall specify the scope of external investment, asset acquisition and sales, pledge of assets, external guarantee, trust of wealth management and related party transactions and set up a stringent internal control system, formulate a comprehensive investigation and decision making process. Specialists and professionals should be organized to assess any major investment projects and seek approval at a shareholders’ general meeting.</p>
<p>Article 168 Related party transactions required to submit to a shareholders’ general meeting for consideration shall be adopted by the Board of Directors through a resolution, and such resolution shall not be implemented until being approved at the shareholders’ general meeting. Any shareholder who has a conflict of interest in such connected transactions shall abstain from voting on such resolution.</p>	<p>Article 168 Article 188 Related party transactions required to submit to a shareholders’ general meeting for consideration shall be adopted by the Board of Directors through a resolution, and such resolution shall not be implemented until being approved at the shareholders’ general meeting. Any shareholder who has a conflict of interest in such connected transactions shall abstain from voting on such resolution.</p>
<p>Article 169 The Board of Directors shall notify all directors of the date of the meeting in accordance with related provisions, and provide them with adequate materials before such meeting, including background introduction of the subject matters, any information and details which can facilitate the directors to make decisions.</p> <p>Extraordinary meetings of the Board of Directors shall be convened by the chairman. The Board of Directors shall notify all directors and supervisors five days before such meeting in the form of a written notice sent by hand, registered mail, telegraph, telex, faxes or e-mail.</p> <p>In case of emergency, the service of notices shall not be subject to the time-limit and can be issued through telephone or other oral ways, but the convener should make explanations in the meeting.</p>	<p>Adjusted to Article 195 of the amended Articles</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 170 The notice of a Board meeting shall contain the following contents:</p> <p>(1) the date, time and place of the meeting;</p> <p>(2) the duration of the meeting;</p> <p>(3) the reason for holding the meeting and subject matters; and</p> <p>(4) the date of issuance of the meeting notice.</p>	<p>Adjusted to Article 196 of the amended Articles</p>
<p>Article 179 The chairman of the Board of Directors shall have the following duties and powers:</p> <p>(1) to preside over shareholders' general meetings, and convene and preside over meetings of the Board of Directors, and to determine the matters to be considered according to laws;</p> <p>(2) to supervise and examine the implementation of resolutions of the Board of Directors and report to the Board of Directors;</p> <p>(3) to sign certificates of shares and bonds issued by the Bank;</p> <p>(4) to exercise the duties and powers of a legal representative;</p> <p>(5) to sign material documents of the Board of Directors and other documents which shall be signed by the legal representative of the Bank;</p> <p>(6) to lead the formulation of each plan and report that shall be submitted by the Board of Directors to shareholders' general meeting;</p>	<p>Article 179 Article 189 The chairman of the Board of Directors shall have the following duties and powers:</p> <p>(1) to preside over shareholders' general meetings, and convene and preside over meetings of the Board of Directors, and to determine the matters to be considered according to laws;</p> <p>(2) to supervise and examine the implementation of resolutions of the Board of Directors and report to the Board of Directors;</p> <p>(3) to sign certificates of shares and bonds issued by the Bank;</p> <p>(4) to exercise the duties and powers of a legal representative;</p> <p>(5) to sign material documents of the Board of Directors and other documents which shall be signed by the legal representative of the Bank;</p> <p>(6) to lead the formulation of each plan and report that shall be submitted by the Board of Directors to shareholders' general meeting;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(7) in the event of an occurrence of any severe natural disaster or any other force majeure event, to exercise the special power in relation to the Bank's affairs in the Bank's interests and in compliance with the legal provisions, and subsequently report such activities to the Board of Directors and the shareholders at a general meeting;</p>	<p>(7) in the event of an occurrence of any severe natural disaster or any other force majeure event, to exercise the special power in relation to the Bank's affairs in the Bank's interests and in compliance with the legal provisions, and subsequently report such activities to the Board of Directors and the shareholders at a general meeting;</p>
<p>(8) to nominate candidates for the president and Secretary to the Board of Directors as well as other personal who shall be proposed by chairman for appointment or removal by the Board of Directors;</p>	<p>(8) to nominate candidates for the president and Secretary to the Board of Directors as well as other personal who shall be proposed by chairman for appointment or removal by the Board of Directors;</p>
<p>(9) to propose candidate for member of each special committees of the Board of Directors to the Board of Directors of the Bank;</p>	<p>(9) to propose candidate for member of each special committees of the Board of Directors to the Board of Directors of the Bank;</p>
<p>(10) other duties and powers conferred by the Board of Directors.</p>	<p>(10) other duties and powers conferred by the Board of Directors.</p>
<p>Article 162 The vice chairman shall assist the chairman in his/her work. If the chairman of the Board is unable to perform his/her duties and responsibilities for whatever reason, the vice chairman shall perform such duties and responsibilities on behalf; if the vice chairman is unable to do so for whatever reason, a director shall be recommended by half or more directors jointly to perform such duties and responsibilities on behalf.</p>	<p>Article 162 Article 190 The vice chairman shall assist the chairman in his/her work. If the chairman of the Board is unable to <u>perform his/her authorities or fails to perform his/her duties and responsibilities for whatever reason, the vice chairman shall perform such duties and responsibilities on behalf; if the vice chairman is unable to do so for whatever reason,</u> a director shall be recommended by half or more directors jointly to perform such duties and responsibilities on behalf. <u>Where the chairman is temporarily vacant due to the fact that the qualifications of the new chairman have not been approved or other reasons, the Bank shall designate personnel who meet the corresponding qualifications to perform duties on behalf of the chairman, and report to the decision-making authority for the qualification examination within three days from the date of the designation. The time of performing duties on behalf of the chairman shall not exceed six months.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 180 The chairman of the Board of Directors presides over regular Board meeting and extraordinary Board meeting. Regular Board meeting shall be convened at least once each quarter and to inform to all directors and supervisors at least fourteen days before the convention of the meeting.</p>	<p>Article 180 Article 191 The chairman of the Board of Directors presides over regular Board meeting and extraordinary Board meeting. Regular Board meeting shall be convened at least once each quarter and to inform to all directors and supervisors at least fourteen days before the convention of the meeting. The Board of Directors shall hold a regular meeting at least once a quarter and the chairman shall convene and preside the meeting. All the directors shall be notified in writing to attend the meeting, and all the supervisors shall be notified to be present at the meeting fourteen days before the meeting. The meeting agenda and relevant documents shall be served ten days before the meeting.</p>
<p>Article 181 When it is proposed by more than one-tenth of the shareholders with voting rights, more than one-third of the directors, more than half of the independent directors, the Board of Supervisors, it is deemed necessary by the chairman, it is proposed by the president and in other circumstances as stipulated by the laws, administrative regulations, departmental rules or these Articles, an extraordinary Board meeting may be convened after the Secretary to the Board of Directors report to the chairman.</p>	<p>Article 181 Article 192 <u>In any of the following circumstances, the Bank shall convene a provisional Board meeting:</u></p> <p>(1) When it is proposed by more than one-tenth of the shareholders with voting rights;</p> <p>(2) <u>it is proposed by</u> more than one-third of the directors;</p> <p>(3) <u>it is proposed by two or</u> more than half of the independent directors;</p> <p>(4) <u>it is proposed by</u> the Board of Supervisors;</p> <p>(5) it is deemed necessary by the chairman; it is proposed by the president and in other circumstances as stipulated by the laws, administrative regulations, departmental rules or these Articles, an extraordinary Board meeting may be convened after the Secretary to the Board of Directors report to the chairman.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
Addition	<p><u>Article 193 Board meetings may be held on site or in the form of written resolution.</u></p> <p><u>Where any director is unable to immediately sign a resolution of the meeting held by telephone, video call or other instant communication and discussion, an oral vote shall be taken. A director’s oral vote shall have the same effect as a written signature, provided that the subsequent written signature shall be consistent with the oral vote at the meeting. If there is a discrepancy between the two, the oral vote shall prevail. An oral vote shall take effect from the date on which it is made, but the director shall sign the written documents as soon as possible.</u></p> <p><u>The term “conference on site” in these Articles refers to a meeting held by means of live, video, telephone, etc., which ensures instant communication and discussion among the attendees.</u></p> <p><u>The term “written resolution” in these Articles refers to a meeting at which proposals are served, separately or in sequence to, to the directors for their resolutions.</u></p>
Addition	<p><u>Article 194 Where a Board meeting is held in the form of written resolution, if the Board of Directors has sent the proposal to all the directors, and the directors who have signed the proposal have reached the quorum required to adopt the resolution, the contents of the proposal shall be deemed to be the resolution of the Board of Directors after a written document signed and approved by such directors is served on the Secretary to the Board of Directors or the Board office.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 169 The Board of Directors shall notify all directors of the date of the meeting in accordance with related provisions, and provide them with adequate materials before such meeting, including background introduction of the subject matters, any information and details which can facilitate the directors to make decisions.</p> <p>Extraordinary meetings of the Board of Directors shall be convened by the chairman. The Board of Directors shall notify all directors and supervisors five days before such meeting in the form of a written notice sent by hand, registered mail, telegraph, telex, faxes or e-mail.</p> <p>In case of emergency, the service of notices shall not be subject to the time-limit and can be issued through telephone or other oral ways, but the convener should make explanations in the meeting.</p>	<p>Article 169 Article 195 The Board of Directors shall notify all directors of the date of the meeting in accordance with related provisions, and provide them with adequate materials before such meeting, including background introduction of the subject matters, any information and details which can facilitate the directors to make decisions.</p> <p>Extraordinary meetings of the Board of Directors shall be convened by the chairman. The Board of Directors shall notify all directors and supervisors five days before such meeting in the form of a written notice sent by hand, registered mail, telegraph, telex, faxes or e-mail.</p> <p>In case of emergency, the service of notices shall not be subject to the time-limit and can be issued through telephone or other oral ways, but the convener should make explanations in the meeting. <u>If a provisional meeting of the Board of Directors is convened due to an urgent matter and the circumstances set forth in paragraphs (1) to (4) of Article 198, the chairman or other conveners of the Board meeting shall determine the time and manner of giving notice of the meeting.</u></p>
<p>Article 170 The notice of a Board meeting shall contain the following contents:</p> <p>(1) the date, time and place of the meeting;</p> <p>(2) the duration of the meeting;</p> <p>(3) the reason for holding the meeting and subject matters; and</p> <p>(4) the date of issuance of the meeting notice.</p>	<p>Article 170 Article 196 The notice of a Board meeting shall contain the following contents:</p> <p>(1) the date, time and place <u>and duration</u> of the meeting;</p> <p>(2) the duration of the meeting;</p> <p>(3)(2) the reason for holding the meeting and <u>agenda and</u> subject matters; and</p> <p><u>(3) names and telephone numbers of the permanent contact persons for meeting matters; and</u></p> <p>(4) the date of issuance of the meeting notice.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 171 The Board meetings shall only be held when more than half of the directors attend the meeting. Resolutions adopted at the Board meetings must be approved by more than half of the directors.</p> <p>Supervisors shall attend meetings convened by the Board of Directors as non-voting delegates; the senior management who don't hold directorship shall attend meetings convened by the Board of Directors as non-voting delegates. The host of meeting, if he/she consider necessary, may inform other relevant personnel to attend the Board meeting.</p> <p>Voting at the Board meetings may be conducted by conference (including video and telephone conference) or by correspondence. Each director shall have one vote.</p>	<p>Article 171 Article 197 The Board meetings shall only be held when more than half of the directors attend the meeting. Resolutions adopted at the Board meetings must be approved by more than half of the directors.</p> <p>Supervisors shall attend meetings convened by the Board of Directors as non-voting delegates; the senior management who don't hold directorship shall be allowed to attend meetings convened by the Board of Directors as non-voting delegates. The host of meeting, if he/she consider necessary, may inform other relevant personnel to attend the Board meeting.</p> <p>Voting at the Board meetings may be conducted by conference on site (including video and telephone conference) or by correspondence written resolution. Each director shall have one vote.</p>
<p>Article 177 The following matters shall be approved by more than two-thirds of all directors and the Board meeting shall not be convened by correspondence:</p> <p>(1) profit distribution;</p> <p>(2) allocation of venture capital;</p> <p>(3) material investment;</p> <p>(4) material asset disposal;</p> <p>(5) appointment or dismissal of members of senior management;</p> <p>(6) plans for capital replenishment;</p> <p>(7) significant changes in equity;</p>	<p>Article 177 Article 198 The following matters shall be approved by more than two-thirds of all directors and the Board meeting shall not be convened by correspondence written resolution:</p> <p><u>(1) formulation of plans concerning an increase or reduction in the registered capital;</u></p> <p><u>(2) formulation of plans concerning merger, division, dissolution or change of form of the Bank;</u></p> <p><u>(3) formulation of plans concerning external guarantee, issuance of bonds, etc.;</u></p> <p><u>(4) formulation of draft of articles and plans concerning amendments to the Articles of Association;</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(8) financial restructuring;</p> <p>(9) other matters required by laws, administrative regulations, departmental rules and relevant regulatory authorities.</p>	<p>(1)-(5) profit distribution;</p> <p>(2)-(6) <u>allocation of venture capital remuneration plans</u>;</p> <p>(3)-(7) material investment;</p> <p>(4)-(8) material asset disposal;</p> <p>(5)-(9) appointment or dismissal of members of senior management <u>officers</u>;</p> <p>(6)-(10) plans for capital replenishment;</p> <p>(7)-(11) significant changes in equity;</p> <p>(8)-(12) financial restructuring;</p> <p>(9)-(13) other matters required by laws, administrative regulations, departmental rules and relevant regulatory authorities provisions and these Articles.</p>
<p>Article 172 Directors who have related party relations with the resolutions to be discussed at the Board meetings shall not exercise their voting rights on such proposal, nor can they exercise any voting rights on behalf of other directors. The Board meeting shall only be held if more than half of the directors who do not have any related party relations are present. Resolutions of the Board of Directors shall be adopted by more than half of the directors without related party relations with the matter to be resolved. Where less than three directors with no related party relations with the matter are present at the Board meeting, such proposals shall be submitted to the shareholders for approval. A Director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates has a material interest nor shall he be counted in the quorum present at the meeting.</p>	<p>Article 172 Article 199 Directors who have related party relations with the resolutions to be discussed at the Board meetings shall not exercise their voting rights on such proposal, nor can they exercise any voting rights on behalf of other directors. The Board meeting shall only be held if more than half of the directors who do not have any related party relations are present. Resolutions of the Board of Directors shall be adopted by more than half of the directors without related party relations with the matter to be resolved. Where less than three directors with no related party relations with the matter are present at the Board meeting, such proposals shall be submitted to the shareholders for approval. A dDirector shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates has a material interest nor shall he be counted in the quorum present at the meeting.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 173 Directors shall attend meetings convened by the Board of Directors in person. If a director cannot attend the meeting due to certain reasons, he/she may appoint another director of same class in writing to attend on behalf.</p> <p>The proxy form shall state the names of the director and the proxy, brief comments of the director on each proposal, scope of authorization, instructions on voting in respect of each of the proposals, validity period as wells signature of the director and date, etc.</p> <p>The proxy director shall present the written power of attorney to the chairman of the meeting, explain proxy attendance in the attendance book, and exercise the rights of the director within the scope of authorisation. If a director is unable to attend a board meeting in person and has not appointed a representative to attend the meeting, the same shall be deemed to be a waiver of the voting right at such meeting, and the director shall bear the same legal liabilities in respect of resolutions of the Board of Directors.</p> <p>The appointment of proxy for a board meeting shall comply with the following:</p> <p>(1) If related party transactions are to be considered, a director who has interest in the transactions shall not appoint or be appointed by another director as proxy to attend the meeting on his behalf;</p> <p>(2) An independent director shall not appoint a non-independent director and shall not accept the appointment by a non-independent director to attend a board meeting on his behalf;</p>	<p>Article 173 Article 200 Directors shall attend meetings convened by the Board of Directors in person. <u>Directors shall attend Board meetings in a serious and responsible manner and express clear opinions on the matters under discussion.</u></p> <p>If a director cannot attend the meeting due to certain reasons, he/she may appoint another director of same class in writing to attend <u>and vote</u> on behalf <u>according to the wishes of the principal, who shall bear the legal liability independently.</u></p> <p>The proxy form shall state the names of the director and the proxy, brief comments of the director on each proposal, scope of authorization, instructions on voting in respect of each of the proposals, validity period as wells signature of the director and date, etc.</p> <p>The proxy director shall present the written power of attorney to the chairman of the meeting, explain proxy attendance in the attendance book, and exercise the rights of the director within the scope of authorisation <u>authorization</u>. If a director is unable to attend a board meeting in person and has not appointed a representative to attend the meeting, the same shall be deemed to be a waiver of the voting right at such meeting, and the director shall bear the same legal liabilities in respect of resolutions of the Board of Directors.</p> <p>The appointment of proxy for a board meeting shall comply with the following:</p> <p>(1) If related party transactions are to be considered, a director who has interest in the transactions shall not appoint or be appointed by another director as proxy to attend the meeting on his behalf;</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(3) A director shall not appoint another director to attend a board meeting without stating his opinions and voting instruction and the other director shall not accept such appointment;</p> <p>(4) A director shall not accept appointments by more than two directors. A director shall not appoint another director who has been appointed by two other directors to attend a board meeting.</p>	<p>(2) An independent director shall not appoint a non-independent director and shall not accept the appointment by a non-independent director to attend a board meeting on his behalf;</p> <p>(3) A director shall not appoint another director to attend a board meeting without stating his opinions and voting instruction and the other director shall not accept such appointment;</p> <p>(4) A director shall not accept appointments by more than two directors in principle shall accept appointments from a maximum of two directors who are not personally present at the meeting. When considering related party transactions, an unrelated director shall not appoint a related director to attend on behalf. A director shall not appoint another director who has been appointed by two other directors to attend a board meeting.</p>
<p>Article 174 Board meetings may be held by way of voting by correspondence. Voting by correspondence shall meet the following conditions:</p> <p>(1) Voting items shall be sent to all directors at least three days in advance along with relevant background information of the subject matters and information and data which may facilitate directors to make decisions;</p> <p>(2) Correspondence voting shall adopt the form of one voting for one issue, and shall not ask directors to make only one voting for several issues;</p> <p>(3) Correspondence voting shall be adopted only when it is necessary, and the proposals for correspondence voting shall explain the reason to adopt it and its compliance with the provisions of these Articles or the Rules of Procedure of the Board of Directors.</p>	<p>Article 174 Board meetings may be held by way of voting by correspondence. Voting by correspondence shall meet the following conditions:</p> <p>(1) Voting items shall be sent to all directors at least three days in advance along with relevant background information of the subject matters and information and data which may facilitate directors to make decisions;</p> <p>(2) Correspondence voting shall adopt the form of one voting for one issue, and shall not ask directors to make only one voting for several issues;</p> <p>(3) Correspondence voting shall be adopted only when it is necessary, and the proposals for correspondence voting shall explain the reason to adopt it and its compliance with the provisions of these Articles or the Rules of Procedure of the Board of Directors.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 175 Minutes shall be taken to record the decisions of matters discussed in the meeting (except for voting by correspondence). Directors and recorder attending the meeting shall sign the minutes.</p> <p>The board meeting minutes shall be kept as the Bank’s files for a period of not less than ten years.</p>	<p>Article 175 Article 201 Minutes shall be taken to record the decisions of matters discussed in the <u>on-site</u> meeting (except for voting by correspondence written resolutions). Directors and recorder attending the meeting shall sign the minutes. <u>Where a director disagrees with the minutes, he/she may append a note to his/her signature.</u></p> <p>The board meeting minutes shall be kept as the Bank’s files for a period of not less than ten years permanently.</p> <p><u>The Bank shall record the Board meetings in the forms of audio, video, etc.</u></p>
<p>Article 176 Board meeting minutes shall include the following:</p> <p>(1) the date and place of the meeting, the name of the convener;</p> <p>(2) the names of directors attending the meeting and the names of directors (proxies) appointed by others to attend the Board meeting;</p> <p>(3) the agenda of the meeting;</p> <p>(4) the main points of directors’ speeches; and</p> <p>(5) the method and results of the voting for each proposal (the voting results shall state the numbers of votes voting in the affirmative, negative, or in abstention.</p>	<p>Article 176 Article 202 Board meeting minutes shall include the following:</p> <p>(1) the date and place of the meeting, the names of the presider and convener;</p> <p>(2) the names of directors attending the meeting and the names of directors (proxies) appointing or appointed by others to attend the Board meeting;</p> <p>(3) the agenda and topics of the meeting;</p> <p>(4) the main points of directors’ speeches; and</p> <p>(5) the method and results of the voting for each proposal (the voting results shall state the numbers of votes and the names of the voters voting in the affirmative, negative, or in abstention.);</p> <p><u>(6) other relevant contents of the meeting;</u></p> <p><u>(7) name of the recorder of the meeting.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 178 Directors shall sign the Board resolutions and be responsible for the Board resolutions. If the Board resolutions violate the laws, rules or these Articles, and thus causes serious losses to the Bank, the directors participating in the resolutions shall be liable to the Bank for the losses. However, a director may be exempted from such liability if it is verified that such director has stated its objection when voting and the same was recorded in the Board meeting minutes.</p>	<p>Article 178 Article 203 Directors shall sign the Board resolutions and be responsible for the Board resolutions. If the Board resolutions violate the laws, rules or these Articles, and thus causes serious losses to the Bank, the directors participating in the resolutions shall be liable to the Bank for the losses. However, a director may be exempted from such liability if it is verified that such director has stated its objection when voting and the same was recorded in the Board meeting minutes. <u>The minutes and resolutions of the Board meetings shall be submitted to the banking regulatory authorities under the State Council for record in a timely manner.</u></p>
<p>Article 59 If a resolution of a shareholders' general meeting or a board resolution violates laws or administrative regulations, the resolution is invalid.</p> <p>If the procedure for convening a shareholders' general meeting or Board of Directors' meeting, or the method of voting at either type of meeting, violates laws, administrative regulations or these Articles, or the contents of a resolution violates these Articles, shareholders shall have the right to request a court to rescind the resolution within sixty days from the date on which the resolution is adopted.</p>	<p>Article 59 Article 204 If a resolution of a shareholders' general meeting or a Bboard resolution violates laws or administrative regulations, the resolution is invalid.</p> <p>If the procedure for convening a shareholders' general meeting or shareholders' general meeting or Board of Directors' meeting, or the method of voting at either type of meeting, violates laws, administrative regulations or these Articles, or the contents of a resolution violates these Articles, shareholders shall have the right to request a people's court to rescind the resolution within sixty days from the date on which the resolution is adopted.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p align="center">Section 6 Special Committees under the Board of Directors</p>	<p align="center">Section 6 Section 4 Special Committees under the Board of Directors</p>
<p>Article 187 The Board of Directors shall establish the Strategic Development Committee, the Audit Committee, the Related Party Transactions Control Committee, the Risk Management Committee, the Nomination and Remuneration Committee. Other special committees can also be established if necessary. Members of each Board committee shall be comprised of no less than three director members. A chairman shall be appointed to each Board committee to take charge of convening the activities of each Board committee; in principal, a chairman of a Board committee may not concurrently serve as the chairman of another special committee.</p>	<p>Article 187 Article 205 The Board of Directors shall establish the Strategic Development Committee, the Audit Committee, the Related Party Transactions Control Committee, the Risk Management Committee, the Nomination and Remuneration Committee. Other special committees can also be established if necessary.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Independent directors shall form the majority of the Audit Committee and, the Nomination and Remuneration Committee; and the chairman of any such Board committee shall be independent director. The Independent directors shall represent at least one-fifth of the Related Party Transactions Control Committee and the chairman of such Board Committee shall be independent director. Directors nominated by controlling shareholders shall not serve as a member of the Related Party Transactions Control Committee and the Nomination and Remuneration Committee.</p> <p>Members of the Audit Committee can only be comprised of non-executive directors, and at least one of whom is an independent director with appropriate qualifications or accounting or related financial management expertise as required under the Listing Rules.</p>	<p>Members of each Board committee shall be comprised of no less than three director members <u>with expertise and work experience commensurate with the functions of the special committees.</u> A chairman shall be appointed to each Board committee to take charge of convening the activities of each Board committee; in principal, a chairman of a Board committee may not concurrently serve as the chairman of another special committee. Independent directors shall form the majority of the Audit Committee and, the Nomination and Remuneration Committee; and the chairman of any such Board committee shall be independent director. The iIndependent directors shall <u>in principle</u> represent <u>at least one-fifth no less than one-third</u> of <u>the Risk Management Committee</u> and <u>the Related Party Transactions Control Committee</u> and the chairman of such Board Committee shall be independent director. Directors nominated by controlling shareholders shall not serve as a member of the Related Party Transactions Control Committee and the Nomination and Remuneration Committee. Members of the Audit Committee can only be comprised of non-executive directors, and at least one of whom is an independent director with appropriate qualifications or accounting or related financial management expertise as required under the Listing Rules. <u>Directors nominated by controlling shareholders shall not serve as a member of the Related Party Transactions Control Committee and the Nomination and Remuneration Committee.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p><u>A chairman shall be appointed to each special committee to take charge of convening the activities of each special committee; the chairman of the Audit Committee, the Nomination and Remuneration Committee and the Related Party Transactions Control Committee shall be independent directors; the chairman of each special committee may not concurrently serve as the chairman of another special committee.</u></p>
<p>Article 188 The Board of Directors shall specify the rules of meetings and scope of work authority for each special committee, specifying the special committees' duties, rules of meetings, working procedures and matters authorized by the Board of Directors. The establishment, composition, scope of work authority and disclosure of information, etc. of each special committee shall be in accordance with the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and these Articles. Each special committee shall formulate annual working plan sand convene meetings regularly.</p>	<p>Article 188 <u>Article 206</u> The Board of Directors shall specify the rules of meetings and scope of work authority for each special committee, specifying the special committees' duties, rules of meetings, working procedures and matters authorized by the Board of Directors. The establishment, composition, scope of work authority and disclosure of information, etc. of each special committee shall be in accordance with the laws, administrative regulations, regulatory provisions and departmental rules, the regulations of the relevant regulatory authorities and these Articles. Each special committee shall formulate annual working plan sand convene meetings regularly.</p>
<p>Article 189 Each special committee shall communicate with senior management and department heads regarding the operating and risk conditions of the Bank regularly, and give advice and recommendations.</p>	<p>Article 189 <u>Article 207</u> The special committees shall, either expressly authorized by the Board of Directors or as required by laws and regulations, provide professional advice to the Board of Directors or make decisions on professional matters under the authority of the Board of Directors. Each special committee shall communicate with senior management and department heads regarding the operating and risk conditions of the Bank regularly, and give advice and recommendations.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 190 Members of the special committees shall continually keep track of the changes and its impact on related matters of the Bank within the scope of the special committees, and raise the issue to the special committees in a timely manner.</p>	<p>Article 190 Article 208 Members of the special committees shall continually keep track of the changes and its impact on related matters of the Bank within the scope of the special committees, and raise the issue to the special committees in a timely manner.</p>
<p>Addition</p>	<p>Article 209 <u>The relevant matters to be submitted to the Board of Directors for consideration shall first be considered by the relevant special committees, which shall put forward the deliberations. Except as authorized by the Board of Directors according to laws, the deliberations of the special committees cannot be substituted for the voting opinions of the Board of Directors. The special committees may engage intermediary agencies to provide professional advice, with costs to be borne by the Bank.</u></p>
<p>Section 4 Chairman Section 5 Secretary to the Board of Directors</p>	<p>Section 4 Chairman Section 5 Secretary to the Board of Directors</p>
<p>Article 182 The Bank shall have a Secretary to the Board of Directors. The secretary to the Board of Directors is a senior management officer of the Bank, and shall be responsible for preparation of the shareholders' general meetings and Board meetings and keeping files, as well as the Bank's shareholder information management and information disclosure. The Secretary to the Board of Directors shall be appointed or removed by the Board of Directors.</p>	<p>Article 182 Article 210 The Bank shall have a Secretary to the Board of Directors. The <u>Secretary to the Board of Directors is a senior management officer of the Bank, and shall be responsible for preparation of the shareholders' general meetings and Board meetings and keeping files, as well as the Bank's shareholder information management and information disclosure. The Secretary to the Board of Directors shall be appointed or removed by the Board of Directors.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 183 The Secretary to the Board of Directors shall be a natural person who has acquired requisite professional knowledge and experience. The Secretary to the Board of Directors shall obtain his/her relevant qualification.</p>	<p>Article 183 Article 211 The Secretary to the Board of Directors shall be a natural person who has acquired requisite professional knowledge and experience. The Secretary to the Board of Directors shall obtain his/her relevant qualification. <u>The circumstances for qualifying and disqualifying a person as director of the Bank as stipulated in these Articles shall apply to the Secretary to the Board of Directors.</u></p>
<p>Article 184 The Secretary to the Board of Directors shall be appointed by the Board of Directors, whose major duties and responsibilities are:</p> <p>(1) ensuring that the Bank has a complete set of the organizational documents and records;</p> <p>(2) ensuring that the Bank will prepare and submit the reports and documents required by the authorities according to the laws;</p> <p>(3) ensuring that the Bank's register of shareholders is properly set up and ensuring that persons entitled to obtain the relevant records and documents shall be able to obtain them in a timely manner;</p> <p>(4) other matters entrusted by the Board of Directors.</p>	<p>Article 184 Article 212 The Secretary to the Board of Directors shall be appointed by the Board of Directors <u>appointed and removed by the Board of Directors and responsible for the Board of Directors</u>, whose major duties and responsibilities are:</p> <p>(1) ensuring that the Bank has a complete set of the organizational documents and records;</p> <p>(2) ensuring that the Bank will prepare and submit the reports and documents required by the authorities <u>relevant departments of the State</u> according to the laws;</p> <p>(3) ensuring that the Bank's register of shareholders is properly set up and <u>being responsible for keeping the register of shareholders, the seal of the Board of Directors and relevant materials; contacting shareholders, receiving visitors and replying to enquiries</u>, ensuring that persons entitled to obtain the relevant records and documents shall be able to obtain them in a timely manner;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p><u>(4) preparing shareholders’ general meetings, the meetings of the Board of Directors and its special committees and being responsible for the minutes of meetings and the keeping of meeting documents and minutes;</u></p> <p><u>(5) being responsible for the information disclosure of the Bank, and ensuring the timely, accurate, legal, truthful and complete disclosure of the Bank’s information;</u></p> <p>(4)(6) other matters entrusted by the Board of Directors;</p> <p><u>(7) other duties stipulated by the laws and regulations, regulatory provisions and these Articles.</u></p>
<p>Article 185 The Bank’s Directors or other of senior management officers may concurrently serve as the secretary to the Board of Directors, but they must ensure they have sufficient energy and time to undertake their duties and responsibilities as the secretary to the Board of Directors. The supervisors of the Bank, accountants of the accounting firm engaged by the Bank, as well as other persons prohibited by the laws, administrative rules and departmental regulations to serve as secretary of the Board of Directors shall not serve as the secretary to the Board of Directors.</p> <p>If a director of the Bank concurrently serves as the Secretary to the Board of Directors, in the event that an action has to be taken by the director and the Secretary to the Board of Directors respectively, the person acting concurrently as director and the Secretary of the Board of Directors shall not take such action in both of the capacities.</p>	<p>Article 185 Article 213 The Bank’s Directors or other of senior management officers may concurrently serve as the <u>S</u>ecretary to the Board of Directors, but they must ensure they have sufficient energy and time to undertake their duties and responsibilities as the secretary to the Board of Directors. The supervisors of the Bank, accountants of the accounting firm engaged by the Bank, as well as other persons prohibited by the laws, administrative rules and departmental regulations to serve as <u>the S</u>ecretary to of the Board of Directors shall not serve as the <u>S</u>ecretary to the Board of Directors.</p> <p>If a director of the Bank concurrently serves as the Secretary to the Board of Directors, in the event that an action has to be taken by the director and the Secretary to the Board of Directors respectively, the person acting concurrently as director and the Secretary of the Board of Directors shall not take such action in both of the capacities.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 186 The directors, supervisors, senior management officers and related personnel shall give their positive support and cooperation to the works of the Secretary to the Board of Directors.</p>	<p>Article 186 Article 214 The directors, supervisors, senior management officers and related personnel shall give their positive support and cooperation to the works of the Secretary to the Board of Directors. <u>No institution or individual shall be allowed to interfere with the normal duty performance of the Secretary to the Board of Directors.</u></p>
<p>Article 199 The appointment of senior management officers of the Bank shall be strictly in compliance with the relevant laws, regulations and these Articles. No organizations or individuals shall be allowed to interfere with the normal procedures for selection and appointment of senior management officers of the Bank. The Bank shall adopt an open and transparent way to select and appoint senior management officers.</p>	<p>Article 199 Article 215 The appointment <u>and dismissal of senior management officers the Secretary to the Board of Directors</u> of the Bank shall be strictly in compliance with the relevant laws, regulations and these Articles. No <u>organizations or individuals controlling shareholders, de facto controllers and their related parties</u> shall be allowed to interfere with the normal procedures for selection and appointment of <u>senior management officers the Secretary to the Board of Directors</u> of the Bank, <u>nor shall they be allowed to directly appoint and remove the Secretary to the Board of Directors bypassing the Board of the Directors.</u> The Bank shall adopt an open and transparent way to select and appoint senior management officers <u>the Secretary to the Board of Directors.</u></p>
<p>Article 198 The president, vice presidents and other senior management officers may resign before their terms of office expire. Such persons shall not leave their positions until their exit audits are completed. The specific procedures and measures for such resignation shall be specified in the appointment contract between such persons and the Bank.</p>	<p>Article 198 Article 216 The president, vice presidents and other senior management officers <u>Secretary to the Board of Directors</u> may resign before their <u>his/her</u> terms of office expires. Such persons shall not leave their positions until their exit audits are completed. The specific procedures and measures for such resignation <u>of the Secretary to the Board of Directors</u> shall be specified in the appointment contract between such persons and the Bank. <u>The Secretary to the Board of Directors shall not leave his/her position until his/her exit audits are completed.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 159 The Board of Directors of the Bank shall have an office under its leadership as a daily administrative body, which shall be responsible for preparing for shareholders’ general meetings, meetings of the Board of Directors and meetings of its special committees, as well as other matters entrusted by Shareholder’s general meetings, Board of Directors and special committees of the Board.</p>	<p>Article 159 Article 217 The Board of Directors of the Bank shall have an office under its leadership as a daily administrative body, which shall be responsible for preparing for shareholders’ general meetings, meetings of the Board of Directors and meetings of its special committees, as well as other matters entrusted by Shareholder’s general meetings, Board of Directors and special committees of the Board <u>assist the Secretary to the Board of Directors in the research of the Bank’s corporate governance policy theories and related matters, the organization of shareholders’ general meetings, meetings of the Board of Directors and its special committees, the arrangement of the meetings, notice of meetings, resolutions of meetings, minutes of meetings, the collation of meeting minutes, and the keeping and submission of meeting documents; and be responsible for the daily affairs of the Board of Directors and its special committees, the information disclosure of the Bank, the keeping of register of shareholders, the seal of the Board of Directors and relevant materials, the collection, collation and submission of information on the equity pledge of the Bank.</u></p>
<p>Chapter 7 The Board of Supervisors</p>	<p>Chapter 7 The Supervisors and the Board of Supervisors</p>
<p>Section 1 Supervisors</p>	<p>Section 1 Supervisors</p>
<p>Article 207 Supervisors shall include shareholder supervisors, supervisors representing the employees and external supervisors, and the proportion of supervisors representing the employees and external supervisors shall not be less than one third of total number of supervisors.</p>	<p>Article 207 Article 218 Supervisors <u>of the Bank</u> shall include shareholder supervisors, supervisors representing the employees supervisors and external supervisors, and the proportion of <u>each of the supervisors representing the employees supervisors</u> and external supervisors shall not be less than one third of total number of the supervisors <u>in the Board of Supervisors.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 208 The supervisors shall have professional knowledge and work experience in the law and accounting fields. Personnel and structure of the Board of Supervisors shall ensure the Board of Supervisors being able to independently and effectively supervise directors and senior management officers, as well as the Bank’s financial conditions, internal control and risks management. The supervisors shall satisfy the following basic requirements:</p> <p>(1) with an bachelor’s degree (including bachelor’s degree) or higher or a job title at middle level or above in the related profession;</p> <p>(2) being familiar with the laws and regulations related to the operation and management of commercial banks;</p> <p>(3) being able to read, understand and analyze credit statistical report and financial statement of commercial banks;</p> <p>(4) having more than five years’ experience in law, economy, finance, accounting or other working experience which are helpful for performing the duties of a supervisor; and</p> <p>(5) other requirements as stipulated by the laws, administrative regulations and relevant rules.</p> <p>Article 209 The requirement stipulated in Article 136 under which the persons cannot serve as directors shall be also applicable to the supervisors.</p>	<p>Article 208 Article 219 The supervisors shall have professional knowledge and work experience in the law and accounting fields. Personnel and structure of the Board of Supervisors shall ensure the Board of Supervisors being able to independently and effectively supervise directors and senior management officers, as well as the Bank’s financial conditions, internal control and risks management. The supervisors shall satisfy the following basic requirements:</p> <p>(1) with an bachelor’s degree (including bachelor’s degree) or higher or a job title at middle level or above in the related profession;</p> <p>(2) being familiar with the laws and regulations related to the operation and management of commercial banks;</p> <p>(3) being able to read, understand and analyze credit statistical report and financial statement of commercial banks;</p> <p>(4) having more than five years’ experience in law, economy, finance, accounting or other working experience which are helpful for performing the duties of a supervisor; and</p> <p>(5) other requirements as stipulated by the laws, administrative—regulations and relevant rules <u>regulatory provisions</u>.</p> <p>Article 209—The <u>conditions and</u> requirement stipulated in Article 136 Article 153 under which the persons <u>can or</u> cannot serve as directors shall be <u>be</u> applicable to the supervisors.</p>
<p>Article 210 The directors, the president, other senior management officers and the person-in-charge of finance of the Bank shall not serve as supervisors concurrently.</p>	<p>Article 210 Article 220 The directors, the president, <u>and</u> other senior management officers and the person-in-charge of finance of the Bank shall not serve as supervisors <u>of the Bank</u> concurrently.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 211 The shareholder supervisor and the external supervisors shall be elected, removed and replaced at the shareholders' general meeting. The supervisors representing the employees shall be elected, removed and replaced at the employees representatives' general meeting of the Bank or through other means of democratic election. A term-of-service system is implemented for the supervisors. Each term of office is three years and the supervisors may be re-elected and re-appointed. The term of office of the external supervisors for the Bank shall not exceed six years in aggregate.</p> <p>Article 89 General methods and procedures to nominate and elect directors and supervisors are as follows:</p> <p>(1) Candidates for directors and supervisors who are not staff representatives shall be nominated by the Nomination and Remuneration Committee of the Board of Directors or Nomination Committee of the Board of Supervisors respectively, and the number of such persons to be elected shall be within the number of persons stipulated in these Articles. Shareholders individually or in aggregate holding 3% or more of the Bank's voting shares may propose candidates for directors to the Board of Directors or candidates for supervisors to the Board of Supervisors, but the number of persons nominated shall be in compliance with the provisions of these Articles and shall not exceed the number of persons proposed to be elected.</p>	<p>Article 211 Article 221 The shareholder supervisor and the external supervisors shall be elected, removed and replaced at the shareholders' general meeting. The employee supervisors representing the employees shall be elected, removed and replaced at the employees representatives' general meeting of the Bank or through other means of democratic election. A term-of-service system is implemented for the supervisors. Each term of office is three years and the supervisors may be re-elected and re-appointed. The term of office of the external supervisors for the Bank shall not exceed six years in aggregate.</p> <p>General The methods and procedures to nominate and elect directors and supervisors are as follows:</p> <p>(1) Candidates for directors and shareholder supervisors who are not staff representatives shall be nominated by the Nomination and Remuneration Committee of the Board of Directors or Nomination Committee of the Board of Supervisors respectively, and the number of such persons to be elected shall be within the number of persons stipulated in these Articles. or <u>Shareholders</u> individually or in aggregate holding 3% or more of the Bank's voting shares, and the number of such persons to be elected shall be within the number of persons stipulated in these Articles <u>may propose candidates for directors to the Board of Directors or candidates for supervisors to the Board of Supervisors, but the number of persons nominated shall be in compliance with the provisions of these Articles and shall not exceed the number of persons proposed to be elected.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>The same shareholder and his/her/its associates shall not nominate a candidate for a director and another candidate for a supervisor at the shareholders' general meeting; if the candidate for a director (or supervisor) nominated by such shareholder and his/her/its associates is appointed as a director (or supervisor), the shareholder shall not nominate any candidate for supervisor (or director) prior to the expiry of the term of office of such person.</p> <p>The number of directors (or supervisors) nominated by any same shareholder and his/her/its associates in principle shall not exceed one third of the total number of the members of the Board of Directors (or Board of Supervisors). Such shareholder and his/her/its associates shall only nominate one candidate for independent director or external supervisor, and shall not nominate candidates for both independent director and external supervisor, unless otherwise required by the laws, administrative regulations, departmental rules, other regulatory documents, listing rules of the stock exchange where the Bank's shares are listed.</p> <p>(2) The Nomination and Remuneration Committee of the Board of Directors shall conduct preliminary assessment of the qualifications and conditions of the candidates for directors and supervisors respectively, and propose the candidates passing such assessment to the Board of Directors, Board of Supervisors for consideration respectively; and propose them to the shareholders' general meeting by way of written resolutions after they are considered and approved by the Board of Directors, Board of Supervisors.</p>	<p>The same shareholder and his/her/its associates shall not nominate a candidate for a director and another candidate for a supervisor at the shareholders' general meeting; if the candidate for a director (or supervisor) nominated by such shareholder and his/her/its associates is appointed as a director (or supervisor), the shareholder shall not nominate any candidate for supervisor (or director) prior to the expiry of the term of office <u>or the replacement</u> of such person.</p> <p>The number of directors (or supervisors) nominated by any same shareholder and his/her/its associates in principle shall not exceed one third of the total number of the members of the Board of Directors (or Board of Supervisors). Such shareholder and his/her/its associates shall only nominate one candidate for independent director or external supervisor, and shall not nominate candidates for both independent director and external supervisor, unless otherwise required by the laws, administrative regulations, departmental rules, other regulatory documents, listing rules of the stock exchange where the Bank's shares are listed.</p> <p>(2) The Nomination and Remuneration Committee of the Board of Directors shall conduct preliminary assessment of the qualifications and conditions of the candidates for directors and supervisors respectively, and propose the candidates passing such assessment to the Board of Directors, Board of Supervisors for consideration respectively; and propose them to the shareholders' general meeting by way of written resolutions after they are considered and approved by the Board of Directors, Board of Supervisors.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(3) The candidates for directors and supervisors shall, before the convening of the shareholders' general meeting, make written undertakings, express their consent to their nomination, confirm the truthfulness and completeness of their publicly-disclosed information and undertake that they will duly perform their duties upon election.</p> <p>(4) Voting on each candidate for directors and supervisors shall be carried out at the shareholders' general meeting separately. The Board of Directors and the Board of Supervisors, before the convening of the shareholders' general meeting, shall disclose the detailed information on the candidates for directors and supervisors to the shareholders in accordance with the laws, regulations and these Articles, so as to ensure that the shareholders will have sufficient knowledge on the candidates when casting their votes.</p> <p>(5) When an additional director or supervisor is temporarily nominated, the Nomination and Remuneration Committee of the Board of Directors or the Board of Supervisors or the shareholders satisfying the conditions for making such nomination may propose a candidate to the Board of Directors or the Board of Supervisors for consideration, and to the shareholders' general meeting for election or replacement.</p>	<p><u>(2) Candidates for employee supervisors shall be nominated by the Nomination Committee of the Board of Supervisors and labor union of the Bank, and employee supervisors are elected at the employees representatives' general meeting.</u></p> <p>(3) The candidates for directors and supervisors shall, before the convening of the shareholders' general meeting, make written undertakings, express their consent to their nomination, confirm the truthfulness and completeness of their publicly-disclosed information and undertake that they will duly perform their duties upon election.</p> <p><u>(3) Candidates for external supervisors shall be proposed by the Nomination Committee of the Board of Supervisors of the Bank or shareholders individually or in aggregate holding 1% or more of the Bank's voting shares to the Board of Supervisors, but shareholders who have nominated candidates for shareholder supervisors shall not nominate any external supervisors. In principle, the same shareholder can propose one candidate for external supervisor only.</u></p> <p><u>The same shareholder shall not nominate candidate for independent director and candidate for external supervisor at the same time.</u></p> <p><u>(4) The Nomination Committee of the Board of Supervisors shall conduct preliminary review on the qualifications and conditions of the candidates for shareholder supervisors and external supervisors, before submitting the qualified candidates to the Board of Supervisors for consideration. Upon consideration and approval by the Board of Supervisors, candidates for supervisors shall be proposed to the shareholders' general meeting through written proposal.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p data-bbox="810 278 1359 587"><u>(5) The candidates for supervisors shall, prior to the shareholders' general meeting, make written undertakings that they accept the nominations, that the information disclosed publicly about them is true and complete, and that they will diligently fulfill the duties and obligations as supervisors if elected.</u></p> <p data-bbox="810 640 1359 1144"><u>(6) (4) Voting on each candidate for directors and supervisors shall be carried out at the shareholders' general meeting separately.</u> The Board of Directors and the Board of Supervisors, before the convening of the shareholders' general meeting, shall disclose the detailed information on the candidates for directors and supervisors to the shareholders in accordance with the laws, regulations and these Articles, so as to ensure that the shareholders will have sufficient knowledge on the candidates when casting their votes.</p> <p data-bbox="810 1198 1359 1708"><u>(7) (5) When an additional director or supervisor is temporarily nominated, the Nomination and Remuneration Committee of the Board of Directors or the Board of Supervisors or the shareholders satisfying the conditions for making such nomination may propose a candidate to the Board of Directors or the Board of Supervisors for consideration, and to the shareholders' general meeting for election or replacement. Employee supervisors shall be elected or replaced at the employees representatives' general meeting.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 213 Supervisors shall not jeopardize interests of the Bank by taking advantage of their related party status, and the supervisors shall indemnify the Bank for any losses incurred by the Bank therefrom.</p> <p>Article 217 Supervisors may attend Board meetings, meetings of special committees of the Board and meetings of senior management officers as non-voting attendees and have the rights to query or make proposals in relation to the matters deliberated by the meetings.</p>	<p>Article 217 Supervisors may attend Board meetings, meetings of special committees of the Board and meetings of senior management officers as non-voting attendees and have the rights to query or make proposals in relation to the matters deliberated by the meetings.</p> <p>Article 222 Supervisors shall perform the following duties or obligations:</p> <p><u>(1) be present at the Board meetings and raise query or suggestions on matters to be resolved at the Board meetings;</u></p> <p><u>(2) attend the meetings of the Board of Supervisors at a regular basis, adequately review the matters to be resolved by the Board of Supervisors, express opinions independently, professionally and objectively and cast votes independently at his/her prudent discretion;</u></p> <p><u>(3) assume obligations to the resolutions of the Board of Supervisors;</u></p> <p><u>(4) actively participate in training organized by the Bank and regulatory authorities to understand the rights and obligations of supervisors, be familiar with relevant laws and regulations, and continuously possess the necessary expertise and ability to perform their duties;</u></p> <p><u>(5) owe a duty of loyalty and diligence to the Bank, prudently perform duties in good faith, due diligence and ensure adequate time and energy to perform their duties;</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p><u>(6) actively participate in the supervision and inspection activities organized by the Board of Supervisors, have the legal rights to conduct independent investigations and obtain evidence, and put forward questions and supervisory opinions in a practical manner;</u></p> <p><u>(7) comply with the laws and regulations, regulatory provisions and these Articles.</u></p> <p>Article 213 Supervisors shall not jeopardize interests of the Bank by taking advantage of their related party status, and the supervisors shall indemnify the Bank for any losses incurred by the Bank therefrom.</p>
<p>Article 218 Supervisors shall be entitled to obtain information related to operating conditions of the Bank, and shall perform the corresponding duties of keeping confidentiality. The Bank shall take measures to safeguard the supervisors' right to know and provide assistance necessary for the supervisors' normal performance of duties. The reasonable expenses incurred by the performance of duties of the supervisors shall be borne by the Bank.</p>	<p>Article 218 Article 223 Supervisors shall be entitled to obtain information related to operating conditions of the Bank, and shall perform the corresponding duties of keeping confidentiality. The Bank shall take measures to safeguard the supervisors' right to know and provide assistance necessary for the supervisors' normal performance of duties. The reasonable expenses incurred by the performance of duties of the supervisors shall be borne by the Bank.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 215 Supervisors shall attend in person at least two-thirds of the meetings of Board of Supervisors each year. The supervisors who fail to attend the meetings in person for two consecutive times or entrust other Supervisors to attend the meetings of Board of Supervisors on behalf, or fail to attend in person at least two-thirds of the meetings of Board of Supervisors each year shall be deemed to be unable to perform their duties and the Board of Supervisors shall propose the shareholders' general meeting or the employees representatives' general meeting to remove them.</p> <p>Article 216 The working time of the shareholder supervisors and external supervisors of the Bank shall not be less than fifteen working days per year.</p>	<p>Article 215 Article 224 Supervisors shall <u>faithfully perform their supervisory duties in accordance with laws and regulations and the provisions of these Articles.</u> Supervisors shall attend in person at least two-thirds of the <u>on-site</u> meetings of Board of Supervisors each year. <u>If a supervisor cannot attend in person for any reason, he/she may entrust other supervisors in writing to attend on his/her behalf.</u> The supervisors who fail to attend the meetings in person for two consecutive times or entrust other Supervisors to attend the meetings of Board of Supervisors on behalf, or fail to attend in person at least two-thirds of the meetings of Board of Supervisors each year shall be deemed to be unable to perform their duties and the Board of Supervisors shall propose the shareholders' general meeting or the employees representatives' general meeting to remove them.</p> <p>Article 216 The working time of the shareholder supervisors and external supervisors of the Bank shall not be less than fifteen working days per year.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 219 Supervisors representing the employees shall have the right to participate in the formulation of the rules and regulations involving the interests of employees of the Bank, and shall proactively conduct supervision and examination on the implementation of such rules and regulations.</p>	<p>Article 219 Article 225 Employee sSupervisors representing the employees shall have the right to participate in the formulation of the rules and regulations involving the interests of employees of the Bank, and shall proactively conduct supervision and examination on the implementation of such rules and regulations.</p> <p><u>Employee supervisors shall report regularly to the employees representatives' general meeting, take the initiative to accept the supervision by all employees, express opinions and exercise voting rights at the meetings of the Board of Directors and the Board of Supervisors on the matters resolved at the employees representatives' general meeting according to the relevant resolutions of the employees representatives' general meeting.</u></p>
<p>Article 264 The Bank shall enter into written contracts with the directors and supervisors regarding remuneration which are subject to the prior approval from the shareholders' general meeting. The matters relating to remuneration include:</p> <p>(1) remuneration for the directors, supervisors or senior management officers of the Bank;</p> <p>(2) remuneration for the directors, supervisors or senior management officers of the subsidiary banks (subsidiary companies) of the Bank;</p> <p>(3) remuneration for those providing other services for managing the Bank and its subsidiary banks (subsidiary companies); and</p>	<p>Article 264 Article 226 The Bank shall enter into written contracts with the directors and supervisors regarding remuneration which are subject to the prior approval from the shareholders' general meeting. The matters relating to remuneration include:</p> <p>(1) remuneration for the directors, supervisors or senior management officers of the Bank;</p> <p>(2) remuneration for the directors, supervisors or senior management officers of the subsidiary banks (subsidiary companies) of the Bank;</p> <p>(3) remuneration for those providing other services for managing the Bank and its subsidiary banks (subsidiary companies); and</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(4) compensation to directors or supervisors for loss of their office or upon retirement.</p> <p>Except for the contracts mentioned above, the directors and supervisors shall not initiate litigation against the Bank to claim benefits due to them for the foregoing matters.</p>	<p>(4) compensation to directors or supervisors for loss of their office or upon retirement.</p> <p>Except for the contracts mentioned above, the directors and supervisors shall not initiate litigation against the Bank to claim benefits due to them for the foregoing matters.</p>
<p>Article 265 The remuneration contracts between the Bank and its directors or supervisors shall stipulate that if the Bank is acquired, the directors and supervisors of the Bank shall, subject to prior approval from the shareholders' general meeting, be entitled to compensation or other funds for loss of their positions or upon retirement. The acquisition of the Bank previously mentioned refers to one of the following circumstances:</p> <p>(1) a takeover offer made by any person to all shareholders; and</p> <p>(2) a takeover offer made by any person with the intent of becoming the controlling shareholder.</p> <p>If the directors and supervisors concerned do not comply with the provisions of this Article, any funds received by them shall go to the persons who have accepted the offer mentioned above and sell their shares. The directors and supervisors shall bear the expenses arising from the distribution of such amounts proportionally, and such expenses shall not be deducted from the amounts.</p>	<p>Article 265 Article 227 The remuneration contracts between the Bank and its directors or supervisors shall stipulate that if the Bank is acquired, the directors and supervisors of the Bank shall, subject to prior approval from the shareholders' general meeting, be entitled to compensation or other funds for loss of their positions or upon retirement. The acquisition of the Bank previously mentioned refers to one of the following circumstances:</p> <p>(1) a takeover offer made by any person to all shareholders; and</p> <p>(2) a takeover offer made by any person with the intent of becoming the controlling shareholder.</p> <p>If the directors and supervisors concerned do not comply with the provisions of this Article, any funds received by them shall go to the persons who have accepted the offer mentioned above and sell their shares. The directors and supervisors shall bear the expenses arising from the distribution of such amounts proportionally, and such expenses shall not be deducted from the amounts.</p>
<p>Addition</p>	<p><u>Article 228 The Board of Supervisors shall regularly train supervisors to improve their ability to perform duties.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 212 A supervisor may resign during his/her term of office.</p> <p>When a supervisor intends to resign, he/she shall submit a written resignation to the Board of Supervisors. The resignation of a supervisor shall become effective when the written resignation is served upon the Board of Supervisors.</p> <p>In the event that a supervisor resigns during his/her term of office which results in the number of members of the Board of Supervisors falling below the quorum or the re-election of a supervisor fails to take place on a timely basis upon expiry of the term of office, the original supervisor shall continue to perform his/her duty as a supervisor in accordance with the laws, administrative regulations and these Articles before a new supervisor is elected and assumes office.</p> <p>In the event that a supervisor resigns or is removed which results in the number of members or the proportion of the supervisors of the Bank falling below the minimum number as required by the relevant laws, administrative regulations and these Articles or the required proportion, the Bank shall convene a shareholders' general meeting or employees representatives' general meeting as soon as possible to elect a new supervisor.</p>	<p>Article 212 Article 229 A supervisor may resign during his/her term of office.</p> <p>When a supervisor intends to resign, he/she shall submit a written resignation to the Board of Supervisors. The resignation of a supervisor shall become effective when the written resignation is served upon the Board of Supervisors.</p> <p>In the event that a supervisor resigns during his/her term of office which results in the number of members of the Board of Supervisors falling below the quorum or the re-election of a supervisor fails to take place on a timely basis upon expiry of the term of office, the original supervisor shall continue to perform his/her duty <u>and obligation</u> as a supervisor in accordance with the laws, administrative—regulations, <u>regulatory provisions</u> and these Articles before a new supervisor is elected and assumes office.</p> <p>In the event that a supervisor resigns or is removed which results in the number of members or the proportion of the supervisors of the Bank falling below the minimum <u>quorum number as required by the relevant laws, administrative regulations and these Articles or the required proportion</u>, the Bank shall convene a shareholders' general meeting or employees representatives' general meeting as soon as possible to elect a new supervisor.</p>
<p>Article 214 Supervisors should ensure the truthfulness, accuracy and completeness of the information disclosed by the Bank.</p>	<p>Article 214 Supervisors should ensure the truthfulness, accuracy and completeness of the information disclosed by the Bank.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
Section 2 External Supervisors	Section 2 External Supervisors
<p>Article 220 An external supervisor of the Bank refers to a supervisor of the Bank who holds no post in the Bank except for the supervisor post and has no relation with the Bank or any of its principal shareholders which may affect his/her independent and objective judgement.</p> <p>External supervisors shall have the same rights as other supervisors and shall conduct supervision over the Board of Directors, senior management officers and personnel of the Bank and carry out audit activities within the authority of the Board of Supervisors according to resolutions of the Board of Supervisors.</p>	<p>Article 220 Article 230 An external supervisor of the Bank refers to a supervisor of the Bank who holds no post in the Bank except for the supervisor post and has no relation with the Bank or any of its principal shareholders and de facto controllers which may affects his/her independent and objective judgement.</p> <p>External supervisors shall have the same rights as other supervisors and shall conduct supervision over the Board of Directors, senior management officers and personnel of the Bank and carry out audit supervision and inspection activities within the authority of the Board of Supervisors according to these Articles and resolutions of the Board of Supervisors. In addition to the special provisions on external supervisors in this section, external supervisors shall also comply with the general provisions of these Articles on supervisors. If the general provisions are inconsistent with the special provisions, the special provisions shall prevail.</p>
<p>Article 222 The external supervisors shall give statements to the Board of Supervisors before they assume their offices, ensuring that they have enough time and energy to perform their duties and undertaking that they will perform duties of diligence. The term of office of the external supervisors for the Bank shall not exceed six years in aggregate. They shall not hold positions in more than two commercial banks concurrently and shall not serve as external supervisors for a financial institution which may have interest conflicts with the Bank.</p>	<p>Article 222 Article 231 The external supervisors shall give statements to the Board of Supervisors before they assume their offices, ensuring that they have enough time and energy to perform their duties and undertaking that they will perform duties of diligence. The term of office of the external supervisors for the Bank shall not exceed six years in aggregate. They shall not hold positions in more than two commercial banks concurrently and shall not serve as external supervisors for a financial institution which may have interest conflicts with the Bank.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 221 The provisions herein concerning the qualifications, nomination, election, replacement and resignation procedures for, and basic obligations and responsibilities of independent directors shall apply to the external supervisor.</p>	<p>Article 221 Article 232 The provisions herein concerning the qualifications, nomination, election, replacement and resignation procedures for, and basic obligations and responsibilities of independent directors shall apply to the external supervisor.</p>
<p>Article 223 The external supervisors shall attend the meeting of Board of Supervisors in person. If they are unable to attend the meeting in person for certain reasons, they may entrust other external supervisors to attend the meeting as their proxy.</p>	<p>Article 223 Article 233 The external supervisors shall attend the meeting of Board of Supervisors in person. If they are unable to attend the meeting in person for certain reasons, they may entrust other external supervisors to attend the meeting as their proxy.</p>
<p>Article 225 External supervisor shall be deemed as committing a serious failure in performing his duties under any of the following circumstances:</p> <p>(1) disclosure of the Bank’s trade secrets and harming the Bank’s legitimate interests;</p> <p>(2) accepting improper gains during the performance of their duties;</p> <p>(3) manipulation of the position of external supervisors to seek for private gains;</p> <p>(4) failing to discover a problem that they should have discovered during the supervision or concealing any problem found, which causes the Bank to suffer material losses; and</p> <p>(5) Other serious dereliction identified by regulatory authorities.</p>	<p>Article 225 Article 234 External supervisor shall be deemed as committing a serious failure in performing his duties under any of the following circumstances:</p> <p>(1) disclosure of the Bank’s trade secrets and harming the Bank’s legitimate interests;</p> <p>(2) accepting improper gains during the performance of their duties;</p> <p>(3) manipulation of the position of external supervisors to seek for private gains;</p> <p>(4) failing to discover a problem that they should have discovered during the supervision or concealing any problem found, which causes the Bank to suffer material losses; and</p> <p>(5) oOther serious dereliction identified by regulatory authorities.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>The Board of Supervisors has the right to propose at a shareholders’ general meeting to remove an external supervisor in any of the following circumstances:</p> <p>(1) Serious dereliction of duty specified in the preceding paragraph;</p> <p>(2) failure to resign from the position when he/she is no longer qualified to be an external supervisor;</p> <p>(3) other circumstances provided by the laws, administrative regulations and rules where an external supervisor is no longer suitable for holding such position.</p> <p>An external supervisor who is dismissed by general meeting for committing a serious failure in performing his duties shall not serve as external supervisors of the Bank for the remaining time of their life.</p>	<p>The Board of Supervisors has the right to propose at a shareholders’ general meeting to remove an external supervisor in any of the following circumstances:</p> <p>(1) s Serious dereliction of duty specified in the preceding paragraph;</p> <p>(2) failure to resign from the position when he/she is no longer qualified to be an external supervisor;</p> <p><u>(3) attendance in person less than two-thirds of the total number of meetings of the Board of Supervisors in a year;</u></p> <p>(3)-(4) other circumstances provided by the laws, administrative regulations and rules <u>regulatory provisions</u> where an external supervisor is no longer suitable for holding such position.</p> <p>An external supervisor who is dismissed by general meeting for committing a serious failure in performing his duties shall not serve as external supervisors of the Bank for the remaining time of their life.</p>
<p>Article 224 The Bank shall pay remuneration and allowances to the external supervisors. Payment standard shall be with reference to those for independent directors.</p>	<p>Article 224 Article 235 The Bank shall pay remuneration and allowances to <u>basic obligations and responsibilities, replacement and removal, taking office and resignation, working conditions, allowances and expenses of</u> the external supervisors. Payment standard shall be <u>implemented</u> with reference to those for of independent directors.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p style="text-align: center;">Section 3 Board of Supervisors Section 5 Meetings of the Board of Supervisors Section 6 Special Committees under the Board of Supervisors</p>	<p style="text-align: center;">Section 3 Board of Supervisors Section 5 Meetings of the Board of Supervisors Section 6 Special Committees under the Board of Supervisors</p>
<p>Article 226 The Bank shall have a Board of Supervisors. The Board of Supervisors shall be the internal supervisory body of the Bank and shall be accountable to the shareholders’ general meeting. The Board of Supervisors of the Bank shall be composed of five to seven supervisors. The Board of Supervisors shall have a chairman. The appointment and removal of chairman shall be adopted in the voting by more than two-thirds of the members of the Board of Supervisors. The chairman of the Board of Supervisors shall convene and preside over meetings of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform such duties, a supervisor elected by more than half of all the supervisors shall perform such duties.</p> <p>Article 233 The chairman of the Board of Supervisors shall be served by a dedicated designated person who shall possess professional knowledge work experience in one of the financial field, e.g. accounting, audit, finance or law, etc.. The chairman of the Board of Supervisors shall perform the following duties:</p> <p>(1) to convene and preside over meetings of the Board of Supervisors and determine matters to consider;</p> <p>(2) to organize the performance of duties of the Board of Supervisors;</p> <p>(3) to sign reports and other important documents of the Board of Supervisors;</p>	<p>Article 226Article 236 The Bank shall have a Board of Supervisors.The Board of Supervisors shall be the internal supervisory body of the Bank and shall be accountable to the shareholders’ general meeting. The Board of Supervisors of the Bank shall be composed of five to seven supervisors, <u>including one shareholder supervisor, two external supervisors and two employee supervisors.</u></p> <p>The Board of Supervisors <u>of the Bank</u> shall have a chairman. The appointment and removal of chairman shall be adopted in the voting by more than two-thirds of the members of the Board of Supervisors. The chairman of the Board of Supervisors shall convene and preside over meetings of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform such duties, a supervisor elected by more than half of all the supervisors shall perform such duties.</p> <p>Article 233The chairman of the Board of Supervisors shall be served by a dedicated designated person who shall possess professional knowledge work experience in one of the financial field, e.g. accounting, audit, finance or law, etc.:-</p> <p>The chairman of the Board of Supervisors shall perform the following duties:</p> <p>(1) to convene and preside over meetings of the Board of Supervisors and determine matters to consider;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(4) to report on the work of the Board of Supervisors to the shareholders’ general meeting;</p> <p>(5) to help supervisors conduct work efficiently, and lead the Board of Supervisors in an effective manner;</p> <p>(6) to ensure supervisors being able to obtain accurate, timely and clear information;</p> <p>(7) to lead the formulation of each proposals and reports that the Board of Supervisors shall submit to shareholders’ general meetings;</p> <p>(8) other functions and powers stipulated by the laws, regulations and these Articles.</p>	<p>(2) to organize the performance of duties of the Board of Supervisors;</p> <p>(3) to sign reports and other important documents of the Board of Supervisors;</p> <p>(4) to report on the work of the Board of Supervisors to the shareholders’ general meeting;</p> <p>(5) to help supervisors conduct work efficiently, and lead the Board of Supervisors in an effective manner;</p> <p>(6) to ensure supervisors being able to obtain accurate, timely and clear information;</p> <p>(7) to lead the formulation of each proposals and reports that the Board of Supervisors shall submit to shareholders’ general meetings;</p> <p>(8) other functions and powers stipulated by the laws, regulations and these Articles.</p> <p><u>Meetings of the Board of Supervisors shall be convened and presided over by the chairman of the Board of Supervisors. Where the chairman of the Board of Supervisors is incapable of performing or does not perform his duties, a supervisor elected by more than half of the supervisors shall convene and preside over meetings of the Board of Supervisors.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 226... The Board of Supervisors shall be the internal supervisory body of the Bank and shall be accountable to the shareholders' general meeting.</p> <p>Article 227 The Board of Supervisors of the Bank shall legally exercise the following duties and powers:</p> <p>(1) to examine financial activities of the Bank;</p> <p>(2) to oversee the conduct of the directors and senior management officers of the Bank in performing their duties that fails to comply with the laws, administrative regulations or these Articles, propose removal of the directors and senior management officers, who have violated laws, administrative regulations, these Articles or resolutions of the shareholders' general meeting;</p> <p>(3) to request the directors and senior management officers of the Bank to rectify their act of damaging the benefits of the Bank;</p> <p>(4) to check such financial information as financial report, operational report and profit distribution plan to be submitted by the Board of Directors to the shareholders' general meeting, and may, in the name of the Bank, entrust a certified public accountant or practicing auditor to help review any queries found;</p>	<p>Article 237 The Board of Supervisors shall be the internal supervisory body of the Bank and shall be accountable to the shareholders' general meeting.</p> <p>Article 227 The Board of Supervisors of the Bank shall legally exercise the following duties and powers:</p> <p>(1) to examine financial activities of the Bank;</p> <p>(5)(1) to propose the convening of extraordinary shareholders' general meetings, and to convene and preside over the shareholders' general meetings if the Board of Directors fails to call and preside over such a meeting as stipulated by these Articles;</p> <p>(6)(2) to present proposals to the shareholders' general meetings <u>(including the supervisors' remuneration plan)</u>;</p> <p>(4)(3) to check such financial information as financial report, operational report and profit distribution plan to be submitted by the Board of Directors to the shareholders' general meeting, and may, in the name of the Bank, entrust a certified public accountant or practicing auditor to help review any queries found;</p> <p>Article 228 The Board of Supervisors of the Bank shall focus on the following matters:</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(5) to propose the convening of extraordinary shareholders' general meetings, and to convene and preside over the shareholders' general meetings if the Board of Directors fails to call and preside over such a meeting as stipulated by these Articles;</p> <p>(6) to present proposals to the shareholders' general meetings;</p> <p>(7) to negotiate with a director or bring actions against a director on behalf of the Bank;</p> <p>(8) other duties and powers prescribed by these Articles.</p>	<p>(4)(4) to supervise the Board of Directors in establishing sound operational philosophy and value standards and formulating development strategies in line with the actual conditions of the Bank;</p> <p>(2)(5) to regularly evaluate the effectiveness, rationality and effectiveness robustness of the development strategy formulated by the Board of Directors and prepare evaluation reports;</p> <p>(4)(6) to supervise the election procedure for directors;</p> <p>(2)(7) to oversee the conduct of the directors and senior management officers of the Bank in performing their duties that fails to comply with the laws, administrative regulations or these Articles, (5) to conduct comprehensive evaluation on the performance of duties by directors, supervisors and senior management officers; (3) to request the directors and senior management officers of the Bank to rectify their act of damaging the benefits of the Bank; propose removal of the directors and senior management officers, who have violated laws, administrative regulations, these Articles or resolutions of the shareholders' general meeting;</p>
<p>Article 228 The Board of Supervisors of the Bank shall focus on the following matters:</p>	
<p>(1) to supervise the Board of Directors in establishing sound operational philosophy and value standards and formulating development strategies in line with the actual conditions of the Bank;</p>	<p>(5) to conduct comprehensive evaluation on the performance of duties by directors, supervisors and senior management officers; (3) to request the directors and senior management officers of the Bank to rectify their act of damaging the benefits of the Bank; propose removal of the directors and senior management officers, who have violated laws, administrative regulations, these Articles or resolutions of the shareholders' general meeting;</p>
<p>(2) to regularly evaluate the effectiveness, rationality and effectiveness of the development strategy formulated by the Board of Directors and prepare evaluation reports;</p>	<p>(7)(8) to negotiate with a director, or bring actions against a director or senior management officer on behalf of the Bank in accordance with the laws, regulations and these Articles;</p>
<p>(3) to inspect and supervise the operating decision, risk management and internal control of the Bank, and supervise the rectification;</p>	
<p>(4) to supervise the election procedure for directors;</p>	<p>(3)(9) to inspect and supervise the financial activities, operating decision, risk management and internal control of the Bank, and supervise the rectification;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(5) to conduct comprehensive evaluation on the performance of duties by directors, supervisors and senior management officers;</p> <p>(6) to supervise the remuneration management system and policy of the Bank and the effectiveness and rationality of the remuneration plan of senior management officers;</p> <p>(7) to regularly communicate with the banking regulatory authority.</p> <p>Article 230 The Board of Supervisors shall examine the profit distribution proposals of the Bank and provide opinions on the compliance and rationality of the profit distribution proposals.</p>	<p>Article 230(10) The Board of Supervisors shall to examine the profit distribution proposals of the Bank and provide opinions on the compliance and rationality of the profit distribution proposals;</p> <p>(6)(11) to supervise the implementation of the remuneration management system and policy of the Bank and the effectiveness and rationality of the remuneration plan of senior management officers;</p> <p>(12) to review the regular reports prepared by the Bank and put forward written review opinions;</p> <p>(7) to regularly communicate with the banking regulatory authority.</p> <p>(8)(13) other duties and powers prescribed granted by the laws, regulations and these Articles as well as the shareholders' general meeting.</p>
<p>Article 229 The Board of Supervisors may conduct investigation when becoming aware of any unusual operating situation of the Bank; and if necessary, may engage the professional entities, including the accounting firm and the legal firm, to assist in its work. The expenses so incurred shall be borne by the Bank.</p>	<p>Article 229Article 238 The Board of Supervisors may conduct investigation when becoming aware of any unusual operating situation of the Bank; and if necessary, may engage the professional entities, including the accounting firm and the legal firm, to assist in its work. The expenses so incurred shall be borne by the Bank.</p>
<p>Article 234 The Board of Supervisors shall formulate its rules of procedures, and specify explicitly the method of discussion and the voting procedure of the Board of Supervisors to ensure its efficiency and scientific decision-making. The rules of procedures of the Board of Supervisors shall be formulated by the Board of Supervisors and approved by the shareholders' general meeting.</p>	<p>Article 234 Article 239 The Board of Supervisors shall formulate its rules of procedures, and specify explicitly the method of discussion and the voting procedure of the Board of Supervisors to ensure its efficiency and scientific decision-making. The rules of procedures of the Board of Supervisors shall be formulated by the Board of Supervisors and approved by the shareholders' general meeting.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 245 Special committees (namely the Supervision Committee and the Nomination Committee) are set up under the Board of Supervisors. Each special committee shall be accountable to the Board of Supervisors and shall perform its tasks according to these Articles and the rules of procedures of the Board of Supervisors...</p>	<p>Article 245 Article 240 Special committees (namely the Supervision Committee and the Nomination Committee) are set up under the Board of Supervisors. Each special committee shall be accountable to the Board of Supervisors and shall perform its tasks according to these Articles and the rules of procedures of the Board of Supervisors.</p>
<p>Article 245 ... Each special committee shall be composed of at least three supervisors. Each special committee shall have one chairman who is responsible for convening the activities of each special committee. The chairman of each special committee shall be served by an external supervisor. A supervisor may serve for various committees concurrently.</p>	<p>Article 245 Article 241 Each special committee of the Board of Supervisors of the Bank shall be composed of at least three supervisors. Each special committee shall have one chairman who is responsible for convening the activities of each special committee. The chairman of each special committee shall be served by an external supervisor. A supervisor may serve for various committees concurrently.</p>
<p>Article 246 The Board of Supervisors shall formulate the working rules for each of its special committees, specifying their duties, rules of procedure, work procedures and matters as authorized by the Board of Supervisors. Each special committee's establishment, composition of members, scope of work authority and requirements for the disclosure of information etc. shall be in accordance with the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and these Articles.</p>	<p>Article 246 Article 242 The Board of Supervisors shall formulate the working rules for each of its special committees, specifying their duties, rules of procedure, work procedures and matters as authorized by the Board of Supervisors. Each special committee's establishment, composition of members, scope of work authority and requirements for the disclosure of information etc. shall be in accordance with the laws, administrative regulations, departmental rules regulatory provisions, the regulations of the relevant regulatory authorities and these Articles.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 232 The Board of Supervisors shall have an office under its leadership as the executive body of the Board of Supervisors, which shall be responsible for preparing for meetings of the Board of Supervisors and meetings of special committees under it, as well as other routine work. The staff employed by the office of the Board of Supervisors shall possess relevant professional knowledge to sufficiently ensure the performance of the supervisory functions of the Board of Supervisors.</p>	<p>Article 232 Article 243 The Board of Supervisors shall have an office under its leadership as the executive body of the Board of Supervisors, which shall be responsible for preparing for meetings of the Board of Supervisors and meetings of special committees under it, as well as other routine work. The staff employed by the office of the Board of Supervisors shall possess relevant professional knowledge to sufficiently ensure the performance of the supervisory functions of the Board of Supervisors.</p>
<p>Article 231 The Board of Supervisors shall have its own independent expense budget. The Board of Supervisors shall have the right to administrate its budget independently according to its business needs. The expenses needed for the Board of Supervisors to carry out its duties shall be borne by the Bank.</p> <p>Article 236 Depending on its needs, the Board of Supervisors may, orally or in writing, make suggestions, give indications, arrange for interviews or make enquiries towards the Board of Directors, the members of senior management and other staff and require them to respond.</p>	<p>Article 231 Article 244 <u>The Bank shall provide necessary working conditions for the Board of Supervisors to perform its duties.</u> The Board of Supervisors shall have its own independent expense budget. The Board of Supervisors shall have the right to administrate its budget independently according to its business needs. The expenses needed for the Board of Supervisors to carry out its duties shall be borne by the Bank.</p> <p>Article 236 Depending on its needs, the Board of Supervisors may, orally or in writing, make suggestions, give indications, arrange for interviews or make enquiries towards the Board of Directors, the members of senior management and other staff and require them to respond.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 235 Meetings of the Board of Supervisors shall include regular meetings of the Board of Supervisors and provisional meetings of the Board of Supervisors. The regular meeting of the Board of Supervisors shall hold meeting at least once every quarter and shall be convened by the chairman of the Board of Supervisors.</p> <p>The office of the Board of Supervisors shall send the written notice of a meeting to all the supervisors by hand delivery, fax, email or other means ten days and five days before a regular meeting or a provisional meeting of the Board of Supervisors respectively.</p> <p>The Board of Supervisors shall notify all supervisors of the date of the meeting in accordance with the provisions, and provide them with adequate materials timely before the meeting, including background information of the subject matters, any information and data which can facilitate the supervisors to make decisions.</p> <p>Where a provisional meeting of the Board of Supervisors needs to be convened in emergency, the notice of such meeting may be sent by telephone or by other verbal means without the constraints of time period, but the convener shall make explanations at the meeting.</p> <p>Article 237 The chairman of the Board of Supervisors shall convene a provisional meeting of the Board of Supervisors within ten days under the circumstance that the chairman of the Board of Supervisors considers it necessary or under any other circumstances as stipulated by the laws, administrative regulations, regulatory documents or these Articles.</p>	<p>Article 235 Article 245 Meetings of the Board of Supervisors shall include regular meetings of the Board of Supervisors and provisional meetings of the Board of Supervisors. The regular meeting of the Board of Supervisors shall hold meeting at least once every quarter and shall be convened by the chairman of the Board of Supervisors. <u>Supervisors may propose to convene a provisional meeting of the Board of Supervisors.</u></p> <p>The office of the Board of Supervisors shall send the written notice of a meeting to all the supervisors by hand delivery, fax, email or other means ten days and five days before a regular meeting or a provisional meeting of the Board of Supervisors respectively.</p> <p>Article 237 The chairman of the Board of Supervisors shall convene a provisional meeting of the Board of Supervisors within ten days under the circumstance that the chairman of the Board of Supervisors considers it necessary or under any other circumstances as stipulated by the laws, administrative documents-provisions—regulations, regulatory documents-provisions or these Articles.</p> <p>The Board of Supervisors shall notify all supervisors of the date of the meeting in accordance with the provisions, and provide them with adequate materials timely before the meeting, including background information of the subject matters, any information and data which can facilitate the supervisors to make decisions.</p> <p>Where a provisional meeting of the Board of Supervisors needs to be convened in emergency, the notice of such meeting may be sent by telephone or by other verbal means without the constraints of time period, but the convener shall make explanations at the meeting.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
Addition	<u>Article 246 The discussion methods of the Board of Supervisors are as follows: the chairman of the Board of Supervisors or its designated supervisors shall confirm the number of attending supervisors and explain the reasons and topics for convening the meeting, and the attending supervisors shall discuss and speak. Voting on resolutions shall be conducted and minutes shall be prepared.</u>
Addition	<u>Article 247 Meetings of the Board of Supervisors may be convened by way of on-site meeting or written resolutions. Supervisors attending the meeting of the Board of Supervisors by telephone, video call or other instant communication and discussion means shall be deemed as attending the on-site meeting.</u>
Article 241 The meeting of the Board of Supervisors can adopt resolutions by way of voting through written communication provided that the supervisors are guaranteed to be informed and fully express their opinions and such resolution shall be signed by the participating supervisors.	Article 241 The meeting of the Board of Supervisors can adopt resolutions by way of voting through written communication provided that the supervisors are guaranteed to be informed and fully express their opinions and such resolution shall be signed by the participating supervisors. <u>Article 248 Where a meeting of the Board of Supervisors is convened by way of written resolutions, if the Board of Supervisors has sent the resolutions to all supervisors and the number of supervisors who sign and agree on the resolutions has reached the quorum required for adopting the resolutions, then the written document signed and agreed by such supervisors shall be delivered to the office of the Board of Supervisors, and the resolutions shall be considered as resolutions adopted by the Board of Supervisors.</u>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 238 The notice of a meeting of the Board of Supervisors shall contain the following contents:</p> <p>(1) the date, time and place of the meeting;</p> <p>(2) the duration of the meeting;</p> <p>(3) the reason for holding the meeting and topics for discussion;</p> <p>(4) the date of issuance of the meeting notice; and</p> <p>(5) the contact persons of the meeting and their contact information.</p>	<p>Article 238 Article 249 The notice of a meeting of the Board of Supervisors shall contain the following contents:</p> <p>(1) the date, time and place of the meeting;</p> <p>(2) the duration of the meeting;</p> <p>(3) the reason for holding the meeting and topics for discussion;</p> <p>(5) (4) the <u>permanent</u> contact persons of the for meeting matters and their contact information <u>names and telephone numbers; and</u></p> <p>(4) (5) the date of issuance of the meeting notice; and.</p>
<p>Article 239 The supervisors shall attend the meeting of the Board of Supervisors in person. If a supervisor cannot attend a meeting due to certain reasons, he/she may appoint another supervisor in writing to attend on his/her behalf, while a supervisor shall not be appointed by more than two supervisors in each meeting of the Board of Supervisors.</p> <p>The proxy form shall state the name of the proxy, the relevant matters and scope of authorization, and shall be signed by the appointor.</p> <p>The supervisor acting as proxy shall exercise the appointor’s rights within the scope of authorization. If a supervisor does not attend the meeting of the Board of Supervisors and fails to appoint other supervisor to attend the meeting, he/she shall be deemed to have waived the voting rights at such meeting.</p>	<p>Article 239 Article 250 The supervisors shall attend the meeting of the Board of Supervisors in person. If a supervisor cannot attend a meeting due to certain reasons, he/she may appoint another supervisor in writing to attend on his/her behalf, while a supervisor shall not be appointed by more than two supervisors in each meeting of the Board of Supervisors.</p> <p>The proxy form shall state the name of the proxy, the relevant matters and scope of authorization, and shall be signed <u>or sealed</u> by the appointor.</p> <p>The supervisor acting as proxy shall exercise the appointor’s rights within the scope of authorization. If a supervisor does not attend the meeting of the Board of Supervisors and fails to appoint other supervisor to attend the meeting, he/she shall be deemed to have waived the voting rights at such meeting.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 240 The meeting of the Board of Supervisors shall be held only upon the presence of more than half of the supervisors. Resolutions at a meeting of the Board of Supervisors shall be voted in form of disclosed ballot such as voting by a show of hands and voting by poll or written communication. Each supervisor attending the meeting shall have one vote. Resolutions proposed by the Board of Supervisors shall be approved by more than two-thirds of the members of the Board of Supervisors.</p>	<p>Article 240 Article 251 The meeting of the Board of Supervisors shall be held only upon the presence of more than half of the supervisors. Resolutions at a meeting of the Board of Supervisors shall be voted in form of on-site meeting or written resolutions disclosed ballot such as voting by a show of hands and voting by poll or written communication. Each supervisor attending the meeting shall have one vote. Resolutions proposed by the Board of Supervisors shall be approved by more than two-thirds of the members of the Board of Supervisors.</p>
<p>Article 243 Minutes shall be prepared for the matters put to the meetings of the Board of Supervisors for consideration, on which the supervisors present at the meetings and the person taking minutes shall sign. The supervisor is entitled to request that an explanatory note to his speeches made at the meetings be noted in the minutes. The minutes of a meeting of the Board of Supervisors shall be kept as archives of the Bank for at least ten years.</p>	<p>Article 243 Article 252 Minutes shall be prepared for the matters put to the meetings of the Board of Supervisors for consideration, on which the supervisors present at the meetings and the person taking minutes shall sign. The supervisor is entitled to request that an explanatory note to his speeches made at the meetings be noted in the minutes. The minutes of a meeting of the Board of Supervisors shall be kept as permanent archives of the Bank for at least ten years.</p>
<p>Article 244 The minutes of a meeting of the Board of Supervisors shall contain the following contents:</p> <p>(1) the date and place of the meeting;</p> <p>(2) the names of the convener and the person taking minutes;</p> <p>(3) the names of the supervisors attending the meeting and the names of the supervisors (proxies) appointed by other supervisors to attend the meeting;</p> <p>(4) the agenda of the meeting;</p>	<p>Article 244 Article 253 The minutes of a meeting of the Board of Supervisors shall contain the following contents:</p> <p>(1) the date and place of the meeting;</p> <p>(2) the names of the convener and the person taking minutes;</p> <p>(3) the names of the supervisors attending the meeting and the names of the supervisors (proxies) appointed by other supervisors to attend the meeting;</p> <p>(4) the agenda of the meeting;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(5) the main points of the speeches of the supervisors; and</p> <p>(6) the methods and results of the voting for each proposal (the voting results shall state the numbers of the votes of for, against or abstention).</p>	<p>(5) the main points of the speeches of the supervisors; and</p> <p>(6) the methods and results of the voting for each proposal (the voting results shall state the numbers of the votes of for, against or abstention).</p>
<p>Article 242 The supervisors shall sign and take responsibility for the resolutions of the Board of Supervisors. Where a resolution of the Board of Supervisors is in violation of the laws, administrative regulations, rules or these Articles, thereby causes serious losses to the Bank, the supervisors who are involved in the resolution shall be liable to the Bank for damages. However, where a supervisor can prove that he had expressed his opposition to such resolution when it was put to the vote, and that such opposition was recorded in the minutes of the meeting, such supervisors may be relieved from such liability.</p>	<p>Article 242 Article 254 The supervisors shall sign and take responsibility for the resolutions of the Board of Supervisors. Where a resolution of the Board of Supervisors is in violation of the laws, administrative—regulations, rules regulatory provisions or these Articles, thereby causes serious losses to the Bank, the supervisors who are involved in the resolution shall be liable to the Bank for damages. However, where a supervisor can prove that he had expressed his opposition to such resolution when it was put to the vote, and that such opposition was recorded in the minutes of the meeting, such supervisors may be relieved from such liability.</p>
<p>Addition</p>	<p><u>Article 255 Resolutions and minutes of meetings of the Board of Supervisors of the Bank shall be submitted to the banking regulatory authorities under the State Council in a timely manner.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Chapter 6 The President and Other Senior Management Officers of the Bank</p>	<p>Chapter 6 The President and Other Senior Management Officers of the Bank <u>Chapter 8 The President and Senior Management</u></p>
<p>Article 191 The Bank shall have one president, who is nominated by Chairman and whose appointment or dismissal and remuneration shall be determined by the Board of Directors; the Bank shall have several vice presidents and other senior management officers, who is nominated by president and whose appointment or dismissal and remuneration shall be determined by the Board of Directors; vice presidents and other senior management officers shall assist the president. President shall designate a vice president perform the duties and powers on behalf of the president when he/her is unable to do so. The qualifications of president, vice presidents and other senior management officers shall be submitted to the banking regulatory authority for approval.</p>	<p>Article 191 The Bank shall have one president, who is nominated by Chairman and whose appointment or dismissal and remuneration shall be determined by the Board of Directors; the Bank shall have several vice presidents and other senior management officers, who is nominated by president and whose appointment or dismissal and remuneration shall be determined by the Board of Directors; vice presidents and other senior management officers shall assist the president. President shall designate a vice president perform the duties and powers on behalf of the president when he/her is unable to do so. The qualifications of president, vice presidents and other senior management officers shall be submitted to the banking regulatory authority for approval.</p> <p><u>Article 256 The Bank shall have one president and several vice presidents. The senior management of the Bank shall consist of the president, vice presidents, assistants to the president and other members determined by the Board of Directors of the Bank.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p><u>The senior management, as the executive body of the Bank, is responsible for operation, implementation and management enhancement, and carries out operation and management activities in accordance with these Articles and the authorization of the Board of Directors to ensure that the operation of the Bank is in line with the development strategies, risk appetite and other policies formulated and approved by the Board of Directors. The senior management is accountable to the Board of Directors and supervised by the Board of Supervisors. The senior management is not subject to improper intervention in the operation and management activities within its terms of reference according to the laws.</u></p>
<p>Article 192 Article 136 in relation to the conditions prohibiting a person from acting as a director shall also be applicable to senior management officers.</p>	<p>Article 257 <u>The president shall be nominated by the chairman of the Board of Directors and appointed or dismissed by the Board of Directors. The vice presidents and other senior management members shall be nominated by the president and reported to the Board of Directors for appointment or dismissal.</u></p> <p>Article 192 Article 136153 in relation to the conditions prohibiting a person from acting as a director shall also be applicable to senior management officers <u>members</u>.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 199 The appointment of senior management officers of the Bank shall be strictly in compliance with the relevant laws, regulations and these Articles. No organizations or individuals shall be allowed to interfere with the normal procedures for selection and appointment of senior management officers of the Bank. The Bank shall adopt an open and transparent way to select and appoint senior management officers.</p> <p>Article 201 The Bank shall establish an incentive mechanism linking the remunerations of senior management officers with the performance of the Bank and of the individual under incentive plan approved by the Directors of the Board, in order to attract talents and retain the stability of senior management officers.</p> <p>Article 206 The Board of Directors' performance appraisal on senior management officers shall be the basis for the determination of remunerations and other incentives of senior management officers.</p> <p>Article 200 The appointment and removal of the president shall follow legal procedures.</p>	<p>Article 199 Article 258 <u>The appointment and dismissal of senior management officers members of the Bank shall be strictly in compliance with the relevant laws, regulations and these Articles. No organizations or individuals controlling shareholders, de facto controllers and their related parties shall be allowed to interfere with the normal procedures for selection and appointment of senior management officers-members of the Bank.</u></p> <p><u>No direct appointment or dismissal of senior management members bypassing the Board of Directors shall be allowed.</u></p> <p>The Bank shall adopt an open and transparent way to select and appoint senior management officers-members.</p> <p><u>Under the premise of openness and transparency and following the principles of equal opportunity and merit-based selection, the Bank may select and appoint senior management members through market-oriented selection and appointment mechanism and other means.</u></p> <p>Article 201—The Bank shall establish an incentive mechanism linking the remunerations of senior management officers-members with the performance of the Bank and of the individual under incentive plan approved by the Directors of the Board, in order to attract talents and retain the stability of senior management officers-members.</p> <p>Article 206—The Board of Directors' performance appraisal on senior management officers-members shall be the basis for the determination of remunerations and other incentives of senior management officers-members.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	Article 200 The appointment and removal of the president shall follow legal procedures.
Article 194 The term of office of the president, vice presidents and other senior management officers of the Bank shall be three years, and may be re-appointed upon expiry of their term.	Article 194 Article 259 The term of office of the president, vice presidents and other senior management officers <u>members</u> of the Bank shall be three years, and may be re-appointed upon expiry of their term.
Addition	<u>Article 260 The Bank shall enter into employment contracts with senior management members to specify the rights and obligations between the parties.</u>
<p>Article 195 The president shall execute each resolutions of the Board of Directors, as well as organize and carry on business and management activities in accordance with the laws, regulations, rules, these Articles and under the authorization of the Board of Directors, and shall perform the following functions and powers:</p> <p>(1) take charge of the business operation management and risk management of the Bank, organize the implementation of the resolutions of the Board of Directors and report the work to the Board of Directors;</p> <p>(2) submit business plans and investment proposals to the Board of Directors on behalf of the senior management officers, and organize the implementation of Board resolutions, annual plans of the Bank and investment proposals upon approval by the Board of Directors;</p> <p>(3) draft proposals on annual financial budget, final accounts and distribution of profit;</p>	<p>Article 195 Article 261 The president shall execute each resolutions of the Board of Directors, as well as organize and carry on business and management activities in accordance with the laws, regulations, rules, these Articles and under the authorization of the Board of Directors, and shall perform the following functions and powers:</p> <p>(7) (1) propose to the Board of Directors to engage or dismiss senior management officers <u>members</u>, such as the vice presidents and <u>assistants to the president chief financial officer</u>;</p> <p>(8) (2) decide to engage or dismiss management officers other than those shall be engaged or dismissed by the Board of Directors;</p> <p>(4) (3) draft proposals on the establishment of the Bank’s internal management departments;</p> <p>(5) (4) set up the Bank’s basic management system;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(4) draft proposals on the establishment of the Bank's internal management departments;</p> <p>(5) set up the Bank's basic management system;</p> <p>(6) formulate the Bank's specific regulations;</p> <p>(7) propose to the Board of Directors to engage or dismiss senior management officers, such as the vice presidents and chief financial officer;</p> <p>(8) decide to engage or dismiss management officers other than those shall be engaged or dismissed by the Board of Directors;</p> <p>(9) decide to engage or dismiss as well as reward or punish staff;</p> <p>(10) draft proposals on increase or deduction of the registered capital of the Bank and issuance of financial bonds of the Bank;</p> <p>(11) authorize other senior management officers of the Bank and persons in charge of internal departments and branches to conduct operational activities;</p> <p>(12) formulate proposals on wages, benefits, rewards and punishment of the Bank's staff, and decide on their appointment and dismissal;</p> <p>(13) adopt emergency measures when any major emergency, such as bank run, promptly report them to the banking regulatory authority and the Board of Directors and the Board of Supervisors; and</p>	<p>(6)—(5) formulate the Bank's specific regulations;</p> <p><u>(6) organize the implementation of the medium-to-long-term business strategies and major business development plans approved by the Board of Directors of the Bank;</u></p> <p><u>(7) formulate the Bank's capital management plan and capital management policy;</u></p> <p>(10)—(8) draft proposals on increase or deduction of the registered capital of the Bank and issuance of financial bonds of the Bank;</p> <p>(1)—(9) take charge of the business operation management and risk management of the Bank, organize the implementation of the resolutions of the Board of Directors and report the work to the Board of Directors;</p> <p>(2)—(10) submit business plans and investment proposals to the Board of Directors on behalf of the senior management officers, and organize the implementation of Board resolutions <u>upon approval by the Board of Directors, and organize the implementation of the annual plans of the Bank</u> and investment proposals upon approval by the Board of Directors;</p> <p>(3)—(11) draft proposals on annual financial budget, final accounts and distribution of profit;</p> <p>(9) decide to engage or dismiss as well as reward or punish staff;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(14) other duties and powers conferred by these Articles and by the Board of Directors.</p> <p>Article 248 The validity of a conduct of directors and senior management officers of the Bank acting on behalf of the Bank with a bona fide third party shall not be affected by the irregularities in the appointment, election or qualification of such person.</p>	<p>(12) formulate proposals on wages, benefits, rewards and punishment of the Bank's staff, and decide on their appointment and dismissal;</p> <p>(11)-(13) authorize other senior management officers-members of the Bank and persons in charge of internal departments and branches to conduct operational activities;</p> <p>(13)-(14) adopt emergency measures when any major emergency, such as bank run, promptly report them to the banking regulatory authority <u>under the State Council</u> and the Board of Directors and the Board of Supervisors;</p> <p>(14)-(15) other duties and powers conferred by these Articles and by the Board of Directors.</p> <p><u>The president shall exercise his functions and powers in accordance with relevant laws, regulations and these Articles, and the vice presidents and other senior management members shall assist the president in his work and perform their duties in accordance with relevant authorizations. If the president is unable to perform his duties, the president shall designate a vice president to act on his behalf.</u></p> <p>Article 248—The validity of a conduct of directors and senior management officers members of the Bank acting on behalf of the Bank with a bona fide third party shall not be affected by the irregularities in the appointment, election or qualification of such person.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 202 Senior management officers of the Bank shall, in accordance with the needs of the Bank's operations, establish a well-developed internal control mechanism with the appropriate internal rules and regulations, the operational risk control system and the credit approval system, etc. as its key parts, and identify, measure, monitor and control various risk effectively that the Bank faces.</p> <p>Senior management officers of the Bank who are not director may attend the Board meetings.</p> <p>Senior management officers of the Bank shall execute resolution of the Board of Directors and establish the systems for reporting regularly to the Board of Directors and reporting to the Board of Directors on the operational results, material contracts, financial position, risk profile, business prospects and other information of the Bank in a timely, accurate and complete manner.</p>	<p>Article 202 Article 262 Senior management officers of the Bank shall, in accordance with the needs of the Bank's operations, establish a well-developed internal control mechanism with the appropriate internal rules and regulations, the operational risk control system and the credit approval system, etc. as its key parts, and identify, measure, monitor and control various risk effectively that the Bank faces.</p> <p>Senior management officers of the Bank who are not director <u>The president</u> may attend the Board meetings.</p> <p>Senior management officers <u>members</u> of the Bank shall <u>carry out operation and management activities in accordance with these Articles and authorizations of the Board of Directors, actively</u> execute <u>resolution of the shareholders' general meetings and</u> resolution of the Board of Directors and establish the systems for reporting regularly to the Board of Directors and reporting to the Board of Directors on the operational results, material contracts, financial position, risk profile, business prospects and other information of the Bank in a timely, accurate and complete manner.</p>
<p>Article 203 Senior management officers of the Bank shall submit themselves to the supervision of the Board of Supervisors, regularly report to the Board of Supervisors in relation to the operational results, material contracts, financial position, risk profile, business prospects and other information of the Bank, and shall not obstruct or hinder the inspection, supervision or other activities carried out by the Board of Supervisors according to its functions and powers.</p>	<p>Article 203 Article 263 Senior management <u>officers</u> members of the Bank shall submit themselves to the supervision of the Board of Supervisors, regularly report to the Board of Supervisors in relation to the operational results, material contracts, financial position, risk profile, business prospects and other <u>information</u> situations of the Bank, and shall not obstruct or hinder the inspection, supervision or other activities carried out by the Board of Supervisors according to its functions and powers.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 205 The senior management officers of the Bank has the right to request the Board of Supervisors to raise an objection to any action of the Board of Directors which is in violation of the rules and interferes with the operation and management activities and report to banking regulatory authority.</p>	<p>Article 205The senior management officers <u>members</u> of the Bank has the right to request the Board of Supervisors to raise an objection to any action of the Board of Directors which is in violation of the rules and interferes with the operation and management activities and report to banking regulatory authority <u>under the State Council.</u></p>
<p>Article 193 Article 138 in relation to the fiduciary obligations of a director and the Article 139(4) to (7) in relation to obligations of diligence shall be also applicable to senior management officers.</p>	<p>Article 193Article 264 Article 138<u>157 and Article 159</u> in relation to the fiduciary obligations of a director and the Article 139(4) to (7) in relation to obligations of diligence shall be also applicable to senior management officers <u>members.</u></p>
<p>Article 196 The president shall formulate the “Terms of Reference of the President” and implement such terms after being approved by the Board of Directors.</p> <p>Article 204 Senior management officers of the Bank shall establish and enhance a system of meetings and formulate the meeting rules and procedure.</p>	<p>Article 196Article 265 The president shall formulate the “Terms of Reference of the President <u>Senior Management</u>” and implement such terms after being approved by the Board of Directors.</p> <p>Article 204 Senior management officers of the Bank shall establish and enhance a system of meetings and formulate the meeting rules and procedure.</p>
<p>Article 197 The Terms of Reference of the President primarily includes the following:</p> <p>(1) conditions and procedures for convening a presidential meeting and the participating personnel;</p> <p>(2) duties and responsibilities of the president;</p> <p>(3) other matters which are deemed necessary by the Board of Directors.</p>	<p>Article 197Article 266 The Terms of Reference of the President <u>Senior Management</u> primarily includes the following:</p> <p>(1) conditions and procedures for convening a presidential <u>business</u> meeting and the participating personnel;</p> <p>(2) <u>specific</u> duties and responsibilities <u>and division of labor</u> of <u>each of</u> the president <u>senior management members</u>;</p> <p><u>(3) authorities in relation to the use of the Bank’s funds and assets and the entering into material contracts, as well as the reporting system to the Board of Directors and the Board of Supervisors;</u></p> <p>(3)(4) other matters which are deemed necessary by the Board of Directors.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 198 The president, vice presidents and other senior management officers may resign before their terms of office expire. Such persons shall not leave their positions until their exit audits are completed. The specific procedures and measures for such resignation shall be specified in the appointment contract between such persons and the Bank.</p>	<p>Article 198 Article 267 The president, vice presidents and other senior management officers <u>members of the Bank</u> may resign before their terms of office expire. Such persons shall not leave their positions until their exit audits are completed. The specific procedures and measures for such resignation <u>of senior management members</u> shall be specified in the appointment contract between such persons <u>senior management members</u> and the Bank. <u>Such senior management members shall not leave their positions until their exit audits are completed.</u></p> <p><u>Where the president is temporarily vacant due to the fact that the qualifications of the new president have not been approved or other reasons, the Bank shall designate personnel who meet the corresponding qualifications to perform duties on behalf of the president, and report to the decision-making authority for the qualification examination within three days from the date of the designation. The time of performing duties on behalf of the president shall not exceed six months.</u></p>
<p>Chapter 8 Qualifications and Obligations of Directors, Supervisors and Senior Management Officers</p>	<p>Chapter 8 Chapter 9 Qualifications and Obligations of Directors, Supervisors and Senior Management Officers</p>
<p>Article 247 The qualifications for the positions of the directors, supervisors and senior management officers of the Bank shall meet the requirements stipulated by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and these Articles. In accordance with the aforementioned requirements, the qualifications of the directors and senior management officers shall be verified by the banking regulatory authority.</p>	<p>Article 247 Article 268 The qualifications for the positions of the directors, supervisors and senior management officers of the Bank shall meet the requirements stipulated by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory provisions <u>authorities</u> and these Articles. In accordance with the aforementioned requirements, the <u>The</u> qualifications of the directors and senior management officers <u>of the Bank</u> shall be verified <u>approved</u> by the banking regulatory authority <u>under the State Council.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p><u>The Bank shall ensure that the directors and senior management officers meet the corresponding qualifications and possess the corresponding qualifications when they take office and during their term of office.</u></p> <p><u>If any director or senior management officer fails to meet the qualification requirements during his/her term of office, the Bank shall order him/her to make correction within a prescribed time limit or cease his/her appointment, and report the situation to the banking regulatory authority under the State Council.</u></p>
<p>Article 249 In addition to the obligations stipulated by the laws, administrative regulations, the Listing Rules, the regulations of the relevant regulatory authorities and these Articles, in exercising their duties and functions, the directors, supervisors and senior management officers of the Bank shall also assume the following obligations to each and every shareholder:</p> <p>(1) to ensure that the Bank does not operate beyond the scope of business stipulated in its business license;</p> <p>(2) to act in good faith and in the best interests of the Bank;</p> <p>(3) not to deprive the Bank of its assets in any way, including but not limited to depriving the Bank of any advantageous business opportunities; and</p> <p>(4) not to deprive the shareholders of any personal rights and interests, including but not limited to the right to distributions and the right to vote, but excluding the submission of company restructuring proposals to the shareholders’ general meeting in accordance with these Articles.</p>	<p>Article 249 Article 269 In addition to the obligations stipulated by the laws, administrative—regulations, the Listing Rules, the regulations of the relevant regulatory authorities—<u>regulatory provisions</u> and these Articles, in exercising their duties and functions, the directors, supervisors and senior management officers of the Bank shall also assume the following obligations to each and every shareholder:</p> <p>(1) to ensure that the Bank does not operate beyond the scope of business stipulated in its business license;</p> <p>(2) to act in good faith and in the best interests of the Bank;</p> <p>(3) not to deprive the Bank of its assets in any way, including (but not limited to) depriving the Bank of any advantageous business opportunities; and</p> <p>(4) not to deprive the shareholders of any personal rights and interests, including (but not limited to) the right to distributions and the right to vote, but excluding the submission of company restructuring proposals to the shareholders’ general meeting in accordance with these Articles.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 250 The directors, supervisors and senior management officers of the Bank shall have a responsibility to apply the same level of care, diligence and skill in exercising their rights or carrying out obligations as would be shown by a reasonably prudent person in similar circumstances.</p>	<p>Article 250 Article 270 The directors, supervisors and senior management officers of the Bank shall have a responsibility to apply the same level of care, diligence and skill in exercising their rights or carrying out obligations as would be shown by a reasonably prudent person in similar circumstances.</p>
<p>Article 251 The directors, supervisors and senior management officers of the Bank must act with good faith in exercising their duties and responsibilities, and shall not put themselves in any situation where their personal interests may conflict with their obligations. This extends to, but not limited to the following obligations:</p> <p>(1) to act in good faith and in the best interests of the Bank;</p> <p>(2) to exercise powers within the scope of their authority and they shall not exceed their scope of authority;</p> <p>(3) to exercise in person the discretion conferred on them and free from the influence of others; and not to transfer their discretion for others to exercise in the absence of the laws and administrative regulations providing to the contrary or through the informed consent of shareholders in a shareholders' general meeting;</p> <p>(4) to treat shareholders of the same class in the same way, and to fairly treat shareholders of different classes;</p>	<p>Article 251 Article 271 The directors, supervisors and senior management officers of the Bank must act with good faith in exercising their duties and responsibilities, and shall not put themselves in any situation where their personal interests may conflict with their obligations. This extends to, (but not limited to) the following obligations:</p> <p>(1) to act in good faith and in the best interests of the Bank;</p> <p>(2) to exercise powers within the scope of their authority and they shall not exceed their scope of authority;</p> <p>(3) to exercise in person the discretion conferred on them and free from the influence of others; and not to transfer their discretion for others to exercise in the absence of the laws and administrative regulations providing to the contrary or through the informed consent of shareholders in a shareholders' general meeting;</p> <p>(4) to treat shareholders of the same class in the same way, and to fairly treat shareholders of different classes;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(5) not to enter into any contract, transaction or arrangement with the Bank except if otherwise prescribed by these Articles or if there is informed consent from shareholders through a shareholders' general meeting;</p>	<p>(5) not to enter into any contract, transaction or arrangement with the Bank except if otherwise prescribed by these Articles or if there is informed consent from shareholders through a shareholders' general meeting;</p>
<p>(6) not to use any assets of the Bank to seek personal advantages in any way without the informed consent of shareholders through a shareholders' general meeting;</p>	<p>(6) not to use any assets of the Bank to seek personal advantages in any way without the informed consent of shareholders through a shareholders' general meeting;</p>
<p>(7) not to accept bribes or other forms of illegal income by taking advantage of his authority, nor to embezzle the assets of the Bank in any way, these assets including but not limited to any business opportunities that are advantageous to the Bank;</p>	<p>(7) not to accept bribes or other forms of illegal income by taking advantage of his authority, nor to embezzle the assets of the Bank in any way, these assets including but not limited to any business opportunities that are advantageous to the Bank;</p>
<p>(8) not to accept any commission related to transactions of the Bank without the informed consent of the shareholders through a shareholders' general meeting;</p>	<p><u>(8) not to engage in any business similar to that of the Bank for themselves or others without the informed consent of the shareholders' general meeting;</u></p>
<p>(9) to comply with these Articles, perform their duties faithfully and safeguard the interests of the Bank, and not to take advantage of their position and authority at the Bank to seek personal gain;</p>	<p>(8)<u>(9)</u> not to accept any commission related to transactions of the Bank without the informed consent of the shareholders through a shareholders' general meeting;</p>
<p>(10) not to engage in any form of competition with the Bank without the informed consent of the shareholders through a shareholders' general meeting;</p>	<p>(9)<u>(10)</u> to comply with these Articles, perform their duties faithfully and safeguard the interests of the Bank, and not to take advantage of their position and authority at the Bank to seek personal gain;</p>
<p>(11) not to misappropriate the funds of the Bank or lend the funds of the Bank to others, not to put any assets of the Bank under an account opened in his own name or in the name of others, not to use the Bank's assets as security for the debts of the shareholders of the Bank or others; and</p>	<p>(10)<u>(11)</u> not to engage in any form of competition with the Bank without the informed consent of the shareholders through a shareholders' general meeting;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(12) not to divulge any confidential information relating to the Bank and obtained by them during their term of office without the informed consent of the shareholders through a shareholders’ general meeting; and not to use such information except it is in the interests of the Bank; however the information may be disclosed to the court or other relevant regulatory authorities if the disclosure is:</p> <p>(i) in accordance with the law;</p> <p>(ii) in the public interest;</p> <p>(iii) required for the interests of the directors, supervisors and senior management officers.</p> <p>Article 254 The directors, supervisors and senior management officers of the Bank shall comply with the laws, administrative regulations and these Articles and shall assume faithful duties and diligent duties to the Bank. The directors, supervisors and senior management officers of the Bank shall not accept bribes or other illegal income by taking advantage of their positions or rights and shall not encroach upon property of the Bank.</p>	<p>(11)-(12) not to misappropriate the funds of the Bank or lend the funds of the Bank to others, not to put any assets of the Bank under an account opened in his own name or in the name of others, not to use the Bank’s assets as security for the debts of the shareholders of the Bank or others;</p> <p><u>(13) not to lend the funds of the Bank to others in violation of these Articles;</u></p> <p>(12)-(14) not to divulge any confidential information relating to the Bank and obtained by them during their term of office without the informed consent of the shareholders through a shareholders’ general meeting; and not to use such information except it is in the interests of the Bank; however the information may be disclosed to the <u>people’s</u> court or other relevant regulatory <u>competent</u> authorities if the disclosure is:</p> <p>(i) in accordance with the law;</p> <p>(ii) in the public interest;</p> <p>(iii) required for the interests of the directors, supervisors and senior management officers.</p> <p><u>Income generated by directors, supervisors and senior management officers in violation of the preceding paragraphs shall belong to the Bank.</u></p> <p>Article 254 The directors, supervisors and senior management officers of the Bank shall comply with the laws, administrative regulations and these Articles and shall assume faithful duties and diligent duties to the Bank. The directors, supervisors and senior management officers of the Bank shall not accept bribes or other illegal income by taking advantage of their positions or rights and shall not encroach upon property of the Bank.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 252 The directors, supervisors and senior management officers of the Bank shall not direct the following persons or institutions (“related persons”) to take any acts which the directors, supervisors and senior management officers are themselves prohibited from taking:</p> <p>(1) the spouse or underage children of the directors, supervisors and senior management officers of the Bank;</p> <p>(2) a trustee of any of the directors, supervisors and senior management officers of the Bank or a trustee of the persons referred to in item (1) of this Article;</p> <p>(3) a partner of the directors, supervisors or senior management officers of the Bank or a partner of the persons referred to in items (1) and (2) of this Article;</p> <p>(4) a company which is under the de facto control of the directors, supervisors and senior management officers of the Bank, or a company which is under the de facto joint control of the persons referred to in items (1), (2) and (3) of this Article or with other directors, supervisors and senior management officers of the Bank; and</p> <p>(5) the directors, supervisors and senior management officers of the companies referred to in item (4) of this Article.</p>	<p>Article 252 Article 272 The directors, supervisors and senior management officers of the Bank shall not direct the following persons or institutions (hereinafter referred to as “related persons”) to take any acts which the directors, supervisors and senior management officers are themselves prohibited from taking:</p> <p>(1) the spouse or underage children of the directors, supervisors and senior management officers of the Bank;</p> <p>(2) a trustee of any of the directors, supervisors and senior management officers of the Bank or a trustee of the persons referred to in item (1) of this Article;</p> <p>(3) a partner of the directors, supervisors or senior management officers of the Bank or a partner of the persons referred to in items (1) and (2) of this Article;</p> <p>(4) a company which is under the de facto control of the directors, supervisors and senior management officers of the Bank, or a company which is under the de facto joint control of the persons referred to in items (1), (2) and (3) of this Article or with other directors, supervisors and senior management officers of the Bank; and</p> <p>(5) the directors, supervisors and senior management officers of the companies referred to in item (4) of this Article.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 253 The directors, supervisors and senior management officers of the Bank shall perform their obligations of fidelity and diligence according to the laws, rules and these Articles, and be liable to indemnify for any losses of the Bank arising from their violation of the laws, administrative regulations, departmental rules and these Articles when performing duties.</p>	<p>Article 253 Article 273 The directors, supervisors and senior management officers of the Bank shall perform their obligations of fidelity and diligence according to the laws, rules and these Articles, and be liable to indemnify for any losses of the Bank arising from their violation of the laws, administrative—regulations, departmental rules regulatory provisions and these Articles when performing duties.</p>
<p>Article 256 The fiduciary duties owed by the directors, supervisors and senior management officers of the Bank shall not necessarily be terminated at the end of their term of office, and their obligation to keep the trade secrets of the Bank confidential shall remain valid after their term of office expires until such trade secrets become public information. The duration of other obligations shall be determined by what is fair, and will depend on the length of time between the date on which the directors leave their positions and the relevant event involving the obligations as well as the circumstances and conditions in which their relationship with the Bank terminated.</p>	<p>Article 256 Article 274 The fiduciary duties owed by the directors, supervisors and senior management officers of the Bank shall not necessarily be terminated at the end of their term of office, and their obligation to keep the trade secrets of the Bank confidential shall remain valid after their term of office expires until such trade secrets become public information. The duration of other obligations shall be determined by what is fair, and will depend on the length of time between the date on which the directors leave their positions and the relevant event involving the obligations as well as the circumstances and conditions in which their relationship with the Bank terminated.</p>
<p>Article 255 The shareholders may make an informed decision at the shareholders’ general meeting to dismiss any director, supervisor and senior management officers of the Bank who has violated any obligations, unless the circumstances specified in Article 69 would apply.</p>	<p>Article 255 Article 275 The shareholders may make an informed decision at the shareholders’ general meeting to dismiss any director, supervisor and senior management officers of the Bank who has violated any obligations, unless the circumstances specified in Article 69 86 would apply.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 257 When the directors, supervisors and senior management officers of the Bank have direct or indirect material conflict of interests in any executed or proposed contracts, transactions or arrangements (except the employment contracts between the Bank and its directors, supervisors and senior management officers), regardless of whether such interests are usually subject to the approval or consent of the Board of Directors, such persons shall disclose the nature and extent of the interests to the Board of Directors as soon as possible.</p> <p>Unless the directors, supervisors and senior management officers of the Bank with conflicts of interest have disclosed their interests to the Board of Directors in accordance with the requirements of the preceding paragraph, and the Board of Directors has approved the matter without counting the interested persons into the quorum and without their participation in the vote, the Bank shall have the right to rescind such contracts, transactions or arrangements, except in circumstances where the counterparty is acting in good faith and unaware that the directors, supervisors and senior management officers are in breach of their obligations.</p> <p>If the associates (as defined under the Listing Rules) of a director, supervisor or senior management officers of the Bank have any conflict of interests with any contracts, transactions or arrangements, the related director, supervisor and senior management officers shall be deemed to have a conflict of interests as well.</p>	<p>Article 257 Article 276 When the directors, supervisors and senior management officers of the Bank have direct or indirect material conflict of interests in any executed or proposed contracts, transactions or arrangements (except the employment contracts between the Bank and its directors, supervisors and senior management officers), regardless of whether such interests are usually subject to the approval or consent of the Board of Directors, such persons shall disclose the nature and extent of the interests to the Board of Directors as soon as possible.</p> <p>Unless the directors, supervisors and senior management officers of the Bank with conflicts of interest have disclosed their interests to the Board of Directors in accordance with the requirements of the preceding paragraph, and the Board of Directors has approved the matter without counting the interested persons into the quorum and without their participation in the vote, the Bank shall have the right to rescind such contracts, transactions or arrangements, except in circumstances where the counterparty is acting in good faith and unaware that the directors, supervisors and senior management officers are in breach of their obligations.</p> <p>If the associates (as defined under the Listing Rules) related persons (as defined in the Article 272) of a director, supervisor or senior management officers of the Bank have any conflict of interests with any contracts, transactions or arrangements, the related director, supervisor and senior management officers shall be deemed to have a conflict of interests as well.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 258 Before the Bank considers entering into contracts, transactions or arrangements for the first time, if the interested directors, supervisors and senior management officers of the Bank have provided a written notice to the Board of Directors stating that they have an conflict of interests in the contracts, transactions or arrangements which would be entered into by the Bank in the future for the reasons set out in the notice, then the director, supervisor and senior management officers concerned shall be deemed to have made the disclosure as required in the preceding Article of this chapter to the extent as set out in the notice.</p>	<p>Article 258 Article 277 Before the Bank considers entering into contracts, transactions or arrangements for the first time, if the interested directors, supervisors and senior management officers of the Bank have provided a written notice to the Board of Directors stating that they have an conflict of interests in the contracts, transactions or arrangements which would be entered into by the Bank in the future for the reasons set out in the notice, then the director, supervisor and senior management officers concerned shall be deemed to have made the disclosure as required in the preceding Article of this chapter to the extent as set out in the notice.</p>
<p>Article 259 The Bank shall not in any way pay taxes for the directors, supervisors and senior management officers of the Bank.</p>	<p>Article 259 Article 278 The Bank shall not in any way pay taxes for the directors, supervisors and senior management officers of the Bank.</p>
<p>Article 260 The Bank shall not, directly or indirectly, provide any loan or loan guarantee to the directors, supervisors and senior management officers of the Bank, nor shall the Bank provide the same to their related persons.</p> <p>The preceding paragraph shall not apply in the following circumstances:</p> <p>(1) loans or loan guarantees provided by the Bank to its subsidiary banks (subsidiary companies);</p>	<p>Article 260 Article 279 The Bank shall not, directly or indirectly, provide any loan or loan guarantee to the directors, supervisors and senior management officers of the Bank, nor shall the Bank provide the same to their related persons.</p> <p>The preceding paragraph shall not apply in the following circumstances:</p> <p>(1) loans or loan guarantees provided by the Bank to its subsidiary banks (subsidiary companies);</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(2) loans, loan guarantees or other funds provided by the Bank to the directors, supervisors or senior management officers of the Bank pursuant to their employment contracts which were adopted by the shareholders’ general meeting, so that the foregoing persons can make payments in the interests of the Bank or for the expenses incurred in performing their duties and responsibilities;</p>	<p>(2) loans, loan guarantees or other funds provided by the Bank to the directors, supervisors or senior management officers of the Bank pursuant to their employment contracts which were adopted by the shareholders’ general meeting, so that the foregoing persons can make payments in the interests of the Bank or for the expenses incurred in performing their duties and responsibilities;</p>
<p>(3) loans and loan guarantees provided by the Bank to the relevant directors, supervisors and senior management officers of the Bank and their related persons, provided that the loans and loan guarantees are provided on normal commercial terms and conditions.</p>	<p>(3) loans and loan guarantees provided by the Bank to the relevant directors, supervisors and senior management officers of the Bank and their related persons, provided that the loans and loan guarantees are provided on normal commercial terms and conditions.</p>
<p>Article 261 If the Bank provides a loan in breach of the provisions of the preceding Article, regardless of the terms of the loan, the person who has received the loan shall repay it immediately.</p>	<p>If the Bank provides a loan in breach of the provisions of the preceding <u>this</u> Article, regardless of the terms of the loan, the person who has received the loan shall repay it immediately.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 261 If the Bank provides a loan in breach of the provisions of the preceding Article, regardless of the terms of the loan, the person who has received the loan shall repay it immediately.</p> <p>Any loan guarantee provided by the Bank in violation of the first paragraph of the foregoing Article shall not be enforceable against the Bank, except for the following circumstances:</p> <p>(1) where a loan has been provided to the related persons of the Bank’s directors, supervisors and senior management officers and the provider of the loan is unaware of the violation; and</p> <p>(2) the security provided by the Bank has been sold legally by the loan provider to a purchaser acting in good faith.</p>	<p>Article 261 Article 280 If the Bank provides a loan in breach of the provisions of the preceding Article, regardless of the terms of the loan, the person who has received the loan shall repay it immediately.</p> <p>Any loan guarantee provided by the Bank in violation of the first paragraph of the foregoing Article shall not be enforceable against the Bank, except for the following circumstances:</p> <p>(1) where a loan has been provided to the related persons of the Bank’s directors, supervisors and senior management officers and the provider of the loan is unaware of the violation; and</p> <p>(2) the security provided by the Bank has been sold legally by the loan provider to a purchaser acting in good faith.</p>
<p>Article 262 The guarantee referred to in the preceding Articles of this Chapter includes acts whereby the guarantor undertakes liabilities or provide assets to ensure that the obligor performs its obligations.</p>	<p>Article 262 Article 281 The guarantee referred to in the preceding Articles of this Chapter chapter includes acts whereby the guarantor undertakes liabilities or provide assets to ensure guarantee that the obligor performs its obligations.</p>
<p>Article 263 When the directors, supervisors and senior management officers of the Bank are in breach of the obligations owed towards the Bank, apart from the various rights and remedies provided by the laws and administrative regulations, the Bank shall have the right to take the following measures:</p> <p>(1) to require the directors, supervisors and senior management officers concerned to compensate the Bank for the losses caused by their dereliction of duties;</p>	<p>Article 263 Article 282 When the directors, supervisors and senior management officers of the Bank are in breach of the obligations owed towards the Bank, apart from the various rights and remedies provided by the laws and administrative regulations, the Bank shall have the right to take the following measures:</p> <p>(1) to require the directors, supervisors and senior management officers concerned to compensate the Bank for the losses caused by their dereliction of duties;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(2) to rescind any concluded contracts or transactions between the Bank and the directors, supervisors and senior management officers concerned, and the contracts or transactions concluded between the Bank and third parties (when the third parties know or should have known that the directors, supervisors and senior management officers of the Bank are in breach of their obligations);</p> <p>(3) to require the directors, supervisors and senior management officers concerned to hand over any benefits which have been obtained from their breach of obligations;</p> <p>(4) to recover funds which should have been received by the Bank, including but not limited to commission from the directors, supervisors and senior management officers concerned; and</p> <p>(5) to require the directors, supervisors and senior management officers concerned to repay the interest which is or may be accrued from the funds which should have been received to the Bank.</p>	<p>(2) to rescind any concluded contracts or transactions between the Bank and the directors, supervisors and senior management officers concerned, and the contracts or transactions concluded between the Bank and third parties (when the third parties know or should have known that the directors, supervisors and senior management officers of the Bank are in breach of their obligations);</p> <p>(3) to require the directors, supervisors and senior management officers concerned to hand over any benefits which have been obtained from their breach of obligations;</p> <p>(4) to recover funds which should have been received by the Bank, including but not limited to commission from the directors, supervisors and senior management officers concerned; and</p> <p>(5) to require the directors, supervisors and senior management officers concerned to repay the interest which is or may be accrued from the funds which should have been received to the Bank.</p>
<p>Chapter 9 Financial Accounting System, Profits Distribution and Audit</p>	<p>Chapter 9 Chapter 10 Financial Accounting System, Profits Distribution and Audit</p>
<p>Section 1 Financial Accounting System</p>	<p>Section 1 Financial Accounting System</p>
<p>Article 266 The Bank shall formulate its financial accounting system in accordance with the laws, administrative regulations, the unified national financial accounting system and the provisions of the relevant regulatory authorities.</p>	<p>Article 266 Article 283 The Bank shall formulate its financial accounting system in accordance with the laws, administrative regulations, the unified national financial accounting system and the provisions of the relevant regulatory authorities.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 269 The Bank shall publish its financial report twice in each accounting year, i.e. it shall publish its interim financial report within sixty days after the end of the first six months of each accounting year, and its annual financial report within one hundred and twenty days after the end of each accounting year.</p> <p>Where the securities regulatory authorities of the jurisdiction in which the Bank’s shares are listed provide otherwise, such provisions shall prevail.</p>	<p>Article 269 Article 284 The Bank shall publish its financial report twice in each accounting year, i.e. it shall publish its interim financial report within sixty days after the end of the first six months of each accounting year, and its annual financial report within one hundred and twenty days after the end of each accounting year.</p> <p>Where the securities regulatory authorities of the jurisdiction in which the Bank’s shares are listed provide otherwise, such provisions shall prevail.</p>
<p>Article 270 The Board of Directors shall make available at each annual shareholders’ general meeting the financial reports prepared by the Bank in accordance with the relevant laws, administrative regulations, departmental rules, regulatory documents and the Listing Rules.</p>	<p>Article 270 Article 285 <u>The Bank shall prepare an annual financial report at the end of each accounting year, which shall be examined and verified according to law.</u> The Board of Directors <u>of the Bank</u> shall make available at each annual shareholders’ general meeting the financial reports prepared by the Bank in accordance with the relevant laws, administrative regulations, departmental rules, regulatory documents and the Listing Rules.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 271 The financial reports of the Bank shall be made available at the Bank twenty days or earlier before the convening of the annual shareholders' general meeting for inspection by shareholders. Each shareholder of the Bank shall be entitled to obtain the financial reports mentioned in this Chapter.</p> <p>Except as otherwise provided in these Articles, the Bank shall, at least twenty-one days prior to the date of the annual shareholders' general meeting, send the financial reports mentioned above or report of the Board of Directors together with the balance sheet and the profit and loss statement or income and expenditure statement to each shareholder of overseas-listed foreign shares by prepaid mail, and the addresses of recipients shall follow the addresses set out in the register of shareholders. Where there are otherwise provisions by the laws, regulations or securities regulatory authority in the listing place where our shares are listed in relation thereto, those provisions shall be observed.</p>	<p>Article 271 Article 286 The financial reports of the Bank shall be made available at the Bank twenty days or earlier before the convening of the annual shareholders' general meeting for inspection by shareholders. Each shareholder of the Bank shall be entitled to obtain the financial reports mentioned in this Chapter <u>chapter</u>.</p> <p><u>The aforesaid financial reports shall include: report of the Board of Directors together with the balance sheet (including every document required by laws and regulations to be annexed to the balance sheet), profit and loss statement or income and expenditure statement, or (subject to compliance with relevant laws and regulations) summary financial report approved by the Hong Kong Stock Exchange.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p>Except as otherwise provided in these Articles, the Bank shall, at least twenty-one days prior to the date of the annual shareholders' general meeting, send the financial reports mentioned above or report of the Board of Directors together with the balance sheet and the profit and loss statement or income and expenditure statement to each shareholder of overseas-listed foreign shares <u>registered holder of H shares</u> by prepaid mail, and the addresses of recipients shall follow the addresses set out in the register of shareholders. <u>For holders of overseas listed foreign shares, subject to the requirements of laws and regulations, the same may be served by publishing it on the website of the Bank, the website of the Hong Kong Stock Exchange and other websites as stipulated by the Listing Rules from time to time.</u></p> <p>Where there are otherwise provisions by the laws, regulations or securities regulatory authority in the listing place where our shares are listed in relation thereto, those provisions shall be observed.</p>
<p>Article 268 The accounting year of the Bank shall be the calendar year, beginning from January 1st and ending on December 31st of the calendar year.</p> <p>The Bank shall prepare an annual financial report within four months after the end of each accounting year and submit it to the relevant regulatory authorities after being audited and certified in accordance with the relevant laws.</p> <p>The said annual financial report shall be prepared according to the relevant laws, administrative regulations and departmental rules.</p>	<p>Article 268 Article 287 The accounting year of the Bank shall be the calendar year, beginning from January 1st and ending on December 31st of the calendar year.</p> <p>The Bank shall prepare an annual financial report within four months after the end of each accounting year and submit it to the relevant regulatory authorities after being audited and certified in accordance with the relevant laws.</p> <p>The said annual financial report shall be prepared according to the relevant laws, administrative—regulations and departmental rules.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 272 The Bank shall prepare its financial statements in accordance with the accounting standards and regulations of the People’s Republic of China, as well as in accordance with the international accounting standards or the accounting standards required by the securities regulatory authorities of the jurisdiction in which the Bank’s shares are listed. If there are any major differences between the financial statements prepared in accordance with the two accounting standards, such differences shall be stated in the notes to the financial statements. When distributing the after-tax profits for the relevant accounting year, the Bank shall adopt the one with the lower after-tax profits out of the aforesaid two financial statements.</p>	<p>Article 272<u>Article 288</u> The Bank shall prepare its financial statements in accordance with the accounting standards and regulations of the People’s Republic of China, as well as in accordance with the international accounting standards or the accounting standards required by the securities regulatory authorities of the jurisdiction in which the Bank’s shares are listed. If there are any major differences between the financial statements prepared in accordance with the two accounting standards, such differences shall be stated in the notes to the financial statements. When distributing the after-tax profits for the relevant accounting year, the Bank shall adopt the one with the lower after-tax profits out of the aforesaid two financial statements.</p>
<p>Article 273 The interim results or financial information to be published or disclosed by the Bank shall be prepared in accordance with the People’s Republic of China accounting standards and regulations, as well as in accordance with the international accounting standards or the accounting standards required by securities regulatory authorities of the jurisdiction in which the Bank’s shares are listed.</p>	<p>Article 273<u>Article 289</u> The interim results or financial information to be published or disclosed by the Bank shall be prepared in accordance with the People’s Republic of China accounting standards and regulations, as well as in accordance with the international accounting standards or the accounting standards required by securities regulatory authorities of the jurisdiction in which the Bank’s shares are listed.</p>
<p>Article 267 The Bank shall not have any books of accounts in addition to its statutory ones. No asset of the Bank may be kept in any account opened in the name of any individual.</p>	<p>Article 267<u>Article 290</u> The Bank shall not have any books of accounts in addition to its statutory ones. No asset of the Bank may be kept in any account opened in the name of any individual.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 275 The after-tax profit of the Bank for the year shall be distributed in the following order of priority:</p> <p>(1) to make up for the losses of previous years;</p> <p>(2) to set aside 10% as statutory reserve fund;</p> <p>(3) to set aside general reserve;</p> <p>(4) to set aside discretionary reserve fund; and</p> <p>(5) to pay dividends to shareholders in pro rata to their shareholding.</p> <p>The Bank needs not allocate further amounts if the accumulated amount of the statutory reserve fund is over 50% of its registered capital.</p> <p>Where the shareholders' general meeting distributes profits to shareholders before the Bank's making up losses and setting aside statutory reserve funds and violates the foregoing provisions, the shareholders concerned must return to the Bank the profits distributed in violation of the provisions.</p> <p>Shares of the Bank held by the Bank shall not participate in the distribution of profits.</p>	<p>Article 275 Article 291 The after-tax profit of the Bank for the year shall be distributed in the following order of priority:</p> <p>(1) to make up for the losses of previous years;</p> <p>(2) to set aside 10% as statutory reserve fund;</p> <p>(3) to set aside general reserve;</p> <p>(4) to set aside discretionary reserve fund; and</p> <p>(5) to pay dividends to shareholders in pro rata to their shareholding.</p> <p>The Bank needs not allocate further amounts if the accumulated amount of the statutory reserve fund is over 50% of its registered capital.</p> <p>Where the shareholders' general meeting distributes profits to shareholders before the Bank's making up losses and setting aside statutory reserve funds and violates the foregoing provisions, the shareholders concerned must return to the Bank the profits distributed in violation of the provisions.</p> <p>Shares of the Bank held by the Bank shall not participate in the distribution of profits.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 275...</p> <p>The Bank needs not allocate further amounts if the accumulated amount of the statutory reserve fund is over 50% of its registered capital.</p> <p>...</p>	<p>Article 292 The Bank needs not allocate further amounts if the accumulated amount of the statutory reserve fund is over 50% of its registered capital.</p> <p><u>After allocation to the statutory reserve fund, the allocation to the discretionary reserve fund shall be decided by the shareholders' general meeting. The Bank shall not distribute profits to the shareholders before making up losses of the Bank as well as allocation to the statutory reserve fund and general reserve.</u></p>
<p>Article 276 The reserve fund of the Bank shall be used for making up the Bank's losses, expanding the Bank's scale of operation or increasing the capital of the Bank, but capital reserve fund shall not be used for making up the Bank's losses.</p> <p>When the statutory reserve fund is converted to capital, the balance of such reserve fund shall not be less than 25% of the Bank's registered capital before the conversion.</p>	<p>Article 276 Article 293 The reserve fund of the Bank shall be used for making up the Bank's losses, expanding the Bank's scale of operation or increasing the capital of the Bank, but capital reserve fund shall not be used for making up the Bank's losses.</p> <p>When the statutory reserve fund is converted to capital, the balance of such reserve fund shall not be less than 25% of the Bank's registered capital before the conversion.</p>
<p>Article 274 The capital reserve of the Bank shall include the following funds:</p> <p>(1) premium obtained from the issue of shares in excess of the par value; and</p> <p>(2) other revenue to be included in the capital reserve as required by the financial authority of the State Council.</p>	<p>Article 274 Article 294 The capital reserve of the Bank shall include the following funds:</p> <p>(1) premium obtained from the issue of shares in excess of the par value; and</p> <p>(2) other revenue to be included in the capital reserve as required by the financial authority of the State Council.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 280 The profit distribution policy of the Bank shall emphasize the reasonable investment return to the shareholders, maintain certain continuity and stability and be in the interest of the Bank’s long-term development. The Bank shall distribute dividend at the profit-making year. The Bank may distribute profits via bonus issue, payment of cash dividend and so on.</p>	<p>Article 280 Article 295 The profit distribution policy of the Bank shall emphasize the reasonable investment return to the shareholders, maintain certain continuity and stability and be in the interest of the Bank’s long-term development. The Bank shall distribute dividend at the profit-making year. The Bank may distribute profits via bonus issue, payment of cash dividend and so on.</p>
<p>Addition</p>	<p><u>Article 296 Where the shareholders’ general meeting of the Bank approves proposals for cash dividends, bonus shares or conversion of capital reserve into share capital, the Board of Directors of the Bank shall complete the distribution of dividends (or shares) within two months after the shareholders’ general meeting.</u></p>
<p>Article 277 Payments made by shareholders in advance of calls on any shares shall carry interest. However, shareholders shall not have any right to receive dividends declared thereafter in relation to any such payment made in advance.</p>	<p>Article 277 Article 297 Payments made by shareholders in advance of calls on any shares shall carry interest. However, shareholders shall not have any right to receive dividends declared thereafter in relation to any such payment made in advance.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 278 The Bank shall appoint for shareholders of overseas-listed foreign shares a recipient agent. The recipient agent shall collect on behalf of the shareholders concerned the dividends distributed and other funds payable by the Bank in respect of the overseas-listed foreign shares and safe-keep such dividends and funds in custody for payment to these shareholders.</p> <p>The collection agent appointed by the Bank shall comply with the laws of the jurisdiction in which the Bank's shares are listed or the relevant requirements of the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed.</p> <p>The recipient agent appointed by the Bank for the shareholders of the overseas-listed foreign shares listed in the Hong Kong Stock Exchange shall be a trust company registered in accordance with the Trustee Ordinance (Cap. 29) of Hong Kong.</p>	<p>Article 278 Article 298 The Bank shall appoint for shareholders of overseas-listed foreign shares a recipient agent. The recipient agent shall collect on behalf of the shareholders concerned the dividends distributed and other funds payable by the Bank in respect of the overseas-listed foreign shares and safe-keep such dividends and funds in custody for payment to these shareholders.</p> <p>The collection agent appointed by the Bank shall comply with the laws of the jurisdiction in which the Bank's shares are listed or the relevant requirements of the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed.</p> <p>The recipient agent appointed by the Bank for the shareholders of the overseas-listed foreign shares listed in the Hong Kong Stock Exchange shall be a trust company registered in accordance with the Trustee Ordinance (Cap. 29) of Hong Kong.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 279 Where power is given to forfeit unclaimed dividends, that power shall not be exercised until the expiry of the applicable effective period.</p> <p>The Bank has the right to cease delivering dividend notice to the shareholders of overseas-listed foreign shares by mail, but such right can only be exercised after the dividend notice has not been drawn twice consecutively. If a dividend notice fails to reach the expected recipient in the initial mail delivery and is returned, the Bank may exercise the right promptly.</p> <p>The Bank has the right to sell the shares of the untraceable shareholders of overseas-listed foreign shares through the methods the Board of Directors deems appropriate and subject to the following conditions:</p> <p>(1) The Bank has distributed dividends on such shares at least three times in a period of twelve years and the dividends are not claimed by anyone during that period; and</p> <p>(2) After the expiration of the twelve-year period, the Bank makes a public announcement in one or more newspapers in the place of listing, stating its intention to sell such shares and notifies the stock exchange of the jurisdiction in which the Bank's shares are listed.</p>	<p>Article 279 Article 299 Where power is given to forfeit unclaimed dividends, that power shall not be exercised until the expiry of the applicable effective period. <u>Subject to the laws and regulations, the Bank may exercise the power to forfeit unclaimed dividends in respect of H shares only after the expiry of the applicable effective period upon declaration of dividends.</u></p> <p>The Bank has the right to cease delivering dividend notice to the shareholders of overseas-listed foreign shares by mail, but such right can only be exercised after the dividend notice has not been drawn twice consecutively. If a dividend notice fails to reach the expected recipient in the initial mail delivery and is returned, the Bank may exercise the right promptly.</p> <p>The Bank has the right to sell the shares of the untraceable shareholders of overseas-listed foreign shares through the methods the Board of Directors deems appropriate and subject to the following conditions:</p> <p>(1) The Bank has distributed dividends on such shares at least three times in a period of twelve years and the dividends are not claimed by anyone during that period; and</p> <p>(2) After the expiration of the twelve-year period, the Bank makes a public announcement in one or more newspapers in the place of listing, stating its intention to sell such shares and notifies the stock exchange of the jurisdiction in which the Bank's shares are listed.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 279...</p> <p>The Bank has the right to sell the shares of the untraceable shareholders of overseas-listed foreign shares through the methods the Board of Directors deems appropriate and subject to the following conditions:</p> <p>(1) The Bank has distributed dividends on such shares at least three times in a period of twelve years and the dividends are not claimed by anyone during that period; and</p> <p>(2) After the expiration of the twelve-year period, the Bank makes a public announcement in one or more newspapers in the place of listing, stating its intention to sell such shares and notifies the stock exchange of the jurisdiction in which the Bank's shares are listed.</p>	<p>Article 279 Article 300 The Bank has the right to sell the shares of the untraceable shareholders of overseas-listed foreign shares H shares through the methods the Board of Directors deems appropriate and subject to the following conditions:</p> <p>(1) The Bank has distributed dividends on such shares at least three times in a period of twelve years and the dividends are not claimed by anyone during that period; and</p> <p>(2) After the expiration of the twelve-year period, the Bank makes a public announcement in one or more newspapers in the place of listing, stating its intention to sell such shares and notifies the stock exchange of the jurisdiction in which the Bank's shares are listed.</p>
Section 2 Internal Audit	Section 2 Internal Audit
<p>Article 281 The Bank shall establish an internal audit system with professional audit personnel to undertake internal auditing and supervision of the Bank's financial income and expenditures and economic activities. The internal audit department shall be accountable and report to the Board of Directors.</p>	<p>Article 281 The Bank shall establish an internal audit system with professional audit personnel to undertake internal auditing and supervision of the Bank's financial income and expenditures and economic activities. The internal audit department shall be accountable and report to the Board of Directors.</p> <p>Article 301 <u>The Board of Directors of the Bank shall take ultimate responsibility for the establishment, operation and maintenance of the internal audit system and the independence and effectiveness of the internal audit.</u></p> <p><u>The Board of Supervisors of the Bank provides guidance and supervision on internal audit work, and has the right to require the Board of Directors and senior management to provide relevant information on audit.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 282 The Bank may appoint a chief audit officer. The chief audit officer and the internal audit department shall regularly report to the Board of Directors, its Audit Committee and the Board of Supervisors on the progress of audit work, and deliver the audit report in timely manner, and the senior management officers shall be informed accordingly. The Board of Directors shall be responsible for the appointment and dismissal of the chief audit officer and the head of audit department.</p>	<p>Article 282 The Bank may appoint a chief audit officer. The chief audit officer and the internal audit department shall regularly report to the Board of Directors, its Audit Committee and the Board of Supervisors on the progress of audit work, and deliver the audit report in timely manner, and the senior management officers shall be informed accordingly. The Board of Directors shall be responsible for the appointment and dismissal of the chief audit officer and the head of audit department.</p> <p>Article 302 <u>The Bank shall establish a chief audit officer or a person in charge of auditing (chief auditor) accordance with relevant regulatory provisions. The chief audit officer or the person in charge of auditing (chief auditor) shall be accountable to the Board of Directors, and shall be appointed and dismissed by the Board of Directors, and shall report to the Board of Directors and its Audit Committee on a regular basis.</u></p>
<p>Addition</p>	<p>Article 303 <u>The Bank shall establish an independent internal audit department responsible for carrying out internal audit-related work and strengthening the audit and supervision of investees and affiliated overseas enterprises. The internal audit department reports to the chief audit officer or the person in charge of auditing (chief auditor).</u></p> <p><u>The Bank shall have sufficient internal audit personnel in accordance with relevant regulatory provisions. The internal audit personnel shall have the professional knowledge, occupational skills and practical experience required for performing internal audit duties.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
Section 3 Engagement of Accounting Firms	Section 3 Engagement of Accounting Firms
<p>Article 283 The Bank shall engage independent accounting firms that comply with the relevant State regulations to audit annual financial reports of the Bank and to review other financial reports of the Bank.</p>	<p>Article 283 The Bank shall engage independent accounting firms that comply with the relevant State regulations to audit annual financial reports of the Bank and to review other financial reports of the Bank.</p> <p><u>Article 304 The Bank shall engage independent, professional and qualified external auditing advisers to conduct financial audit and conduct regular assessment on the internal control of the Bank.</u></p>
Addition	<p><u>Article 305 The appointment, dismissal or non-reappointment of an accounting firm shall be decided by the shareholders' general meeting and reported to the securities authority for record.</u></p>
<p>Article 284 The term of engagement of an accounting firm engaged by the Bank shall start from the closing of the current annual shareholders' general meeting and end at the closing of the next annual shareholders' general meeting.</p> <p>If a vacancy of the position of an accounting firm arises, the Board of Directors may appoint an accounting firm to fill such vacancy before the holding of a shareholders' general meeting. If there are other engaged accounting firms of the Bank while such vacancy still exists, such accounting firms shall continue to serve.</p>	<p>Article 284<u>Article 306 The term of engagement of an accounting firm engaged by the Bank shall start from the closing of the current annual shareholders' general meeting and end at the closing of the next annual shareholders' general meeting.</u></p> <p>If a vacancy of the position of an accounting firm arises, the Board of Directors may appoint an accounting firm to fill such vacancy before the holding of a shareholders' general meeting. If there are other engaged accounting firms of the Bank while such vacancy still exists, such accounting firms shall continue to serve.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 285 An accounting firm engaged by the Bank shall have the following rights:</p> <p>(1) to inspect the financial statements, records and documents of the Bank, and to require the directors or senior management officers of the Bank to provide relevant information and explanation;</p> <p>(2) to require the Bank to adopt all reasonable measures to obtain from its subsidiary banks (subsidiary companies) such information and explanations as required by the accounting firm for performance of its duties; and</p> <p>(3) to attend the shareholders’ general meeting, to obtain the notice of shareholders’ general meeting or other information in relation to the meeting, and to speak at the shareholders’ general meeting on matters involving its duties as the accounting firm appointed by the Bank.</p>	<p>Article 285 Article 307 An accounting firm engaged by the Bank shall have the following rights:</p> <p>(1) to inspect the financial statements, books, records and documents of the Bank at any time, and to require the directors or senior management officers of the Bank to provide relevant information and explanation;</p> <p>(2) to require the Bank to adopt all reasonable measures to obtain from its subsidiary banks (subsidiary companies) such information and explanations as required by the accounting firm for performance of its duties; and</p> <p>(3) to attend the shareholders’ general meeting, to obtain the notice of shareholders’ general meeting or other information in relation to the meeting that any shareholders are entitled to receive, and to speak at the shareholders’ general meeting on matters involving its duties as the accounting firm appointed by the Bank.</p>
<p>Addition</p>	<p><u>Article 308 If a vacancy of the position of an accounting firm arises, the Board of Directors may appoint an accounting firm to fill such vacancy before the holding of a shareholders’ general meeting. If there are other engaged accounting firms of the Bank while such vacancy still exists, such accounting firms shall continue to serve. The accounting firm appointed by the Board of Directors to fill the vacancy shall be rectified by the shareholders’ general meeting.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 287 The remuneration of the accounting firm or the ways to determine the remuneration of the accounting firm shall be determined by the shareholders' general meeting. The remuneration of the accounting firm engaged by the Board of Directors shall be decided by the Board of Directors.</p>	<p>Article 287Article 309 The remuneration of the accounting firm or the ways to determine the remuneration of the accounting firm shall be determined by the shareholders' general meeting. The remuneration of the accounting firm engaged by the Board of Directors shall be decided by the Board of Directors.</p>
<p>Article 288 The appointment, dismissal or non-reappointment of an accounting firm shall be decided upon by the shareholders' general meeting and reported to the securities authority for record.</p> <p>If the shareholders' general meeting adopts a resolution to engage an accounting firm other than the incumbent one to fill up any vacancy of the post, or to renew the engagement of an accounting firm engaged by the Board of Directors to fill up the vacancy, or to dismiss an accounting firm before the expiration of its term of office, the following provisions shall be satisfied:</p> <p>(1) before sending out notice of a shareholders' general meeting, the proposal on engagement or dismissal shall be sent to the accounting firm to be engaged or to leave its post or that has left its post in the relevant accounting year.</p> <p>Leaving the post includes dismissal, resignation from the post and leaving the post after the expiration of the term of office.</p> <p>(2) if the accounting firm that is about to leave its post makes a written statement, and requests the Bank to inform the shareholders of its statement, the Bank shall, unless the time of receiving the written statement is too late, adopt the following measures:</p> <p>(i) state in the notice sent out for the purpose of a resolution that the accounting firm to leave its post has made a statement;</p>	<p>Article 288Article 310 The appointment, dismissal or non-reappointment of an accounting firm shall be decided upon by the shareholders' general meeting and reported to the securities authority <u>of the State Council</u> for record.</p> <p>If the shareholders' general meeting adopts a resolution to engage an accounting firm other than the incumbent one to fill up any vacancy of the post, or to renew the engagement of an accounting firm engaged by the Board of Directors to fill up the vacancy, or to dismiss an accounting firm before the expiration of its term of office, the following provisions shall be satisfied:</p> <p>(1) before sending out notice of a shareholders' general meeting, the proposal on engagement or dismissal shall be sent to the accounting firm to be engaged or to leave its post or that has left its post in the relevant accounting year.</p> <p>Leaving the post includes dismissal, resignation from the post and leaving the post after the expiration of the term of office.</p> <p>(2) if the accounting firm that is about to leave its post makes a written statement, and requests the Bank to inform the shareholders of its statement, the Bank shall, unless the time of receiving the written statement is too late, adopt the following measures:</p> <p>(i) state in the notice sent out for the purpose of a resolution that the accounting firm to leave its post has made a statement;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(ii) send a copy of the statement in the form of an attachment to the notice to shareholders in the manner stipulated by these Articles.</p> <p>(3) if the statement of the relevant accounting firm is not sent by the Bank in accordance with the above provisions in subsection (2) above, the accounting firm concerned may request that the statement be read out at the shareholders' general meeting and make further appeal.</p> <p>(4) an accounting firm which is leaving its post shall be entitled to attend the following meetings:</p> <p>(i) shareholders' general meeting at which its term of office shall expire;</p> <p>(ii) shareholders' general meeting at which the vacancy due to its dismissal is to be filled up; and</p> <p>(iii) shareholders' general meeting convened due to its resignation from its post.</p> <p>The accounting firm which is leaving its post shall be entitled to receive all notices of the aforesaid meetings or other information in relation to the meetings and speak on any issues at the aforesaid meetings, which concern its duties as the former accounting firm of the Bank.</p>	<p>(ii) send a copy of the statement in the form of an attachment to the notice to shareholders in the manner stipulated by these Articles.</p> <p>(3) if the statement of the relevant accounting firm is not sent by the Bank in accordance with the above provisions in subsection (2) above, the accounting firm concerned may request that the statement be read out at the shareholders' general meeting and make further appeal.</p> <p>(4) an accounting firm which is leaving its post shall be entitled to attend the following meetings:</p> <p>(i) shareholders' general meeting at which its term of office shall expire;</p> <p>(ii) shareholders' general meeting at which the vacancy due to its dismissal is to be filled up; and</p> <p>(iii) shareholders' general meeting convened due to its resignation from its post.</p> <p>The accounting firm which is leaving its post shall be entitled to receive all notices of the aforesaid meetings or other information in relation to the meetings and speak on any issues at the aforesaid meetings, which concern its duties as the former accounting firm of the Bank.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 289 When the Bank dismisses or does not renew the engagement of an accounting firm, it shall give advance notice to the accounting firm. When voting on dismissal or non-reappointment of an accounting firm at the shareholders' general meeting, such accounting firm shall be permitted to present its views at the shareholders' general meeting.</p> <p>Article 290 Where an accounting firm tenders resignation, it shall explain to the shareholders' general meeting whether there is any irregularity in the Bank.</p> <p>An accounting firm may resign its office by depositing at the Bank's registered address a written resignation notice. Any such notice shall become effective on the date when it is deposited at the Bank's registered address or on such later date as may be specified in the notice. Such notice shall contain:</p> <p>(1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the attention of the shareholders or creditors of the Bank; or</p> <p>(2) a statement about any circumstances that shall be disclosed.</p> <p>The Bank shall, within fourteen days after receiving the aforesaid written notice, send a copy of the notice to the relevant regulatory authorities. If the notice contained a statement referred to in the above item (2), the Bank shall also deposit a copy of the said statement in the Bank for the shareholders' review. The Bank shall send by prepaid mail a copy of the statement mentioned above to each shareholder of overseas-listed foreign shares, and the address of the recipient shall be that recorded in the register of shareholders, or publish the copy of the statement through the website of the Bank or website of the stock exchange of the place where the Bank's shares are listed under the premises of abiding by the applicable laws, regulations and Listing Rules.</p>	<p>Article 289 Article 311 When the Bank dismisses or does not renew the engagement of an accounting firm, it shall give advance notice to the accounting firm. When voting on dismissal or non-reappointment of an accounting firm at the shareholders' general meeting, such accounting firm shall be permitted to present its views at the shareholders' general meeting. Article 290 Where an accounting firm tenders resignation, it shall explain to the shareholders' general meeting whether there is any irregularity in the Bank.</p> <p>An accounting firm may resign its office by depositing at the Bank's registered address a written resignation notice. Any such notice shall become effective on the date when it is deposited at the Bank's registered address or on such later date as may be specified in the notice. Such notice shall contain:</p> <p>(1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the attention of the shareholders or creditors of the Bank; or</p> <p>(2) a statement about any circumstances that shall be disclosed.</p> <p>The Bank shall, within fourteen days after receiving the aforesaid written notice, send a copy of the notice to the relevant regulatory authorities. If the notice contained a statement referred to in the above item (2), the Bank shall also deposit a copy of the said statement in the Bank for the shareholders' review. The Bank shall send by prepaid mail a copy of the statement mentioned above to each shareholder of overseas-listed foreign shares, and the address of the recipient shall be that recorded in the register of shareholders, or publish the copy of the statement through the website of the Bank or website of the stock exchange of the place where the Bank's shares are listed under the premises of abiding by the applicable laws, regulations and Listing Rules.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>If the accounting firm’s notice of resignation contains any statement about circumstances which need to be accounted for, the accounting firm may request the Board of Directors to convene an extraordinary general meeting for the purpose of making an explanation of the circumstances in connection with its resignation.</p>	<p>If the accounting firm’s notice of resignation contains any statement about circumstances which need to be accounted for, the accounting firm may request the Board of Directors to convene an extraordinary general meeting for the purpose of making an explanation of the circumstances in connection with its resignation.</p>
<p>Article 286 The shareholders’ general meeting may, by way of an ordinary resolution, dismiss an accounting firm, prior to the expiration of the term of office of the accounting firm, regardless of the terms and conditions of the contract between the accounting firm and the Bank. If the accounting firm concerned has the right to make a claim against the Bank due to its dismissal, such right shall not be affected.</p>	<p>Article 286Article 312 The shareholders’ general meeting may, by way of an ordinary resolution, dismiss an accounting firm, prior to the expiration of the term of office of the accounting firm, regardless of the terms and conditions of the contract between the accounting firm and the Bank. If the accounting firm concerned has the right to make a claim against the Bank due to its dismissal, such right shall not be affected.</p>
<p>Chapter 10 Notices and Announcements</p>	<p>Chapter 10Chapter 11 Notices and Announcements</p>
<p>Article 291 The notices of the Bank shall be given in the following ways:</p> <p>(1) by hand;</p> <p>(2) by mail, e-mail, telex or fax;</p> <p>(3) by way of an announcement published in the newspaper or other designated media;</p> <p>(4) subject to the compliance with the laws, regulations and the listing rules of the stock exchange of the jurisdiction in which the Bank’s shares are listed, by way of posting on the website of the Bank and the website designated by the stock exchange;</p> <p>(5) by such ways as agreed in advance between the Bank and the party to be notified or any other way which is recognized by the party to be notified after having received such notice; and</p>	<p>Article 291Article 313 The notices of the Bank shall be given in the following ways:</p> <p>(1) by hand;</p> <p>(2) by mail, e-mail, telex or fax;</p> <p>(3) by way of an announcement published in the newspaper or other designated media;</p> <p>(4) subject to the compliance with the laws, regulations and the rules of the regulatory authorities listing rules of the stock exchange of the jurisdiction in which the Bank’s shares are listed, by way of posting on the website of the Bank and the website designated by the stock exchange;</p> <p>(5) by such ways as agreed in advance between the Bank and the party to be notified or any other way which is recognized by the party to be notified after having received such notice; and</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(6) other ways which are recognized by the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed or stipulated in these Articles.</p> <p>Even where these Articles have otherwise provided for the methods of announcement or notification for any documents, notices, or other corporate communications, subject to the relevant provisions of the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed, the Bank may choose to publish its communications by the means specified in item (4) of the first paragraph in this Article, to replace the means of sending written documents to each shareholder of overseas-listed foreign shares by hand or by prepaid mail. The said communications above refer to any documents sent or to be sent by the Bank to the shareholders for reference or for taking action, include but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), reports of the Board of Directors (together with balance sheets and income statements), notice of shareholders' general meetings, circulars and other communications.</p>	<p>(6) other ways which are recognized by the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed or stipulated in these Articles.</p> <p>Even where these Articles have otherwise provided for the methods of announcement or notification for any documents, notices, or other corporate communications, subject to the relevant provisions of the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed, the Bank may choose to publish its communications by the means specified in item (4) of the first paragraph in this Article, to replace the means of sending written documents to each shareholder of overseas-listed foreign shares by hand or by prepaid mail. The said communications above refer to any documents sent or to be sent by the Bank to the shareholders for reference or for taking action, include but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), reports of the Board of Directors (together with balance sheets and income statements), notice of shareholders' general meetings, circulars and other communications.</p>
<p>Article 292 The notice given by the Bank shall be deemed as received by all the relevant persons once publicly announced if the notice is delivered in the form of public announcement.</p>	<p>Article 292Article 314 Unless required otherwise by these Articles, The notice given by the Bank shall be deemed as received by all the relevant persons once publicly announced if the notice is delivered in the form of public announcement.</p>
<p>Article 293 The notice for convening shareholders' general meetings of the Bank shall be issued in the form of a notice or public announcement.</p>	<p>Article 293Article 315 The notice for convening shareholders' general meetings of the Bank shall be issued in the form of a notice or public announcement.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 294 The notice for convening board meetings of the Bank shall be issued by hands, mails, fax, e-mail and so on.</p> <p>Article 295 The notice for convening meetings of the Board of Supervisors of the Bank shall be issued by hands, mails, fax, e-mail and so on.</p>	<p>Article 294 Article 316 <u>Unless required otherwise by these Articles, T</u>the notice for convening board meetings of <u>the Board of Directors and its special committees, the Board of Supervisors and its special committees of</u> the Bank shall be issued <u>in writing</u> by hands, mails, fax, e-mail and so on.</p> <p>Article 295 <u>The notice for convening meetings of the Board of Supervisors of the Bank shall be issued by hands, mails, fax, e-mail and so on.</u></p>
<p>Article 296 For a notice of the Bank sent by hand, the recipient shall sign (or seal) the relevant receipt, and the receipt date shall be the date of service; for a notice of the Bank sent by mail, the third working day from the date of delivering to mail acceptance institution shall be the date of service; for a notice of the Bank sent by fax, the same day of sending the fax shall be the date of service; for a notice of the Bank sent by emails, the same day of sending the emails shall be the date of service; for a notice of the Bank sent by telex, the third working day from the date of sending the telex shall be the date of service; for a notice issued by announcement, the date of service shall be the date of the first release of such announcement.</p> <p>Where the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed provides otherwise, such provisions shall prevail.</p>	<p>Article 296Article 317 For a notice of the Bank sent by hand, the recipient shall sign (or seal) the relevant receipt, and the receipt date shall be the date of service; for a notice of the Bank sent by mail, the third working day from the date of delivering to mail acceptance institution shall be the date of service; for a notice of the Bank sent by fax, the same day of sending the fax shall be the date of service; for a notice of the Bank sent by emails, the same day of sending the emails shall be the date of service; for a notice of the Bank sent by telex, the third working day from the date of sending the telex shall be the date of service; for a notice issued by announcement, the date of service shall be the date of the first release of such announcement.</p> <p>Where the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed provides otherwise, such provisions shall prevail.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
Article 297 Where, as a result of accidental omission, a notice of meeting is not given to a person who is entitled to receive such notice or where such person has not received the notice, the meeting or any resolution adopted at the meeting shall not be invalidated as a result.	Article 297 Article 318 Where, as a result of accidental omission, a notice of meeting is not given to a person who is entitled to receive such notice or where such person has not received the notice, the meeting or any resolution adopted at the meeting shall not be invalidated as a result.
Article 298 Where the relevant provisions of the securities regulatory authorities in the jurisdiction in which the Bank's shares are listed require that the Bank sends, mails, distributes, releases or announces, or provides by other means the Bank's corporate communications in both English and Chinese versions, if the Bank has made appropriate arrangements to determine whether its shareholders expect to receive the English version or the Chinese version only, the Bank may (based on the preference expressed by shareholders) send the English or Chinese version only to relevant shareholders within the scope permitted by the applicable laws and regulations and in accordance with applicable laws and regulations.	Article 298 Article 319 Where the relevant provisions of the securities regulatory authorities in the jurisdiction in which the Bank's shares are listed require that the Bank sends, mails, distributes, releases or announces, or provides by other means the Bank's corporate communications in both English and Chinese versions, if the Bank has made appropriate arrangements to determine whether its shareholders expect to receive the English version or the Chinese version only, the Bank may (based on the preference expressed by shareholders) send the English or Chinese version only to relevant shareholders within the scope permitted by the applicable laws and regulations and in accordance with applicable laws and regulations.
Chapter 11 Mergers, Division, Increase of Capital, Reduction of Capital, Takeover, Dissolution and Liquidation	Chapter 11 Chapter 12 Mergers, Division, Increase of Capital, Reduction of Capital, Takeover, Dissolution and Liquidation
Section 1 Mergers, Division, Increase of Capital and Reduction of Capital	Section 1 Mergers or; Division, Increase of Capital and Reduction of Capital
Addition	Article 320 The Bank may proceed to a merger or division according to laws.

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 300 For a merger or division of the Bank, the Board of Directors shall put forward a proposal, and the formalities for approval shall be handled in accordance with the law after the proposal has complied with the procedures specified in these Articles. The shareholders who oppose the Bank's merger or division plans have the right to ask the Bank or the shareholders who approve the merger or division plans to purchase their shares at a fair price. The contents of the resolution on the merger or division of the Bank shall be made into special document, which shall be available for inspection by shareholders.</p> <p>Except as otherwise provided for by the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed, the aforementioned documents shall be served by mail to the shareholders of overseas-listed foreign shares.</p>	<p>Article 300 Article 321 For a merger or division of the Bank, the Board of Directors shall put forward a proposal, and the formalities for approval shall be handled in accordance with the law after the proposal has complied with the procedures specified in these Articles. The shareholders who oppose the Bank's merger or division plans have the right to ask the Bank or the shareholders who approve the merger or division plans to purchase their shares at a fair price. The contents of the resolution on the merger or division of the Bank shall be made into special document, which shall be available for inspection by shareholders.</p> <p>Except as otherwise provided for by the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed, the aforementioned documents shall be served by mail by the Bank to the holders of H shareto the shareholders of overseas-listed foreign shares.</p>
<p>Article 299 The merger taken by the Bank may be in the form of merger by absorption or merger by the establishment of a new company.</p> <p>A merger by absorption refers to the situation where a company absorbs another company and the absorbed company is dissolved. A merger by the establishment of a new company refers to the situation where two or more companies merge and establish a new company and all of the parties to the merger are dissolved.</p>	<p>Article 299 Article 322 The merger taken by the Bank may be in the form of merger by absorption or merger by the establishment of a new company.</p> <p>A merger by absorption refers to the situation where a company absorbs another company and the absorbed company is dissolved. A merger by the establishment of a new company refers to the situation where two or more companies merge and establish a new company and all of the parties to the merger are dissolved.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
Addition	<p><u>Article 323</u> The merger or division of the Bank shall be conducted in accordance with the following procedures:</p> <p><u>(1) the Board of Directors formulates plans for merger or division;</u></p> <p><u>(2) resolutions of the shareholders' general meeting in accordance with these Articles;</u></p> <p><u>(3) the parties concerned enter into a contract of merger or division;</u></p> <p><u>(4) to go through relevant examination and approval procedures according to law;</u></p> <p><u>(5) to handle various merger or division matters such as claims and debts;</u></p> <p><u>(6) to carry out registration of dissolution or change.</u></p>
<p>Article 301 For a merger of the Bank, the parties to the merger shall sign a merger agreement, and shall prepare a balance sheet and assets list. The Bank shall inform creditors within ten days from the date on which the resolution in favor of the merger is adopted, and shall publish an announcement in the newspaper within thirty days. The creditors shall, within thirty days of the day on which a notice is received, and, in the case where no notice is received, within forty-five days, request that the Bank repays its debts or provide a corresponding guarantee for repayment.</p>	<p>Article 301Article 324 For a merger of the Bank, the parties to the merger shall sign a merger agreement, and shall prepare a balance sheet and assets list. The Bank shall inform creditors within ten days from the date on which the resolution in favor of the merger is adopted, and shall publish an announcement in the newspaper within thirty days. The creditors shall, within thirty days of the day on which a notice is received, and, in the case where no notice is received, within forty-five days, request that the Bank repays its debts or provide a corresponding guarantee for repayment.</p>
<p>Article 302 After the merger of the Bank, the entity surviving the merger or the new entity established after the merger shall assume the claims and debts of the parties to the merger.</p>	<p>Article 302Article 325 After the merger of the Bank, the entity surviving the merger or the new entity established after the merger shall assume the claims and debts of the parties to the merger.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 303 Where the Bank proceeds into a division, its assets shall be divided accordingly.</p> <p>Where there is a division of the Bank, the parties to the division shall prepare a balance sheet and assets list. The Bank shall inform the creditors within ten days from the date on which a resolution is adopted in favor of the division, and shall publish an announcement in the newspaper within thirty days.</p>	<p>Article 303 Article 326 Where the Bank proceeds into a division, its assets shall be divided accordingly.</p> <p>Where there is a division of the Bank, the parties to the division shall <u>enter into an agreement of division, and</u> prepare a balance sheet and assets list. The Bank shall inform the creditors within ten days from the date on which a resolution is adopted in favor of the division, and shall publish an announcement in the newspaper within thirty days.</p>
<p>Article 304 The entity established after division shall assume joint and several liability for the debts incurred by the Bank before division, unless otherwise stipulated in any settlement agreement of debts which may be reached between the Bank and its creditors prior to the division.</p>	<p>Article 304 Article 327 The entity established after division shall assume joint and several liability for the debts incurred by the Bank before division, unless otherwise stipulated in any settlement agreement of debts which may be reached between the Bank and its creditors prior to the division.</p>
<p>Article 305 The Bank shall prepare a balance sheet and assets list when it intends to reduce its registered capital.</p> <p>The Bank shall inform the creditors within ten days from the date on which the resolution in favor of the reduction of registered capital is adopted, and shall publish an announcement in the newspaper within thirty days. The creditors shall, within thirty days of the day on which a notice is received, and, in the case where no notice is received, within forty-five days, request that the Bank repays its debts or provide a corresponding guarantee for repayment.</p> <p>The registered capital of the Bank after reduction shall not be less than the statutory minimum.</p>	<p>Article 305 Article 328 The Bank shall prepare a balance sheet and assets list when it intends to reduce its registered capital.</p> <p>The Bank shall inform the creditors within ten days from the date on which the resolution in favor of the reduction of registered capital is adopted, and shall publish an announcement in the newspaper within thirty days. The creditors shall, within thirty days of the day on which a notice is received, and, in the case where no notice is received, within forty-five days, request that the Bank repays its debts or provide a corresponding guarantee for repayment.</p> <p>The registered capital of the Bank after reduction shall not be less than the statutory minimum.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 306 Where a merger or division of the Bank involves any changes to the registered matters, an application for modification of registration shall be made to the company registration authority in accordance with the law; if the Bank is dissolved, cancellation of registration of the Bank shall be carried out in accordance with the law; where a new company is established, the registration of the incorporation of the company shall be carried out in accordance with the law. For an increase or a reduction of the registered capital of the Bank, an application for modification of registration shall be made to the company registration authority in accordance with the law.</p>	<p>Article 306 Article 329 Where a merger or division of the Bank involves any changes to the registered matters, an application for modification of registration shall be made to the company registration authority in accordance with the law; if the Bank is dissolved, cancellation of registration of the Bank shall be carried out in accordance with the law; where a new company is established, the registration of the incorporation of the company shall be carried out in accordance with the law. For an increase or a reduction of the registered capital of the Bank, an application for modification of registration shall be made to the company registration authority in accordance with the law.</p>
<p>Article 307 The Bank shall be taken over by the banking regulatory authorities in accordance with the Commercial Banking Law and other relevant laws and regulations when there is, or is likely to be, a credit crisis which may materially impact the interests of depositors.</p> <p>The Bank shall abide by such takeover.</p>	<p>Article 307 Article 330 The Bank shall be taken over by the banking regulatory authorities <u>under the State Council</u> in accordance with the Commercial Banking Law and other relevant laws and regulations when there is, or is likely to be, a credit crisis which may materially impact the interests of depositors.</p> <p>The Bank shall abide by such takeover.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
Section 2 Takeover, Dissolution and Liquidation	Section 2 Takeover, Dissolution and Liquidation
<p>Article 308 In any of the following circumstances, the Bank may be dissolved:</p> <p>(1) if the shareholders' general meeting resolves and the regulatory authorities concerned approve to do so;</p> <p>(2) if a dissolution is necessary as a result of a merger or division of the Bank;</p> <p>(3) if the business license of the Bank is revoked or if it is ordered to close down its business or if its business license is canceled in accordance with the law;</p> <p>(4) where the operation and management of the Bank falls into serious difficulties and its continued existence would cause heavy losses to shareholders, the shareholders holding more than one tenth of the total voting rights of the Bank may apply to a court to dissolve the Bank if there are no other solutions; and</p> <p>(5) the Bank is declared bankrupt by a court in accordance with the law.</p>	<p>Article 308Article 331 In any of the following circumstances, the Bank may be dissolved:</p> <p><u>The Bank shall be liquidated according to laws in any of the following circumstances:</u></p> <p>(1) if the shareholders' general meeting resolves and the regulatory authorities concerned approve to do so;</p> <p>(2) if a dissolution is necessary as a result of a merger or division of the Bank;</p> <p>(3) if the business license of the Bank is revoked or if it is ordered to close down its business or if its business license is canceled in accordance with the law;</p> <p>(4) where the operation and management of the Bank falls into serious difficulties and its continued existence would cause heavy losses to shareholders, the shareholders holding more than one tenth of the total voting rights of the Bank may apply to a court to dissolve the Bank if there are no other solutions;and</p> <p>(5) the Bank is declared bankrupt by a <u>people's</u> court in accordance with the law;<u>and</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p><u>(6) the term of operation set out in these Articles has expired or other events of dissolution specified in these Articles have occurred.</u></p> <p><u>The liquidation and dissolution of the Bank shall comply with the Company Law, the Commercial Banking Law and the requirements of the stock exchange where the securities of the Bank are listed, and shall be approved by relevant regulatory authorities.</u></p>
<p>Article 309 Where the Bank is dissolved pursuant to items (1), (3), (4) or (5) of Article 308, a liquidation committee shall be established to begin liquidation within fifteen days from the date of occurrence of grounds for dissolution. The members of the liquidation committee shall be determined by the directors or the shareholders' general meeting. Where a liquidation committee is not established as scheduled, the creditors may apply to a court to appoint relevant persons to form a liquidation committee to carry out liquidation.</p> <p>Where the Bank is dissolved pursuant to item (5) of the preceding Article, liquidation shall be conducted by a court in accordance with the relevant laws.</p>	<p>Article 309 Article 332 Where the Bank is dissolved pursuant to items (1), (3), (4) or (5) of Article 308 Article 331, a liquidation committee shall be established to begin liquidation within fifteen days from the date of occurrence of grounds for dissolution. The members of the liquidation committee shall be determined by the directors or the shareholders' general meeting. Where a liquidation committee is not established as scheduled, the creditors may apply to a people's court to appoint relevant persons to form a liquidation committee to carry out liquidation.</p> <p>Where the Bank is dissolved pursuant to item (5) of the preceding Article, liquidation shall be conducted by a people's court in accordance with the relevant laws.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 310 If the Board of Directors decides that the Bank shall be liquidated (except for liquidation resulting from the Bank’s declaration of bankruptcy), it shall state in the notice of shareholders’ general meeting convened for such purpose that the Board of Directors has conducted a comprehensive investigation into the situation of the Bank and believes that the Bank is able to pay off all its debts within twelve months following the commencement of the liquidation.</p> <p>After the shareholders’ general meeting adopts a resolution in favor of the liquidation, the functions and powers of the Board of Directors shall be terminated immediately.</p> <p>The liquidation committee shall follow the instructions of the shareholders’ general meetings and shall report to the shareholders’ general meeting at least once a year on the income and expenditure of the liquidation committee, the business of the Bank and the progress of the liquidation, and shall make a final report to the shareholders’ general meeting at the end of the liquidation.</p>	<p>Article 310 Article 333 If the Board of Directors decides that the Bank shall be liquidated (except for liquidation resulting from the Bank’s declaration of bankruptcy), it shall state in the notice of shareholders’ general meeting convened for such purpose that the Board of Directors has conducted a comprehensive investigation into the situation of the Bank and believes that the Bank is able to pay off all its debts within twelve months following the commencement of the liquidation.</p> <p>After the shareholders’ general meeting adopts a resolution in favor of the liquidation, the functions and powers of the Board of Directors of the Bank shall be terminated immediately.</p> <p>The liquidation committee shall follow the instructions of the shareholders’ general meetings and shall report to the shareholders’ general meeting at least once a year on the income and expenditure of the liquidation committee, the business of the Bank and the progress of the liquidation, and shall make a final report to the shareholders’ general meeting at the end of the liquidation.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 311 The liquidation committee shall exercise the following functions and powers during the period of liquidation:</p> <p>(1) to liquidate the assets of the Bank and prepare a balance sheet and assets list respectively;</p> <p>(2) to inform creditors by notices or public announcements;</p> <p>(3) to deal with any unsettled business of the Bank that relates to the liquidation;</p> <p>(4) to pay off any outstanding taxes and any taxes arising in the course of liquidation;</p> <p>(5) to clear up claims and debts;</p> <p>(6) to handle the Bank’s remaining assets after all debts are paid off; and</p> <p>(7) to participate in civil litigation on behalf of the Bank.</p>	<p>Article 311 Article 334 The liquidation committee shall exercise the following functions and powers during the period of liquidation:</p> <p>(1) to liquidate the assets of the Bank and prepare a balance sheet and assets list respectively;</p> <p>(2) to inform creditors by notices or public announcements;</p> <p>(3) to deal with any unsettled business of the Bank that relates to the liquidation;</p> <p>(4) to pay off any outstanding taxes and any taxes arising in the course of liquidation;</p> <p>(5) to clear up claims and debts;</p> <p>(6) to handle the Bank’s remaining assets after all debts are paid off; and</p> <p>(7) to participate in civil litigation on behalf of the Bank.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 312 The liquidation committee shall notify creditors within ten days from the date of its establishment, and shall publish an announcement in the newspaper within sixty days. The creditors shall make their claims to the liquidation committee within thirty days from the date of receipt of the notice or, within forty-five days from the date of the first public announcement for those who have not received the notice.</p> <p>When making a claim, creditors shall explain the matters related to their claim and provide relevant evidence of such claims. Claims shall be registered by the liquidation committee.</p> <p>The liquidation committee shall not settle any debt with any creditors during the period allowed for creditors to make a claim.</p>	<p>Article 312 Article 335 The liquidation committee shall notify creditors within ten days from the date of its establishment, and shall publish an announcement in the newspaper within sixty days. The creditors shall make their claims to the liquidation committee within thirty days from the date of receipt of the notice or, within forty-five days from the date of the first public announcement for those who have not received the notice.</p> <p>When making a claim, creditors shall explain the matters related to their claim and provide relevant evidence of such claims. Claims shall be registered by the liquidation committee.</p> <p>The liquidation committee shall not settle any debt with any creditors during the period allowed for creditors to make a claim.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 313 After the liquidation of the Bank's assets by the liquidation committee and the preparation of a balance sheet and assets list, the liquidation committee shall formulate a liquidation plan and submit it to the shareholders' general meeting or to the relevant competent authorities for confirmation.</p> <p>The Bank's assets shall be liquidated in the following order:</p> <ol style="list-style-type: none"> (1) to pay the liquidation costs; (2) to pay employees' salaries, social insurance and statutory compensation; (3) to pay the principal and legal interest of personal savings deposits; (4) to pay all outstanding taxes; (5) to settle the Bank's debts; and (6) to distribute to shareholders according to their classes of shares and proportion of shares being held. <p>During the liquidation, the Bank shall continue to exist, but shall not carry on any business activities which do not relate to the liquidation. The assets of the Bank shall not be distributed to shareholders before it is used for settlement in accordance with the provisions of the preceding paragraph.</p>	<p>Article 313 Article 336 After the liquidation of the Bank's assets by the liquidation committee and the preparation of a balance sheet and assets list, the liquidation committee shall formulate a liquidation plan and submit it to the shareholders' general meeting or to the relevant competent authorities for confirmation.</p> <p>The Bank's assets shall be liquidated in the following order:</p> <ol style="list-style-type: none"> (1) to pay the liquidation costs; (2) to pay employees' salaries, social insurance and statutory compensation; (3) to pay the principal and legal interest of personal savings deposits; (4) to pay all outstanding taxes; (5) to settle the Bank's debts; and (6) to distribute to shareholders according to their classes of shares and proportion of shares being held. <p>During the liquidation, the Bank shall continue to exist, but shall not carry on any business activities which do not relate to the liquidation. The assets of the Bank shall not be distributed to shareholders before it is used for settlement in accordance with the provisions of the preceding paragraph.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 314 During the liquidation of the Bank's assets by the liquidation committee, and after preparing a balance sheet and assets list, if the liquidation committee finds the assets of the Bank to be insufficient for the settlement of its debts, the liquidation committee shall apply to the court for a declaration of bankruptcy. After a ruling is made by the court that the Bank be declared bankrupt, the liquidation committee shall hand over its liquidation work to the court in accordance with the law.</p>	<p>Article 314 Article 337 <u>With respect to liquidation due to dissolution of the Bank,</u> During during the liquidation of the Bank's assets by the liquidation committee, and after preparing a balance sheet and assets list, if the liquidation committee finds the assets of the Bank to be insufficient for the settlement of its debts, the liquidation committee shall apply to the <u>people's</u> court for a declaration of bankruptcy <u>upon approval by the banking regulatory authorities under the State Council.</u> After a ruling is made by the <u>people's</u> court that the Bank be declared bankrupt, the liquidation committee shall hand over its liquidation work to the <u>people's</u> court in accordance with the law.</p>
<p>Article 315 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, income and expenditure statement and financial books of accounts in respect of the liquidation period, and upon verification by a certified public accountant of the People's Republic of China, submit the documents mentioned above to the company registration authority, apply for cancellation of the Bank's registration and make an announcement of the closure of the Bank within thirty days of submission the same to the shareholders' general meeting or the relevant competent authorities for confirmation.</p>	<p>Article 315 Article 338 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, income and expenditure statement and financial books of accounts in respect of the liquidation period, and upon verification by a certified public accountant of the People's Republic of China, submit the documents mentioned above to the company registration authority, <u>apply for cancellation of the Bank's registration and make an announcement of the closure of the Bank within thirty days of submission the same to</u> the shareholders' general meeting or the relevant competent authorities for confirmation.</p> <p><u>The liquidation committee shall submit the documents mentioned above to the company registration authority, apply for cancellation of the Bank's registration and make an announcement of the closure of the Bank within thirty days from the confirmation of the liquidation report by the shareholders' general meeting or the relevant competent authorities.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 316 Members of the liquidation committee shall faithfully perform their duties and perform the liquidation obligations in accordance with the law.</p> <p>Members of the liquidation committee shall not accept any bribes or other illegal income by abusing their authority and shall not misappropriate the assets of the Bank.</p> <p>Members of the liquidation committee shall be liable for damages and losses if the Bank or creditors incur losses as a result of the deliberate or gross negligence of the members of the liquidation committee.</p>	<p>Article 316Article 339 Members of the liquidation committee shall faithfully perform their duties and perform the liquidation obligations in accordance with the law.</p> <p>Members of the liquidation committee shall not accept any bribes or other illegal income by abusing their authority and shall not misappropriate the assets of the Bank.</p> <p>Members of the liquidation committee shall be liable for damages and losses if the Bank or creditors incur losses as a result of the deliberate or gross negligence of the members of the liquidation committee.</p>
<p align="center">Chapter 12 Amendments to these Articles of Association</p>	<p align="center">Chapter 12Chapter 13 Amendments to these Articles of Association</p>
<p>Article 317 The Bank may amend these Articles in accordance with the laws, administrative regulations and the provisions of these Articles.</p> <p>The Bank shall amend these Articles if any of the following circumstances occur:</p> <p>(1) If, after the Company Law, the Banking Supervision and Regulatory Law, the Commercial Banking Law, the Listing Rules or the relevant laws and administrative regulations are amended, any term contained in these Articles becomes inconsistent with the provisions of the amended laws and administrative regulations;</p> <p>(2) If a change in the Bank's circumstances results in inconsistency with certain terms specified in these Articles; and</p> <p>(3) If the Board of Directors submits to the shareholders' general meeting for amending these Articles as and when it considers necessary in view of the Bank's need.</p>	<p>Article 317Article 340 The Bank may amend these Articles in accordance with the laws, administrative regulations and the provisions of these Articles.</p> <p>The Bank shall amend these Articles if any of the following circumstances occur:</p> <p>(1) If, after the Company Law, the Banking Supervision and Regulatory Law, the Commercial Banking Law, the Listing Rules or the relevant laws and administrative regulations are amended, any term contained in these Articles becomes inconsistent with the provisions of the amended laws and administrative regulations;</p> <p>(2) If a change in the Bank's circumstances results in inconsistency with certain terms specified in these Articles; and</p> <p>(3) If the Board of Directors submits to the shareholders' general meeting for amending these Articles as and when it considers necessary in view of the Bank's need.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 317...</p> <p>The Bank shall amend these Articles if any of the following circumstances occur:</p> <p>(1) If, after the Company Law, the Banking Supervision and Regulatory Law, the Commercial Banking Law, the Listing Rules or the relevant laws and administrative regulations are amended, any term contained in these Articles becomes inconsistent with the provisions of the amended laws and administrative regulations;</p> <p>(2) If a change in the Bank’s circumstances results in inconsistency with certain terms specified in these Articles; and</p> <p>(3) If the Board of Directors submits to the shareholders’ general meeting for amending these Articles as and when it considers necessary in view of the Bank’s need.</p>	<p>Article 317Article 341 The Bank shall amend these Articles if any of the following circumstances occur:</p> <p>(1) If, after the Company Law, the Banking Supervision and Regulatory Law, the Commercial Banking Law, the Listing Rules or the relevant laws, <u>and administrative regulations, regulatory provisions and the Listing Rules</u> are amended, any term contained in these Articles becomes inconsistent with the <u>mandatory</u> provisions of the amended laws, <u>and administrative regulations, regulatory provisions and the Listing Rules</u>;</p> <p>(2) If a change in the Bank’s circumstances results in inconsistency with certain terms specified in these Articles; and</p> <p>(3) If the Board of Directors submits to the<u>The</u> shareholders’ general meeting <u>shall consider to for</u> amending these Articles as and when it considers necessary in view of the Bank’s need.</p>
<p>Addition</p>	<p>Article 342 <u>The Board of Directors shall amend these Articles in accordance with the resolution of the shareholders’ general meeting and the opinions of the relevant competent authorities.</u></p>
<p>Addition</p>	<p>Article 343 <u>Amendments to these Articles are information required to be disclosed by laws and regulations, and an announcement shall be made as required.</u></p>
<p>Article 318 The proposal for any amendments to be made to these Articles shall be put forward by the Board of Directors, voted through at the shareholders’ general meeting and submitted to the banking regulatory authorities for approval. The changes shall be registered in accordance with the law.</p>	<p>Article 318Article 344 The proposal for any amendments to be made to these Articles shall be put forward by the Board of Directors, voted through at the shareholders’ general meeting and submitted to the banking regulatory authorities <u>of the State Council</u> for approval. The changes shall be registered in accordance with the law.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
Chapter 13 Dispute Resolution	Chapter 13 Chapter 14 Dispute Resolution
<p>Article 319 The Bank shall abide by the following rules for dispute resolution:</p> <p>(1) If any disputes or claims in relation to the Bank’s business, with respect to any rights or obligations under these Articles, Company Law or any other relevant laws and administrative regulations, arise between shareholders of overseas-listed foreign shares and the Bank, between shareholders of overseas-listed foreign shares and the Bank’s directors, supervisors or senior management officers of the Bank, or between shareholders of overseas-listed foreign shares and other shareholders, the parties concerned shall submit such disputes or claims to arbitration. Where the competent securities authorities fail to reach an understanding or agreement with the relevant overseas securities regulatory authorities in respect of the settlement of disputes, the parties concerned may settle such disputes by the means specified by the laws, administrative regulations and as agreed by both parties.</p> <p>When the aforementioned disputes or claims are submitted to arbitration, such disputes or claims shall be submitted in their entirety, and all persons (being the Bank, the Bank’s shareholders, directors, supervisors or senior management officers of the Bank) that have a cause of action based on the same grounds or the persons whose participation is necessary for the resolution of such disputes or claims, shall comply with the arbitration.</p> <p>Disputes with respect to the definition of shareholders and disputes concerning the register of shareholders need not be resolved by arbitration.</p>	<p>Article 319Article 345 The Bank shall abide by the following rules for dispute resolution:</p> <p>(1) If any disputes or claims in relation to the Bank’s business, with respect to any rights or obligations under these Articles, Company Law or any other relevant laws and administrative regulations, arise between shareholders of overseas-listed foreign shares and the Bank, between shareholders of overseas-listed foreign shares and the Bank’s directors, supervisors or senior management officers of the Bank, or between shareholders of overseas-listed foreign shares and other shareholders, the parties concerned shall submit such disputes or claims to arbitration. Where the competent securities authorities fail to reach an understanding or agreement with the relevant overseas securities regulatory authorities in respect of the settlement of disputes, the parties concerned may settle such disputes by the means specified by the laws, administrative and regulations and as agreed by both parties.</p> <p>When the aforementioned disputes or claims are submitted to arbitration, such disputes or claims shall be submitted in their entirety, and all persons (being the Bank, the Bank’s shareholders, directors, supervisors or senior management officers of the Bank) that have a cause of action based on the same grounds or the persons whose participation is necessary for the resolution of such disputes or claims, shall comply with the arbitration.</p> <p>Disputes with respect to the definition of shareholders and disputes concerning the register of shareholders need not be resolved by arbitration.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(2) An applicant may choose for the arbitration to be arbitrated either by the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once a claimant submits a dispute or claim to arbitration, the other party must carry out the arbitration at the arbitration institution selected by the claimant.</p> <p>If an applicant opts for arbitration by the Hong Kong International Arbitration Centre, either party may request for the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.</p> <p>(3) Unless otherwise provided by the laws, administrative regulations, departmental rules or regulatory documents, the laws of the People's Republic of China shall apply to the settlement of any disputes or claims that are resolved by arbitration pursuant to item (1) above.</p> <p>(4) The award of the arbitration institution shall be final and binding on all parties.</p>	<p>(2) An applicant may choose for the arbitration to be arbitrated either by the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once a claimant submits a dispute or claim to arbitration, the other party must carry out the arbitration at the arbitration institution selected by the claimant.</p> <p>If an applicant opts for arbitration by the Hong Kong International Arbitration Centre, either party may request for the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.</p> <p>(3) Unless otherwise provided by the laws, administrative regulations, departmental rules or regulatory documents and <u>regulatory provisions</u>, the laws of the People's Republic of China shall apply to the settlement of any disputes or claims that are resolved by arbitration pursuant to item (1) above.</p> <p>(4) The award of the arbitration institution shall be final and binding on all parties.</p>
Chapter 14 Supplemental Provisions	Chapter 14 Chapter 15 Supplemental Provisions
<p>Article 321 These Articles are written in Chinese. Should there be any inconsistency between these Articles written in another language or provided in other versions, the latest Chinese version approved and registered by the Administration for Industry and Commerce shall prevail.</p>	<p>Article 321Article 346 These Articles are written in Chinese. Should there be any inconsistency between these Articles written in another language or provided in other versions, the latest Chinese version approved and registered by the Administration for Industry and Commerce shall prevail.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 322 References to “above”, “within” and “below” in these Articles shall include the actual given figures, while references to “less than”, “beyond”, “under” and “exceed” shall exclude such actual given figures.</p>	<p>Article 322 Article 347 <u>Unless required otherwise by these Articles, R</u>references to “above”, “within”, and “below”, “before” and “until” in these Articles shall include the actual given figures, while references to “less than”, “beyond”, “fewer than”, “more than”, “under”, and “exceed”, “surpass” and “over” shall exclude such actual given figures.</p>
<p>Article 323 References to “director” in these Articles, unless the context states or requires otherwise, shall include all members of the Board of Directors serving as chairman, vice-chairman, independent director, other director and so on. References to “supervisor” in these Articles, unless the context states or requires otherwise, shall include all members of the Board of Supervisors serving as chairman, external supervisor, other supervisor and so on.</p>	<p>Article 323 Article 348 References to “director” in these Articles, unless the context states or requires otherwise, shall include all members of the Board of Directors serving as chairman, vice-chairman, independent director, other director and so on. References to “supervisor” in these Articles, unless the context states or requires otherwise, shall include all members of the Board of Supervisors serving as chairman, external supervisor, other supervisor and so on.</p>
<p>Article 324 References to “accounting firm” in these Articles shall bear the same meaning as the “auditor” under the Listing Rules.</p>	<p>Article 324 Article 349 References to “accounting firm” in these Articles shall bear the same meaning as the “auditor” under the Listing Rules.</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 320 Interpretation:</p> <p>(1) The controlling shareholder(s) shall refer to the person(s) satisfying any of the following conditions:</p> <p>(i) the person may elect more than half of the directors when acting alone or in concert with others;</p> <p>(ii) the person may exercise or control the exercise of more than 30% of the total voting shares of the Bank when acting alone or in concert with others;</p> <p>(iii) the person holds more than 30% of the total issued and outstanding shares of the Bank when acting alone or in concert with others; and</p> <p>(iv) the person may de facto control the Bank in any other manner when acting alone or in concert with others.</p> <p>The term “acting in concert” herein means two or more persons who, by way of agreement, cooperation or related party relationships or other lawful means, enlarge the proportion of the shares in the Bank which are under their control or consolidate their control over the Bank, so that when exercising the voting rights of the Bank, the same expression of opinions will be made (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting rights which do not state voting intention and other such situations, but excluding open proxy solicitation).</p>	<p>Article 320Article 350 Interpretation:</p> <p>(1) The controlling shareholder(s) shall refer to the person(s) satisfying any of the following conditions:</p> <p>(i) the person may elect more than half of the directors when acting alone or in concert with others;</p> <p>(ii) the person may exercise or control the exercise of more than 30% of the total voting shares of the Bank when acting alone or in concert with others;</p> <p>(iii) the person holds more than 30% of the total issued and outstanding shares of the Bank when acting alone or in concert with others; and</p> <p>(iv) the person may de facto control the Bank in any other manner when acting alone or in concert with others.</p> <p>The term “acting in concert” herein means two or more persons who, by way of agreement, cooperation or related party relationships or other lawful means, enlarge the proportion of the shares in the Bank which are under their control or consolidate their control over the Bank, so that when exercising the voting rights of the Bank, the same expression of opinions will be made (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting rights which do not state voting intention and other such situations, but excluding open proxy solicitation).</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(2) De facto controller means a person who, though not a shareholder of the Bank, is able to get the de facto control of the Bank through investment relationships, agreement or other arrangements.</p> <p>(3) Substantial shareholders are shareholders who hold or control more than 5% of the shares or voting rights of the Bank or who hold less than 5% of total capital or total shares, which exerts a significant impact on the operation and management of the Bank.</p> <p>The “significant impact” above includes but not limited to appointing directors, supervisors or senior management to the Bank, affecting through an agreement or in other ways, the decision-making of finance, operation and management of the Bank, and other circumstances affirmed by banking regulatory authorities.</p> <p>(4) Related party relation means the relation between the controlling shareholder, actual controller, directors, supervisors, senior management officers of the Bank and the enterprise that they control directly or indirectly, and other relation that may cause the transfer of interest of the Bank. However, the relation between fellow State-controlled enterprises shall not be deemed as related party relation merely because they are both controlled by the State.</p> <p>(5) Non-standard audit opinions mean other audit reports other than standard audit reports, including audit reports with an emphasis of matter but without qualification and audit reports with non-unqualified opinions. Audit reports with non-unqualified opinions include audit reports with qualified opinions, audit reports with adverse opinions and audit reports with disclaimer of opinion.</p> <p>(6) The banking regulatory authority means the China Banking Regulatory Commission or its local offices.</p>	<p>(2)(1) De facto controller means a person who, though not a shareholder of the Bank, is able to get the de facto control of the Bank through investment relationships, agreement or other arrangements.</p> <p>(3) — Substantial — shareholders — are shareholders who hold or control more than 5% of the shares or voting rights of the Bank or who hold less than 5% of total capital or total shares, which exerts a significant impact on the operation and management of the Bank.</p> <p>The “significant impact” above includes but not limited to appointing directors, supervisors or senior management to the Bank, affecting through an agreement or in other ways, the decision-making of finance, operation and management of the Bank, and other circumstances affirmed by banking regulatory authorities.</p> <p>(4)(2) Related party relation means the relation between the controlling shareholder, actual controller, directors, supervisors, senior management officers of the Bank and the enterprise that they control directly or indirectly, and other relation that may cause the transfer of interest of the Bank. However, the relation between fellow State-controlled enterprises shall not be deemed as related party relation merely because they are both controlled by the State.</p> <p>(5)(3) Non-standard audit opinions mean other audit reports other than standard audit reports, including audit reports with an emphasis of matter but without qualification and audit reports with non-unqualified opinions. Audit reports with non-unqualified opinions include audit reports with qualified opinions, audit reports with adverse opinions and audit reports with disclaimer of opinion.</p> <p>(6) The banking regulatory authority means the China Banking Regulatory Commission or its local offices.</p> <p>(4) Working day means a non-statutory holiday stipulated by the State Council.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 326 After approval by the banking regulatory authority and after consideration and approval by the shareholders’ general meeting, these Articles shall become effective from the trading date of the H-shares of the Bank publicly offered on the Hong Kong Stock Exchange.</p>	<p>Article 326Article 351 After approval by the banking regulatory authority <u>under the State Council</u> and after consideration and approval by the shareholders’ general meeting, these Articles shall become effective. from the trading date of the H-shares of the Bank publicly offered on the Hong Kong Stock Exchange. <u>The existing articles of association of the Bank shall lapse automatically as these Articles become effective.</u></p>
<p>Article 325 These Articles shall be construed by the Board of Directors of the Bank.</p>	<p>Article 325Article 352 These Articles shall be construed by the Board of Directors of the Bank.</p>

The English version of the proposed amendments to the Articles of Association is for reference only. In the event of any discrepancies between the English and the Chinese versions, the Chinese version shall prevail.

Details of the Administrative Measures on the Authorization of Bank of Tianjin Co., Ltd. are as follows (The English version of the Administrative Measures on the Authorization of Bank of Tianjin Co., Ltd. is for reference only. In the event of any discrepancies between the English and the Chinese versions, the Chinese version shall prevail.):

ADMINISTRATIVE MEASURES ON THE AUTHORIZATION OF BANK OF TIANJIN CO., LTD.

CHAPTER I GENERAL PROVISIONS

Article 1 In order to facilitate the performance of duties by the shareholders' general meeting, the Board and senior management of Bank of Tianjin Co., Ltd. (the "Company") according to laws and to regulate the responsibilities of the authorising and the authorized person as well as the specific procedures for the exercise of authority, these Measures are formulated in accordance with the Company Law of the People's Republic of China, the Commercial Banking Law of the People's Republic of China, the Corporate Governance Standards for Banking and Insurance Institutions, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other laws, regulations and regulatory requirements, as well as the Articles of Association of Bank of Tianjin Co., Ltd. (the "Articles of Association"), the Rules of Procedure of the Shareholders' General Meeting of Bank of Tianjin Co., Ltd. (the "Rules of Procedure of the Shareholders' General Meeting") and the Rules of Procedure of the Board of Directors of Bank of Tianjin Co., Ltd. (the "Rules of Procedure of the Board of Directors").

Article 2 The "authorization" referred to herein means that, subject to certain conditions and scope, the shareholders' general meeting shall delegate to the Board the power to make decisions on certain matters within the authority of the shareholders' general meeting conferred by laws, regulations, regulatory requirements and the Articles of Association, whereas the Board shall delegate to the senior management the power to make decisions on certain matters within the authority of the Board conferred by laws, regulations, regulatory requirements and the Articles of Association.

CHAPTER II PRINCIPLE OF AUTHORIZATION AND AUTHORIZATION MATTERS

Article 3 Principle of authorization by the shareholders' general meeting

(1) In principle, matters within the scope of authority of the shareholders' general meeting as stipulated by laws, regulations, regulatory requirements and the Articles of Association shall be considered and decided by the shareholders' general meeting;

(2) Subject to necessity and reasonableness, where the specific matters related to the matters to be resolved are unable to or do not need to be decided immediately at the shareholders' general meeting, the shareholders' general meeting may authorize the Board to make such decision;

(3) Matters authorized by the shareholders' general meeting which are required by the Articles of Association to be passed by way of ordinary resolution at the shareholders' general meeting shall be approved by a simple majority of the voting rights held by the Shareholders (including their proxies) present at the shareholders' general meeting; whereas matters which are required by the Articles of Association to be passed by way of special resolution at the shareholders' general meeting shall be approved by more than two-thirds (inclusive) of the voting rights held by the Shareholders (including their proxies) present at the shareholders' general meeting.

Article 4 Principle of authorization by the Board

(1) In principle, matters within the scope of authority of the Board as stipulated by laws, regulations, regulatory requirements and the Articles of Association shall be considered and decided by the Board;

(2) Subject to necessity and reasonableness, the Board may delegate certain matters conferred by the Articles of Association to the senior management;

(3) In the form of authorization, the Board may adopt the method of considering and approving the authorization proposal by resolution, but it shall be in line with the principle of "one authorization for one matter";

(4) Matters authorized by the Board which are required by the Articles of Association to be passed by the Board by way of ordinary resolution shall be approved by a simple majority of all Directors; whereas matters which are required by the Articles of Association to be passed by the Board by way of special resolution shall be approved by more than two-thirds (inclusive) of all Directors.

Article 5 The authorization of the general meeting and the Board shall be clear, specific, operable and enforceable.

Article 6 Authorization matters

(1) The rights of approval for the investment (such as making capital contribution in the form of cash, asset in specie or other means, engaging in equity trading activities through external investment, debt-to-equity swap and merger and acquisition, etc.), disposal and write-off of equities within a certain amount;

(2) The rights of approval for the issuance of financial bonds (excluding subordinated bonds, convertible bonds and other corporate bonds of the nature of supplementary capital) within a certain amount;

(3) The rights of approval for the purchase, disposal and write-off of fixed assets within a certain amount;

(4) The rights of approval for the write-off of credit assets, the rights of approval for the write-off of non-credit assets and the rights of approval for the reduction of non-performing credit assets within a certain amount;

(5) The rights of approval for asset pledge and other non-commercial banking business guarantees within a certain amount;

(6) The rights of approval for the establishment of legal entities (such as external investment, capital increase, division, merger and other material matters of legal entities established by the Company), branches and internal management institutions;

(7) The rights of approval for external donations within a certain amount;

(8) The rights of approval for innovative business (including but not limited to investment and loan linkage and custody business approved by regulatory authorities);

(9) The rights of approval for the issuance of credit asset-backed securities;

(10) Other matters that are necessary to be delegated down according to the operational and management needs of the Company.

Article 7 The Company may formulate the authorization proposal of the shareholders' general meeting to the Board and the authorization proposal of the Board to the senior management based on the actual needs. The authorization proposal shall become effective upon consideration and approval by the shareholders' general meeting or the Board.

Article 8 The Board and senior management shall perform the pre-approval procedures of the Party Committee for the "Three Importance and One Greatness" matters involved in accordance with these Measures and the authorization proposal. Material matters involving the immediate benefits of the employees of the Company shall listen to the relevant opinions or suggestions of the employee representative meeting or the labour union of the Company.

Article 9 The Company may, based on the actual situation, properly improve and adjust the authorization proposal and improve the decision-making efficiency to better meet the actual needs of the Company's production, operation and management.

Article 10 The shareholders' general meeting and the Board may, when they deem it necessary, decide to adjust, withdraw or partially withdraw the authority granted, while the Board or senior management may, when they deem it necessary, propose to the general meeting or the Board to adjust, withdraw or partially withdraw the authority granted.

Article 11 Where there is a material change in the external environment of the authorized decision-making matters, which significantly deviates from the expected results of the decision-making of such matters, or exceeds the scope of authorization, the Board or the senior management and other authorized persons shall submit such matters to the authorizing persons for further decision-making.

Article 12 The authorized person shall carry out operational and management work in a faithful and diligent manner in strict accordance with the scope of authorization, and the exercise of power shall not exceed the scope of authorization. The authorized person shall take the corresponding responsibility in the event of any loss or material adverse effect on the Company as a result of the improper exercise of the authorization.

CHAPTER 3 SUPPLEMENTARY PROVISION

Article 13 These Measures shall come into effect after being considered and approved at the shareholders' general meeting, and shall be interpreted by the Board.

Details of the Proposed Amendments to the Rules of Procedure of the Shareholders' General Meeting are as follows (deletions are shown by way of strikethrough and additions are highlighted with underline):

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
Addition of contents	<u>Chapter 1 General Provisions</u> <u>Chapter 2 Rights and Obligations of Shareholders</u> <u>Chapter 3 Functions and Powers of Shareholders' General Meetings</u> <u>Chapter 4 Types of Meetings</u> <u>Chapter 5 Notice of Meetings</u> <u>Chapter 6 Proposal of Shareholders' General Meetings</u> <u>Chapter 7 Attendance and Registration of Meetings</u> <u>Chapter 8 Convening of Meetings</u> <u>Chapter 9 Proceedings and Voting</u> <u>Chapter 10 Resolution of Meetings</u> <u>Chapter 11 Special Procedures for Voting by a Certain Class of Shareholders</u> <u>Chapter 12 Minutes</u> <u>Chapter 13 Extraordinary General Meeting Convened by Independent Directors, Board of Supervisors, Shareholders</u> <u>Chapter 14 Implementation of Resolutions of Meetings</u> <u>Chapter 15 Supplementary Provisions</u>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
Chapter 1 General Provisions	Chapter 1 General Provisions
<p>Article 1 For the purpose of protecting the legitimate rights and interests of the Bank, its shareholders and creditors, and of standardizing the organization and activities of the shareholders' general meetings of the Bank, the rules of procedure (hereinafter referred to as "these Rules") are hereby formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Commercial Banking Law of the People's Republic of China, the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidelines on Corporate Governance of Commercial Banks, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Listing Rules") as well as other relevant laws, regulations, regulatory documents and the Articles of Association of Bank of Tianjin Co., Ltd. (hereinafter referred to as the "Articles of Association of the Bank") applicable after the issuance of H shares.</p>	<p>Article 1 For the purpose of protecting the legitimate rights and interests of the Bank, its shareholders and creditors, and of standardizing<u>regulating</u> the organization and activities of the shareholders' general meetings (<u>hereinafter referred to as the "Shareholders' General Meeting(s)"</u>) of the Bank<u>Bank of Tianjin Co., Ltd. (hereinafter referred to as the "Bank") to ensure that the Shareholders' General Meeting exercises its functions and powers according to the laws, protect the legitimate rights and interests of the shareholders and improve the efficiency of discussion of the Shareholders' General Meeting,</u> the rules of procedure (hereinafter referred to as "these Rules") are hereby formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Commercial Banking Law of the People's Republic of China, the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidelines on Corporate Governance of Commercial Banks, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Listing Rules") <u>the Corporate Governance Standards for Banking and Insurance Institutions</u> as well as other relevant laws, regulations, regulatory documents<u>regulatory provisions</u> and the Articles of Association of Bank of Tianjin Co., Ltd. (hereinafter referred to as the "Articles of Association of the Bank") applicable after the issuance of H shares.</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 2 These Rules apply to the shareholders' general meetings of the Bank and shall have binding effect on the Bank, all shareholders, shareholder proxies, the directors, supervisors and senior management officers of the Bank and other relevant persons attending the shareholders' general meetings as non-voting participants.</p>	<p>Article 2 These Rules apply to the shareholders' general meetings of the Bank and shall have binding effect on the Bank, all shareholders, shareholder proxies, the directors, supervisors and senior management officers of the Bank and other relevant persons attending the shareholders' general meetings as non-voting participants.</p>
<p>Addition</p>	<p>Article 2 The Shareholders' General Meeting comprises all shareholders legally holding the shares of the Bank.</p>
<p>Article 3 The Bank shall hold the shareholders' general meetings strictly in accordance with the laws, administrative regulations, these Rules, the Articles of Association of the Bank and the relevant provisions of the Listing Rules to ensure that the shareholders can exercise their rights in accordance with the laws.</p> <p>The Board of Directors of the Bank shall earnestly perform its duties to organize the shareholders' general meetings in a serious and timely manner. All directors of the Bank shall act diligently and responsibly to ensure that the shareholders' general meetings are properly held and their functions and powers are exercised according to the laws.</p>	<p>Article 3 The Bank shall hold the shareholders' general meetings strictly in accordance with the laws, administrative regulations, these Rules, the Articles of Association of the Bank and the relevant provisions of the Listing Rules to ensure that the shareholders can exercise their rights in accordance with the laws.</p> <p>The Board of Directors of the Bank shall earnestly perform its duties to organize the shareholders' general meetings in a serious and timely manner. All directors of the Bank shall act diligently and responsibly to ensure that the shareholders' general meetings are properly held and their functions and powers are exercised according to the laws.</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 4 All shareholders whose names appear on the register of shareholders on the date of registration of equity entitlements specified in the notice of the shareholders' general meeting shall be entitled to attend the shareholders' general meeting or authorize proxies to attend, and have the rights to speak, to question and to vote in accordance with the relevant laws, administrative regulations, departmental rules and regulatory documents, the Articles of Association of the Bank, the Listing Rules and these Rules at the shareholders' general meeting, except for shareholders who do not have the right to vote or are restricted to vote in accordance with the laws, administrative regulations, departmental rules and regulatory documents, the Articles of Association of the Bank, the Listing Rules or these Rules.</p> <p>Shareholders and proxies attending the shareholders' general meetings shall comply with the relevant laws, administrative regulations, departmental rules and regulatory documents, the Articles of Association of the Bank, the Listing Rules and these Rules, maintain the order of the meeting, and shall not infringe the legitimate rights and interests of other shareholders.</p>	<p>Article 4 All shareholders whose names appear on the register of shareholders on the date of registration of equity entitlements specified in the notice of the shareholders' general meeting shall be entitled to attend the shareholders' general meeting or authorize proxies to attend, and have the rights to speak, to question and to vote in accordance with the relevant laws, administrative regulations, departmental rules and regulatory documents, the Articles of Association of the Bank, the Listing Rules and these Rules at the shareholders' general meeting, except for shareholders who do not have the right to vote or are restricted to vote in accordance with the laws, administrative regulations, departmental rules and regulatory documents, the Articles of Association of the Bank, the Listing Rules or these Rules. Shareholders and proxies attending the shareholders' general meetings shall comply with the relevant laws, administrative regulations, departmental rules and regulatory documents, the Articles of Association of the Bank, the Listing Rules and these Rules, maintain the order of the meeting, and shall not infringe the legitimate rights and interests of other shareholders.</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
Chapter 2 Functions and Powers of Shareholders' General Meetings	Chapter 2 Functions and Powers of Shareholders' General Meetings Rights and Obligations of Shareholders
Addition	<p><u>Article 3 Holders of the ordinary shares of the Bank shall enjoy the following rights:</u></p> <p><u>(1) to receive dividends and other kinds of distributions as determined by the number of shares held by them;</u></p> <p><u>(2) to attend or appoint proxy(ies) to attend the Shareholders' General Meeting, and to exercise voting rights;</u></p> <p><u>(3) to supervise and manage the business operation of the Bank, and to make suggestions or enquiries accordingly;</u></p> <p><u>(4) to transfer, bestow or pledge shares held by them in accordance with the relevant provisions of the laws, regulations and the Articles of Association of the Bank;</u></p> <p><u>(5) to obtain relevant information in accordance with the relevant provisions of the laws, regulations and the Articles of Association of the Bank, including:</u></p> <p><u>(i) to obtain a copy of the Articles of Association of the Bank after paying the costs and expenses incurred;</u></p> <p><u>(ii) during office hours of the Bank, to inspect, free of charge, and to photocopy, after paying a reasonable fee, the following documents:</u></p> <ol style="list-style-type: none"> <u>1. all parts of the register of shareholders;</u> <u>2. the personal information of the directors, supervisors and other senior management officers of the Bank;</u> <u>3. report on the status of the Bank's issued share capital;</u> <u>4. reports on the aggregate par value, number of shares of each class of shares in relation to any repurchase by the Bank of its own shares since the last accounting year, and the highest and lowest prices paid with respect to the repurchase of each class of shares, as well as all the expenses paid by the Bank in relation to such repurchases;</u>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
	<p><u>5. minutes of the Shareholders' General Meeting;</u></p> <p><u>6. special resolutions of the Bank;</u></p> <p><u>7. the Bank's latest audited financial accounting report, directors' report, auditors' report and report of the Board of Supervisors;</u></p> <p><u>8. a copy of the latest annual return filed with the administration for industry and commerce registration or other competent authorities.</u></p> <p><u>Other than the document stipulated in item 2, the documents referred to above shall be maintained at the Hong Kong address of the Bank in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and available for inspection by the public and holders of H shares at no cost, whereas item 5 will only be available for inspection by shareholders. Where a shareholder requests to inspect or obtain the relevant information set forth in the preceding paragraphs, such shareholder shall provide the Bank with written documents evidencing the class and number of shares of the Bank held by such shareholder and the Bank shall provide the requested information of such shareholder upon verification of the shareholder's identity.</u></p> <p><u>All shareholders shall fulfill their confidentiality obligation to the Bank while exercising the aforementioned right to know and reasonably use the Bank's information. The shareholders shall bear the compensation liability in case of any damage to the Bank caused by violation of their confidentiality obligation.</u></p> <p><u>If any shareholder makes a request to obtain a copy of the aforementioned item 5 from the Bank, the Bank shall deliver a copy within seven days upon receipt of a reasonable fee.</u></p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
	<p><u>The Bank may refuse to provide any of the aforementioned documents if the documents to be inspected or photocopied involve the Bank's trade secrets and price-sensitive information.</u></p> <p><u>(6) to subscribe new shares of the Bank pursuant to the Articles of Association of the Bank;</u></p> <p><u>(7) to participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation;</u></p> <p><u>(8) to demand the Bank to acquire their shares (for shareholders who disagree with resolutions adopted at a Shareholders' General Meeting in relation to merger or division of the Bank);</u></p> <p><u>(9) to enjoy other rights conferred by the laws, regulations, regulatory provisions and the Articles of Association of the Bank.</u></p> <p><u>The Bank shall not exercise any power to freeze or otherwise impair any of the rights attaching to any share by reason only that the person who is interested directly or indirectly therein has failed to disclose his/her interests to the Bank unless otherwise provided by the laws, regulations, regulatory provisions and the Articles of Association of the Bank.</u></p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
Addition	<p>Article 4 <u>Holder</u>s of the ordinary shares of the Bank shall have the following obligations:</p> <p><u>(1) to abide by the laws, regulations, regulatory provisions and the Articles of Association of the Bank;</u></p> <p><u>(2) to pay the share capital as determined by the number of shares subscribed for by them and the prescribed method of capital contribution;</u></p> <p><u>(3) to use their own funds from legitimate sources for capital contribution, and not to use non-own funds such as entrusted funds and debt funds for capital contribution, unless otherwise provided by the laws, regulations or regulatory systems;</u></p> <p><u>(4) not to withdraw their paid share capital except in circumstances provided by the laws and regulations; to comply with the regulatory provisions on shareholding ratio and number of shareholding institutions, and not to entrust others or accept entrustment from others to hold shares of the Bank;</u></p> <p><u>(5) to truthfully inform the Bank of the financial information, shareholding structure, sources of capital contribution, controlling shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries, investments in other financial institutions and other information in accordance with the laws, regulations and regulatory provisions;</u></p> <p><u>(6) to promptly notify the Bank in writing in accordance with the laws, regulations and regulatory provisions if there is any change in the controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries of the shareholders;</u></p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
	<p><u>(7) to promptly notify the Bank in writing of the relevant circumstances in accordance with the laws, regulations and regulatory provisions in the event of merger or division of shareholders, being ordered to suspend business for rectification, designated custody, takeover, revocation or other measures, or being in the process of dissolution, liquidation or bankruptcy, or there being major changes to other material items such as authorized representative, company name, business premises and business scope;</u></p> <p><u>(8) to promptly notify the Bank in writing of the relevant circumstances in accordance with the laws, regulations and regulatory provisions if the shares of the Bank held by the shareholders are involved in litigation, arbitration, enforcement action by judicial authorities, pledged or released pledge;</u></p> <p><u>(9) to seek prior consideration of the Bank's Board of Directors, then report to the banking regulatory authorities under the State Council for approval if investors, together with their related parties and persons acting in concert, intend to hold for the first time or increase shareholding in aggregate to, jointly or severally, above 5% of the total capital or total shares of the Bank. Investors, together with their related parties and persons acting in concert, who hold, jointly or severally, above 1% but less than 5% of the total capital or total shares of the Bank, shall report to the relevant banking regulatory authorities under the State Council within ten working days after obtaining the corresponding equities. Shareholders who should have sought approval of or reported to the relevant regulatory authorities but failed to do so shall not exercise the rights to request for convening the Shareholders' General Meeting, vote, nominate, propose, dispose, etc.;</u></p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
	<p><u>(10) not to prejudice the interests of other shareholders and the Bank and to observe the laws, regulations and regulatory provisions when the shareholders transfer or pledge their shares of the Bank or conduct related party transactions with the Bank;</u></p> <p><u>(11) shareholders and their controlling shareholders and de facto controllers not to abuse shareholders' rights or use related party relationships to prejudice the legitimate rights and interests of the Bank, other shareholders and stakeholders, not to interfere with the decision-making and management rights of the Board of Directors and senior management in accordance with the Articles of Association of the Bank, and not to directly interfere with the operation and management of the Bank by bypassing the Board of Directors and senior management. Where the Bank's shareholders abuse the rights of shareholders and damage the interests of the Bank or other shareholders, they shall assume liability for compensation in accordance with the laws;</u></p> <p><u>(12) not to abuse the independent legal person status of the Bank or limited liability of shareholders to damage the interests of the Bank's creditors. Where the Bank's shareholders abuse the independent legal person status of the Bank or limited liability of shareholders to avoid debts and cause a material damage to the interests of the Bank's creditors, such shareholders shall be jointly and severally liable for the Bank's debts;</u></p> <p><u>(13) to cooperate with the regulatory authorities in investigation and risk disposal in the event of risk events or major violations of the Bank;</u></p> <p><u>(14) to assume other obligations of shareholders imposed by laws, regulations, regulatory provisions and the Articles of Association of the Bank.</u></p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
Chapter 3 Convening of Shareholders' General Meetings	Chapter 3 Convening of Shareholders' General Meetings Functions and Powers of Shareholders' General Meetings
<p>Article 6 The shareholders' general meeting shall be an organ of power of the Bank and shall exercise the following functions and powers in accordance with the laws:</p> <p>(1) to decide on the business policies and investment plans of the Bank;</p> <p>(2) to elect and replace directors and supervisors which are not appointed as representatives of the employees, and to decide on the remuneration of the relevant directors and supervisors;</p> <p>(3) to review and approve reports made by the Board of Directors;</p> <p>(4) to review and approve reports made by the Board of Supervisors;</p> <p>(5) to review and approve the Bank's proposed annual financial budget and final accounts;</p> <p>(6) to review and approve the Bank's plans for profit distribution and loss recovery;</p> <p>(7) to adopt resolutions concerning the increase or reduction in the Bank's registered capital;</p> <p>(8) to adopt resolutions regarding the issuance of bonds or listing;</p> <p>(9) to adopt resolutions on the merger, division, dissolution, liquidation or other change in corporate form of the Bank;</p> <p>(10) to amend the Articles of Association of the Bank;</p> <p>(11) to adopt resolutions on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm;</p> <p>(12) to review and approve the change in the use of proceeds;</p>	<p>Article 6 Article 5 The sShareholders' gGeneral mMeeting shall be an organ of power of the Bank and shall exercise the following functions and powers in accordance with the laws:</p> <p><u>(1) to consider and approve the Rules of Procedure of the Shareholders' General Meeting, the Board of Directors and the Board of Supervisors;</u></p> <p>(2) to elect and replace directors and supervisors whichwho are not appointed as representatives of the employees, and to decide on the remuneration of the relevant directors and supervisors;</p> <p>(3) to review and approve reports made by the Board of Directors;</p> <p>(4) to review and approve reports made by the Board of Supervisors;</p> <p>(4)-(5) to decide on the business policies and investment plans of the Bank;</p> <p>(5)-(6) to review and approve the Bank's proposed annual financial budget and final accounts;</p> <p>(6)-(7) to review and approve the Bank's plans for profit distribution and loss recovery;</p> <p>(7)-(8) to adopt resolutions concerning the increase or reduction in the Bank's registered capital;</p> <p><u>(9) to adopt resolutions on the repurchase of the Bank's shares in accordance with the laws;</u></p> <p>(8)-(10) to adopt resolutions regarding the issuance of corporate bonds or company listing;</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>(13) to review the share incentive plans;</p> <p>(14) to adopt resolutions on other issues which should be decided by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules or the Articles of Association of the Bank.</p>	<p>(12)(11) to review and approve the change in the use of proceeds;</p> <p>(13)(12) to review <u>and approve proposal for</u> the share incentive plans;</p> <p>(9)(13) to adopt resolutions on the merger, division, dissolution, liquidation or other change in corporate form of the Bank;</p> <p>(10)(14) to amend the Articles of Association of the Bank;</p> <p>(11)(15) to adopt resolutions on the engagement, dismissal <u>of the accounting firm performing regular statutory audit on the Bank's financial reports</u> or the discontinuation of the appointment of the Bank's-accounting firm;</p> <p>(16) to review <u>proposals raised by shareholders holding above 3% of the Bank's shares;</u></p> <p>(14)(17) to <u>adopt resolutions on review and approve</u> other issues which should be decided by the sShareholders' gGeneral mMeeting as stipulated by the laws, administrative-regulations, departmental rules-<u>regulatory provisions</u> or the Articles of Association of the Bank.</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 51 The shareholders' general meeting may grant authorization to the Board of Directors by passing resolutions. For matters within the shareholders' general meeting's scope of authority stipulated by the laws, administrative regulations, departmental rules, relevant provisions of the securities regulatory authorities of the place where the Bank's shares are listed and the Articles of Association of the Bank, they shall be reviewed and decided by the shareholders' general meeting. If it is necessary, reasonable and legal, the decision-making for any specific issues related to the foregoing issues which are unable or unnecessary to be decided immediately at the shareholders' general meeting may be delegated to the Board of Directors, and the authorization given shall be clear and specific.</p>	<p>Article 51Article 6 The shareholders' general meeting may grant authorization to the Board of Directors by passing resolutions. For matters within tThe sShareholders' gGeneral mMeeting's scope of authority stipulated by the laws, administrative regulations, departmental rules, relevant provisions of the securities regulatory authorities of the place where the Bank's shares are listed and the Articles of Association of the Bank, they shall be reviewed and decided by the shareholders' general meeting shall not be granted to the Board of Directors, other institutions or individuals to exercise. If it is necessary, reasonable and legal, the decision-making for <u>the implementation and execution of</u> any specific issues related to the foregoing issues which are unable or unnecessary to be decided immediately at the sShareholders' gGeneral mMeeting may be delegated to the Board of Directors, and the authorization given shall be clear and specific. <u>If the Articles of Association of the Bank requires that the aforementioned authorities to be delegated to the Board of Directors are to be adopted by the Shareholders' General Meeting by way of ordinary resolutions, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the Shareholders' General Meeting. If the Articles of Association of the Bank requires that the authorizations are to be adopted by the Shareholders' General Meeting by way of special resolutions, such resolutions shall be approved by above two-thirds of the voting rights of the shareholders (including proxies thereof) attending the Shareholders' General Meeting.</u></p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
Chapter 4 Proposal and Notice of Shareholders' General Meetings	Chapter 4 Proposal and Notice of Shareholders' General Meetings Types of Meetings
<p>Article 5 There are two types of shareholders' general meetings: annual general meetings and extraordinary general meetings.</p> <p>...</p>	<p>Article 5Article 7 There are two types of shareholders' general meetings: annual general meetings and extraordinary general meetings.</p>
<p>Article 5 The annual general meeting shall be held once a year within six months after the end of the previous accounting year. The extraordinary general meeting shall be held from time to time. For the extraordinary general meeting in line with the situations stated in Article 100 of the Company Law and Article 71 of the Articles of Association of the Bank, it shall be held within two months. ...</p>	<p>Article 8 The annual general meeting shall be held once a year within six months after the end of the previous accounting year. The extraordinary general meeting shall be held from time to time. For the extraordinary general meeting in line with the situations stated in Article 100 of the Company Law and Article 71 of the Articles of Association of the Bank, it shall be held within two months. <u>An extraordinary general meeting shall be convened by the Bank within two months from the date of occurrence of any of the following events:</u></p> <p><u>(1) the number of directors fails to meet the minimum number required by the Company Law or is less than two-thirds of the number stipulated in the Articles of Association of the Bank;</u></p> <p><u>(2) the unrecovered losses of the Bank reach one-third of the total paid-in share capital;</u></p> <p><u>(3) shareholders who individually or jointly hold above 10% of the total voting shares issued by the Bank request in writing to convene an extraordinary general meeting;</u></p> <p><u>(4) above half and at least two of the independent directors propose to convene an extraordinary general meeting;</u></p> <p><u>(5) above half of the external supervisors propose to convene a meeting (if there are only two external supervisors, then the two external supervisors unanimously propose to convene);</u></p> <p><u>(6) the Board of Directors deems it necessary;</u></p> <p><u>(7) the Board of Supervisors proposes to convene a meeting;</u></p> <p><u>(8) any other circumstances as stipulated by the laws, regulations, regulatory provisions or the Articles of Association of the Bank.</u></p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 56 If a resolution of a shareholders' general meeting violates the laws or administrative regulations, the resolution is invalid.</p> <p>If the procedure for convening a shareholders' general meeting or the method of voting violates the laws, administrative regulations or the Articles of Association of the Bank, or the content of a resolution violates the Articles of Association of the Bank, shareholders shall have the right to request a court to rescind the resolution within sixty days from the date on which the resolution is adopted.</p> <p>Where a shareholder institutes legal proceedings in accordance with the preceding paragraph, the Bank may request the court to demand that the shareholder provides the corresponding guarantees.</p> <p>If the Bank has completed the modification of registration according to the resolution of the shareholders' general meeting, after the court declares the resolution invalid or rescind the resolution, an application for rescinding the modification of registration shall be made to the company registration authority by the Bank.</p>	<p>Article 56<u>Article 9</u> If a resolution of a shareholders' general meeting violates laws or administrative regulations, the resolution is invalid.</p> <p>If the procedure for convening a shareholders' general meeting or the method of voting violates the laws, administrative regulations or the Articles of Association of the Bank, or the content of a resolution violates the Articles of Association of the Bank, shareholders shall have the right to request a court to rescind the resolution within sixty days from the date on which the resolution is adopted.</p> <p>Where a shareholder institutes legal proceedings in accordance with the preceding paragraph, the Bank may request the court to demand that the shareholder provides the corresponding guarantees.</p> <p>If the Bank has completed the modification of registration according to the resolution of the shareholders' general meeting, after the court declares the resolution invalid or rescind the resolution, an application for rescinding the modification of registration shall be made to the company registration authority by the Bank.</p> <p><u>If the procedure for convening a Shareholders' General Meeting or the method of voting violates the laws, regulations, regulatory provisions or the Articles of Association of the Bank, the shareholders may request a court to rescind the resolution within sixty days from the date on which the resolution is adopted.</u></p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
Chapter 5 Convening, Voting and Resolution of Shareholders' General Meetings	Chapter 5 Convening, Voting and Resolution of Shareholders' General Meetings Notice of Meetings
<p>Article 18 The notice of a shareholders' general meeting shall meet the following requirements:</p> <p>(1) it is in written form;</p> <p>(2) it indicates the date, time, venue of the meeting;</p> <p>(3) it shall state the matters to be considered at the meeting;</p> <p>(4) it shall contain all necessary information and explanation to enable shareholders to make informed decisions on the matters to be discussed. This means that when the following matters which shall include (but shall not be limited to) any merger, share repurchase, share capital reorganization or other restructuring proposals are involved, the detailed terms and agreement (if any) of the proposed transaction, and detailed explanation as to the cause and effect of such proposed transaction shall be provided;</p> <p>(5) if any of the directors, supervisors or senior management officers have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the matters to be discussed have a different effect on a director, supervisor or senior management officer as a shareholder compared to other shareholders of that same class, the differences shall be explained;</p> <p>(6) it shall contain the full text of any proposed special resolution to be voted at the meeting;</p>	<p>Article 18Article 10 The notice of a sShareholders' gGeneral mMeeting shall meet the following requirements:</p> <p>(1) it is in written form;</p> <p>(2) it indicates the date, time, <u>and</u> venue of the meeting;</p> <p>(3) it shall state the matters to be considered at the meeting;</p> <p>(4) it shall contain all necessary information and explanation to enable shareholders to make informed decisions on the matters to be discussed. This means that when the following matters which shall include (but shall not be limited to) any merger, share repurchase, share capital reorganization or other restructuring proposals are involved, the detailed terms and agreement (if any) of the proposed transaction, and detailed explanation as to the cause and effect of such proposed transaction shall be provided;</p> <p>(5) if any of the directors, supervisors or senior management officers have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the matters to be discussed have a different effect on a director, supervisor or senior management officer as a shareholder compared to other shareholders of that same class, the differences shall be explained;</p> <p>(6) it shall contain the full text of any proposed special resolution to be voted at the meeting;</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>(7) it shall contain a prominent statement stating that a shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his/her/its behalf and such proxy need not to be a shareholder of the Bank;</p> <p>(8) it shall state the shareholding registration date of the shareholders who are entitled to attend the shareholders' general meeting;</p> <p>(9) it shall state the time and address for lodging the proxy forms of the relevant meeting;</p> <p>(10) it shall state the name and phone number of the contact person for meeting affairs;</p> <p>(11) it shall satisfy other requirements stipulated by the laws, administrative regulations, departmental rules and the Articles of Association of the Bank.</p> <p>A blank proxy form shall also be delivered together with the notice of a shareholders' general meeting.</p> <p>The notice of a shareholders' general meeting shall be issued by the convener of the meeting.</p>	<p>(7) it shall contain a prominent statement stating that a shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his/her/its behalf and such proxy need not to be a shareholder of the Bank;</p> <p>(8) it shall state the shareholding registration date of the shareholders who are entitled to attend the sShareholders' gGeneral mMeeting;</p> <p>(9) it shall state the time and address for lodging the proxy forms of the relevant meeting;</p> <p>(10) it shall state the name and phone number of the contact person for meeting affairs;</p> <p><u>(11) it shall state the issuance date of the notice of the Shareholders' General Meeting;</u></p> <p>(11)-(12) it shall satisfy other requirements stipulated by the laws, administrative regulations, departmental rules-regulatory provisions and the Articles of Association of the Bank.</p> <p>A blank proxy form shall also be delivered together with the notice of a sShareholders' gGeneral mMeeting.</p> <p><u>The notice of a shareholders' general meeting shall be issued by the convener of the meeting.</u></p> <p><u>The text of the notice of meeting shall be given in Chinese or English. In case of any discrepancy between the two versions, the Chinese version shall prevail.</u></p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 21 If the election of directors and supervisors is intended to be discussed at the shareholders' general meeting, the notice of the shareholders' general meeting shall fully disclose the details of the candidates for the role of directors and supervisors, and shall at least include the following particulars:</p> <p>(1) personal particulars, such as education background, work experience and any part-time work undertaken;</p> <p>(2) whether there is any related party relationship with the Bank or with the controlling shareholders and de facto controllers of the Bank;</p> <p>(3) disclosure of their shareholding in the Bank;</p> <p>(4) whether they have been subject to any penalties imposed by the CSRC and other relevant departments, and any stock exchange disciplinary action;</p> <p>(5) information in relation to the new appointment or re-designation of directors or supervisors as required by the Listing Rules.</p>	<p>Article 21 Article 11 If the election of directors and supervisors is intended to be discussed at the sShareholders' mgGeneral mgMeeting, the notice of the sShareholders' mgGeneral mgMeeting shall fully disclose the details of the candidates for the role of directors and supervisors, and shall at least include the following particulars:</p> <p>(1) personal particulars, such as education background, work experience and any part-time work undertaken;</p> <p>(2) whether there is any related party relationship with the Bank or with the controlling shareholders and de facto controllers of the Bank;</p> <p>(3) disclosure of their shareholding in the Bank;</p> <p>(4) whether they have been subject to any penalties imposed by the CSRC and other relevant departments regulatory authorities, and any stock exchange disciplinary action;</p> <p>(5) information in relation to the new appointment or re-designation of directors or supervisors as required by the Listing Rules.</p>
<p>Article 16 When the Bank is to convene a shareholders' general meeting, a written notice shall be sent forty-five days before the shareholders' general meeting. Shareholders who wish to attend the shareholders' general meeting shall provide a written reply of attendance to the Bank twenty days before the shareholders' general meeting is convened.</p>	<p>Article 16 Article 12 When the Bank is to convene an shareholders' shareholders' annual general meeting, a written notice shall be sent given to each shareholder on the time and venue of the meeting as well as matters to be considered forty-five days sent given to each shareholder on the time and venue of the meeting as well as matters to be considered twenty days before the shareholders' shareholders' annual general meeting is convened. is convened. Shareholders who wish to attend the shareholders' general meeting shall provide a written reply of attendance to the Bank twenty days before the shareholders' general meeting is convened.</p>
<p>Addition</p>	<p>Article 13 Notice of an extraordinary general meeting shall be given to each shareholder fifteen days before the meeting is convened.</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 19 The notice of a shareholders' general meeting shall be delivered by hand or prepaid mail to all shareholders (regardless whether they have voting rights at the shareholders' general meeting). The address of the recipients shall be the address registered in the register of shareholders. For holders of domestic shares, the notice of a shareholders' general meeting may be in form of an announcement.</p> <p>The aforesaid announcement shall be published in one or more newspapers specified by the securities regulatory authority between the forty-five (45) to fifty (50) days interval prior to the meeting date. All holders of domestic shares shall be deemed as having been notified of the forthcoming shareholders' general meeting once the announcement is published.</p> <p>For holders of H shares, subject to the compliance with the laws, administrative regulations, departmental rules, regulatory documents, the Listing Rules, the Articles of Association of the Bank and the requirements of the relevant regulatory authorities, the Bank may choose to notify such shareholders of a shareholders' general meeting by publishing the notice on the websites of the Bank and The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange").</p> <p>Where, as a result of accidental omission, a notice of meeting is not given to a shareholder who is entitled to receive such notice or where such shareholder has not received the notice, the meeting or any resolution adopted at the meeting shall not be invalidated as a result.</p>	<p>Article 19Article 14 The notice of a sShareholders' gGeneral mMeeting shall be delivered by hand or prepaid mail to all shareholders (regardless whether they have voting rights at the sShareholders' gGeneral mMeeting). The address of the recipients shall be the address registered in the register of shareholders.</p> <p>For holders of domestic shares, the notice of a sShareholders' gGeneral mMeeting <u>(including the notice of the domestic share class meeting)</u> may be in form of an announcement.</p> <p>The aforesaid announcement shall be published in one or more newspapers specified by the securities regulatory authority under the State Council between the forty-five (45) to fifty (50) days interval prior to the meeting date. All holders of domestic shares shall be deemed as having been notified of the forthcoming sShareholders' gGeneral mMeeting once the announcement is published.</p> <p>For holders of H shares, subject to the compliance with the laws, administrative regulations, departmental rules, regulatory documents, the Listing Rules, the Articles of Association of the Bank and the requirements of the relevant regulatory authorities, the Bank may choose to notify such shareholders of a shareholders' general meeting by publishing the notice on the websites of the Bank and The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange").</p> <p><u>For holders of H shares, subject to the satisfaction of the laws and regulations, the notice of a Shareholders' General Meeting (including the notice of the H share class meeting) may be published on the website of the Bank, the website of the Hong Kong Stock Exchange and other websites as stipulated by the Listing Rules from time to time, in lieu of delivery by hand or by prepaid mail to the holders of H shares of the Bank.</u></p> <p>Where, as a result of accidental omission, a notice of meeting is not given to a person shareholder who is entitled to receive such notice or where such person shareholder has not received the notice, the meeting or any resolution adopted at the meeting shall not be invalidated as a result.</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 23 Once the notice of a shareholders' general meeting is issued, the meeting shall not be postponed or cancelled without valid reasons, and proposals contained in the notice shall not be withdrawn. In the event of any postponement or cancellation, the convener shall make an announcement and state the reasons at least two working days before the scheduled meeting date.</p>	<p>Article 23 Article 15 Once the notice of a sShareholders' gGeneral mMeeting is issued, the meeting shall not be postponed or cancelled without valid reasons, and proposals contained in the notice shall not be withdrawn. In the event of any postponement or cancellation, the convener shall make an announcement and state the reasons at least two working days before the scheduled meeting date.</p>
<p>Chapter 6 Special Procedures for Voting by a Certain Class of Shareholders</p>	<p>Chapter 6 Special Procedures for Voting by a Certain Class of Shareholders Proposal of Shareholders' General Meetings</p>
<p>Article 14 Specific proposals shall be made for matters to be discussed at the shareholders' general meeting, and such proposal shall be resolved at the shareholders' general meeting. The proposal of shareholders' general meetings shall meet all of the following requirements:</p> <ol style="list-style-type: none"> (1) the contents of the proposal shall be within the scope of authority of the shareholders' general meeting; (2) it shall have definite topics for consideration and specific items to be decided by resolution; (3) it shall be in compliance with the laws, administrative regulations and the relevant provisions of the Articles of Association of the Bank; (4) it shall be in written form and submitted or delivered to the Board of Directors and the convener of the shareholders' general meeting. <p>Article 15 ...</p> <p>Proposals which have not been set out in the notice of a shareholders' general meeting or which are not in compliance with Article 14 of these Rules shall not be put forward and voted upon as resolutions at a shareholders' general meeting.</p>	<p>Article 14 Article 16 Specific proposals shall be made for matters to be discussed at the shareholders' general meeting, and such proposal shall be resolved at the shareholders' general meeting. The proposal of sShareholders' gGeneral mMeetings shall meet all of the following requirements:</p> <ol style="list-style-type: none"> (1) the contents of the proposal shall be within the scope of authority of the sShareholders' gGeneral mMeeting; (2) it shall have definite topics for consideration and specific items to be decided by resolution; (3) it shall be in compliance with the laws, administrative—regulations, <u>regulatory provisions</u> and the relevant provisions of the Articles of Association of the Bank; (4) it shall be in written form and submitted or delivered to the Board of Directors and the convener of the sShareholders' gGeneral mMeeting. <p>Proposals which have not been set out in the notice of a sShareholders' gGeneral mMeeting or which are not in compliance with Article 14 of these Rules shall not be put forward and voted upon as resolutions at a sShareholders' gGeneral mMeeting.</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 15 When the Bank convenes shareholders' general meetings, the Board of Directors, the Board of Supervisors and shareholders individually or in aggregate holding 3% or more of the Bank's voting shares shall be entitled to submit their proposals to the Bank.</p> <p>Shareholders individually or in aggregate holding 3% or more of the Bank's voting shares may submit provisional proposals to the convener in writing ten days prior to the date of the shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting with the content of such provisional proposals upon review and satisfaction that such provisional proposals comply with the provisions in Article 14 of these Rules within two days after the receipt thereof. Requirements otherwise provided in the listing rules of the stock exchange where the Bank's shares are listed shall also be met.</p> <p>Except for the circumstances provided in the preceding paragraph, the convener shall not amend nor add any new proposals to those which are set out in the original notice of the shareholders' general meeting.</p>	<p>Article 15 Article 17 When the Bank convenes sShareholders' gGeneral mMeetings, the Board of Directors, the Board of Supervisors and shareholders individually or in aggregate holding 3% or more of the Bank's voting shares shall be entitled to submit their proposals to the Bank.</p> <p>Shareholders individually or in aggregate holding 3% or more of the Bank's voting shares may submit provisional proposals to the convener in writing ten days prior to the date of the sShareholders' gGeneral mMeeting. The convener shall issue a supplementary notice of the sShareholders' gGeneral mMeeting with the content of such provisional proposals upon review and satisfaction that such provisional proposals comply with the provisions in Article 14 Article 16 of these Rules within two days after the receipt thereof. Requirements otherwise provided in the listing rules of the stock exchange where the Bank's shares are listed shall also be met.</p> <p>Except for the circumstances provided in the preceding paragraph, the convener shall not amend nor add any new proposals to those which are set out in the original notice of the sShareholders' gGeneral mMeeting.</p>
<p>Addition</p>	<p><u>Article 18 Where the Board of Directors decides not to include the proposals into the agenda of a Shareholders' General Meeting, explanations and comments shall be made at the Shareholders' General Meeting. The contents of the proposals and explanations of the Board of Directors shall be recorded in the meeting minutes together with the resolutions after conclusion of the Shareholders' General Meeting.</u></p>
<p>Addition</p>	<p><u>Article 19 Any proposing shareholder who disagrees with the Board of Directors' decision on excluding his/her/its proposal from the agenda of the Shareholders' General Meeting may, according to the relevant provisions of the Articles of Association of the Bank, request the convening of an extraordinary general meeting.</u></p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
Chapter 7 Supplementary Provisions	Chapter 7 Supplementary Provisions
<p>Article 5 All shareholders whose names appear on the register of shareholders on the date of registration of equity entitlements determined in the notice of the shareholders' general meeting shall have the right to attend or authorize their proxies to attend the shareholders' general meeting, and enjoy various shareholder rights such as the right to speak, question and vote at the shareholders' general meeting in accordance with the laws, administrative regulations, departmental rules and regulatory documents, the Articles of Association of the Bank, the Listing Rules and these Rules, except for shareholders who have no or restricted voting rights in accordance with the laws, administrative regulations, departmental rules and regulatory documents, the Articles of Association of the Bank, the Listing Rules or these Rules. Shareholders and their proxies attending the shareholders' general meeting shall comply with the provisions of relevant laws, administrative regulations, departmental rules and regulatory documents, the Articles of Association of the Bank, the Listing Rules and these Rules, maintain the order of the meeting, and shall not infringe the legitimate rights and interests of other shareholders.</p>	<p>Attendance and Registration of Meetings</p> <p>Article 5 All shareholders whose names appear on the register of shareholders on the date of registration of equity entitlements determined in the notice of the shareholders' general meeting shall have the right to attend or authorize their proxies to attend the shareholders' general meeting, and enjoy various shareholder rights such as the right to speak, question and vote at the shareholders' general meeting in accordance with the laws, administrative regulations, departmental rules and regulatory documents, the Articles of Association of the Bank, the Listing Rules and these Rules, except for shareholders who have no or restricted voting rights in accordance with the laws, administrative regulations, departmental rules and regulatory documents, the Articles of Association of the Bank, the Listing Rules or these Rules.</p> <p>Shareholders and their proxies attending the shareholders' general meeting shall comply with the provisions of relevant laws, administrative regulations, departmental rules and regulatory documents, the Articles of Association of the Bank, the Listing Rules and these Rules, maintain the order of the meeting, and shall not infringe the legitimate rights and interests of other shareholders.</p> <p><u>Article 20</u> All shareholders whose names appear on the register of shareholders on the date of registration of equity entitlements or their proxies shall be entitled to attend the Shareholders' General Meeting and exercise their voting rights in accordance with the relevant laws, regulations, regulatory provisions and the Articles of Association of the Bank.</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 27 If an individual shareholder attends the meeting in person, he/she shall produce his/her own identification card or other valid credentials or proof of his/her identity and certificate providing proof of his/her shareholding or share certificate. If a proxy is appointed to attend the meeting, the proxy shall produce his/her own identification card or document, instrument of proxy and certificate providing proof of the shareholding of the appointing shareholder or share certificate.</p> <p>A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by its legal representative. If a legal representative attends the meeting, he/she shall produce his/her own identification card or document, valid identification documents showing that he/she qualifies to serve as a legal representative. If a proxy attends the meeting, he/she shall produce his/her own identification card or document, written power of attorney granted by the legal representative of the corporate shareholder.</p> <p>...</p>	<p>Article 27Article 21 If an individual shareholder attends the meeting in person, he/she shall produce his/her own identification card or other valid credentials or proof of his/her identity and certificate providing proof of his/her shareholding or share certificate. If a proxy is appointed to attend the meeting, the proxy shall produce his/her own identification card or document, instrument of proxy and certificate providing proof of the shareholding of the appointing shareholder or share certificate.</p> <p>A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by its legal representative. If a legal representative attends the meeting, he/she shall produce his/her own identification card or document, valid identification documents showing that he/she qualifies to serve as a legal representative. If a proxy attends the meeting, he/she shall produce his/her own identification card or document, written power of attorney granted by the legal representative of the corporate shareholder.</p>
<p>Article 27 ...</p> <p>The power of attorney used by shareholders to appoint proxies to attend the shareholders' general meeting shall contain the following information:</p> <ol style="list-style-type: none"> (1) name of the proxy; (2) whether or not the proxy has the right to vote; (3) instructions on how to vote (voting in the for, against, or in abstention) in relation to each of the resolutions on the agenda of the shareholders' general meeting; (4) date of issuance and term of validity; (5) signature (or seal) of the appointing shareholder; if the appointing shareholder is a corporate shareholder, the document shall be affixed with the legal person's seal. <p>The power of attorney shall indicate that the proxy may vote at his/her discretion if no specific instructions have been given by the shareholder.</p>	<p>Article 22 The power of attorney used by shareholders to appoint proxies to attend the sShareholders' gGeneral mMeeting shall contain the following information:</p> <ol style="list-style-type: none"> (1) name of the proxy; (2) whether or not the proxy has the right to vote; (3) instructions on how to vote (voting in the for, against, or in abstention) in relation to each of the resolutions on the agenda of the sShareholders' gGeneral mMeeting; (4) date of issuance and term of validity; (5) signature (or seal) of the appointing shareholder; if the appointing shareholder is a corporate shareholder, the document shall be affixed with the legal person's seal. <p>The power of attorney shall indicate that the proxy may vote at his/her discretion if no specific instructions have been given by the shareholder.</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 28 The power of attorney shall be placed at the Bank's domicile or at any other place designated in the notice of the shareholders' general meeting, and at least twenty-four (24) hours prior to either the convening of the relevant meeting in which the resolutions are to be voted or the designated voting time. If the power of attorney is signed by a person authorized by the appointing shareholder instead of the appointing shareholder himself/herself, the power of attorney or other authorization documents authorizing the signing shall be notarized. The notarized power of attorney or other authorization documents shall, together with the proxy form authorizing the proxy to vote, be placed at the Bank's domicile or any other place designated in the notice of the shareholders' general meeting. In the event that the appointing shareholder is a legal person, the shareholder shall be represented at the shareholders' general meeting of the Bank by the legal representative or persons authorized by the resolution of the Board of Directors or other decision-making body of such appointing shareholder.</p> <p>If the shareholder is an authorized clearing house or its agent, such a shareholder is entitled to appoint one or more persons it deems suitable to act as its proxy in the shareholders' general meeting or class shareholder meeting. If two or more persons are appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The proxies so appointed may represent the authorized clearing house or its agent in exercising its rights as if that proxy is a natural person shareholder of the Bank.</p>	<p>Article 28 Article 23 The power of attorney shall be placed at the Bank's domicile or at any other place designated in the notice of the sShareholders' gGeneral mMeeting, and at least twenty-four (24) hours prior to either the convening of the relevant meeting in which the resolutions are to be voted or the designated voting time. If the power of attorney is signed by a person authorized by the appointing shareholder instead of the appointing shareholder himself/herself, the power of attorney or other authorization documents authorizing the signing shall be notarized. The notarized power of attorney or other authorization documents shall, together with the proxy form authorizing the proxy to vote, be placed at the Bank's domicile or any other place designated in the notice of the sShareholders' gGeneral mMeeting.</p> <p>In the event that the appointing shareholder is a legal person, the shareholder shall be represented at the sShareholders' gGeneral mMeeting of the Bank by the legal representative or persons authorized by the resolution of the Board of Directors or other decision-making body of such appointing shareholder.</p> <p>If the shareholder is an authorized clearing house or its agent, such a shareholder is entitled to appoint one or more persons it deems suitable to act as its proxy in the shareholders' general meeting or class shareholder meeting. If two or more persons are appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The proxies so appointed may represent the authorized clearing house or its agent in exercising its rights as if that proxy is a natural person shareholder of the Bank.</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
	<p><u>If the shareholder is a recognized clearing house as defined in the Hong Kong Securities and Futures Ordinance (chapter 571 of the laws of Hong Kong) or its agent, such a shareholder is entitled to appoint one or more than one persons it deems suitable to act as its proxy(ies) in the Shareholders' General Meeting or class shareholder meeting. If two or more persons are appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The proxy form shall be signed by the respective proxies appointed by the recognized clearing house, and the proxies so appointed may represent the recognized clearing house or its agent in exercising its rights at any meeting (without being required to present share certificate, notarized power of attorney and/or further evidence of due authorization) as if those proxies are natural person shareholders of the Bank.</u></p>
<p>Article 29 The blank proxy form issued either by the Board of Directors or the convener of the shareholders' general meeting to the shareholder for the appointment of proxies shall freely allow the shareholder to instruct his/her/its proxy to vote in the for, against, or in abstention, and to give separate instructions for each resolution that will be voted at the meeting.</p>	<p>Article 29Article 24 The blank proxy form issued either by the Board of Directors or the convener of the sShareholders' gGeneral mMeeting to the shareholder for the appointment of proxies shall freely allow the shareholder to instruct his/her/its proxy to vote in the for, against, or in abstention, and to give separate instructions for each resolution that will be voted at the meeting.</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 30 If the appointing shareholder has passed away, lost his/her ability to act, withdrawn the appointment, withdrawn the authorization of the signed proxy form or has transferred all of his/her shares prior to voting, as long as the Bank has not received any written notice regarding these matters before the commencement of the relevant meeting, the vote cast by the proxy in accordance with the proxy form shall remain valid.</p>	<p>Article 30 Article 25 If the appointing shareholder has passed away, lost his/her ability to act, withdrawn the appointment, withdrawn the authorization of the signed proxy form or has transferred all of his/her shares prior to voting, as long as the Bank has not received any written notice regarding these matters before the commencement of the relevant meeting, the vote cast by the proxy in accordance with the proxy form shall remain valid.</p>
<p>Article 24 ... Shareholders may attend the shareholders' general meeting in person and exercise their voting rights and shall be entitled to appoint proxies to attend and vote on their behalf. A proxy may exercise the following powers at a shareholders' general meeting:</p> <ol style="list-style-type: none"> (1) the same right of speech as the shareholder at the shareholders' general meeting; (2) the authority to demand or join other shareholders in demanding a poll; (3) the right to vote by a show of hands or on a poll. 	<p>Article 24 Article 26 Shareholders may attend the shareholders' general meeting in person and exercise their voting rights and shall be entitled to appoint proxies <u>Any shareholder entitled to attend and vote at a Shareholders' General Meeting shall be entitled to appoint one or more persons (these persons need not be shareholders) as proxy(ies) to attend and vote on their behalf. A proxy may exercise the following powers at a sShareholders' gGeneral mMeeting:</u></p> <ol style="list-style-type: none"> (1) the same right of speech as the shareholder at the <u>Sshareholders' Ggeneral Mmeeting;</u> (2) the authority to demand or join other shareholders in demanding a poll; (3) the right to vote by a show of hands or on a poll, <u>but when more than one proxies have been appointed, the proxies only have the right to vote by poll.</u>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
Article 31 The meeting attendance records shall be prepared by the Bank. The records shall, amongst other matters, contain the names (or corporate names) of the attendees, their identity card numbers, their residential addresses, the number of voting shares held or represented by them, and the names (or corporate names) of the proxies.	Article 31 Article 27 The meeting attendance records shall be prepared by the Bank. The records shall, amongst other matters, contain the names (or corporate names) of the attendees, their identity card numbers, their residential addresses, the number of voting shares held or represented by them, and the names (or corporate names) of the proxies.
Article 32 The convener and the lawyers appointed by the Bank shall verify the legitimacy of the shareholders' qualifications based on the records available from the register of shareholders provided by the securities registration and clearing authority, and shall record the names or corporate names of shareholders attending the meeting and the number of voting shares held by them. The registration process for the meeting shall be completed before the presider of the meeting announces the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them.	Article 32 Article 28 The convener and the lawyers appointed by the Bank shall verify the legitimacy of the shareholders' qualifications based on the records available from the register of shareholders provided by the securities registration and clearing authority, and shall record the names or corporate names of shareholders attending the meeting and the number of voting shares held by them. The registration process for the meeting shall be completed before the presider of the meeting announces the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them.
Article 33 When the shareholders' general meeting is being convened, all the Bank's directors, supervisors and the Secretary to the Board of Directors shall attend the meeting. The senior management officers who are not directors shall observe the meeting.	Article 33 Article 29 When the sShareholders' gGeneral mMeeting is being convened, all the Bank's directors, supervisors and the Secretary to the Board of Directors shall attend the meeting. The senior management officers who are not directors shall observe the meeting.
Addition of chapter number	Chapter 8 Convening of Meetings
Article 34 The shareholders' general meeting is convened by the Board of Directors, ...	Article 34 Article 30 <u>The shareholders' general meeting is convened by the Board of Directors, The Shareholders' General Meeting is convened by the Board of Directors in accordance with the laws, regulations, regulatory provisions and the Articles of Association of the Bank.</u>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 24 The Bank shall convene shareholders' general meetings at its domicile or any other place specified in the notice of a shareholders' general meeting.</p> <p>The Bank shall arrange for the venue such that a physical meeting can be held. The Bank can also make available the participation of the shareholders' general meeting through Internet or other means given the conditions are ready for the convenience of the shareholders. Shareholders participating in the shareholders' general meeting by such means shall be regarded as present.</p> <p>...</p>	<p>Article 24<u>Article 31</u> The Bank shall convene shareholders' general meetings at its domicile or any other place specified in the notice of a shareholders' general meeting.</p> <p><u>The Bank shall convene Shareholders' General Meetings either at its domicile or at any other place specified in the notice of a Shareholders' General Meeting.</u></p> <p>The Bank shall arrange for the venue such that a physical meeting can be held. The Bank can also <u>shall</u> make available the participation of the sShareholders' gGeneral mMeeting through <u>safe, economical and convenient</u> Internet or other means given the conditions are ready for the convenience of the <u>medium and minority</u> shareholders. Shareholders participating in the sShareholders' gGeneral mMeeting by such means shall be regarded as present.</p>
<p>Addition</p>	<p><u>Article 32 Unless otherwise agreed by all shareholders attending the relevant Shareholders' General Meeting, the Shareholders' General Meeting shall be held in Chinese (Chinese and English interpretation services may be provided).</u></p>
<p>Addition</p>	<p><u>Article 33 The preparation for the Shareholders' General Meeting shall be organized and implemented by the Secretary to the Board of Directors under the leadership of the chairman of the Board of Directors.</u></p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 34 The shareholders' general meeting is convened by the Board of Directors and presided by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable to attend the meeting for any reasons, the vice chairman of the Board of Directors shall preside over the meeting. If the vice chairman is unable to attend the meeting for any reasons, a director elected by no less than half of the directors shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the Board of Supervisors shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable to attend the meeting for any reasons, a supervisor elected by no less than half of the supervisors shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the shareholders shall be presided over by a representative recommended by the conveners.</p>	<p>Article 34 The sShareholders' gGeneral mMeeting is convened by the Board of Directors and presided by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable to attend<u>preside over</u> the meeting for any reasons, the vice chairman of the Board of Directors shall <u>the chairman shall designate another director to</u> preside over the meeting. <u>If the chairman is unable to preside over the meeting, and no other director is designated by the chairman,</u> a director elected by no less than half of the directors shall preside over the Shareholders' General mMeeting. —A shareholders' general meeting convened by the Board of Supervisors shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable to attend the meeting for any reasons, a supervisor elected by no less than half of the supervisors shall preside over the meeting. A shareholders' general meeting convened by the shareholders shall be presided over by a representative recommended by the conveners. If the Board of Directors is unable to perform or does not perform its duty of convening Shareholders' General Meeting, the Board of Supervisors shall convene the meeting in a timely manner, which shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable to attend the meeting for any reasons, a supervisor jointly elected by no less than half of the supervisors shall preside over the Shareholders' General Meeting. If the Board of Supervisors does not convene and preside over the meeting, shareholders individually or in aggregate holding 10% or more of the Bank's shares for a period longer than ninety consecutive days may convene the meeting, which shall be presided over by a representative elected by the conveners of the meeting.</p> <p><u>If for any reasons the shareholders are unable to elect a presider of the meeting, the shareholder (including proxy) present at the meeting holding the largest number of voting shares shall be the presider of the meeting.</u></p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 37 The presider of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them, with the figures in the attendance records prevailing.</p>	<p>Article 37 Article 35 The presider of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them, with the figures in the attendance records prevailing.</p>
<p>Addition</p>	<p>Article 36 <u>Topics and proposals of the Shareholders' General Meeting shall be considered separately in the order specified in the agenda of the meeting. Reasonable time shall be given for the discussion of each proposal at the Shareholders' General Meeting.</u></p>
<p>Addition</p>	<p>Article 37 <u>Any shareholder who requests to give a provisional speech during the meeting shall first indicate his/her/its intention by a show of hand, and may do so on the spot or at the designated place upon the approval by the presider of the meeting after the registered shareholders finish their speeches in accordance with the preceding provisions. Where more than one shareholders request to give a provisional speech, the shareholder who shows his/her/its hand first shall be entitled to give his/her/its speech first. If the order of such requests cannot be clearly determined, the speaker shall be designated by the presider of the meeting.</u></p>
<p>Addition</p>	<p>Article 38 <u>The duration and frequency of shareholders' speeches shall be announced by the presider of the meeting prior to the meeting based on the specific circumstances. The presider of the meeting may refuse or stop any speech made by shareholders in violation of the preceding provisions.</u></p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 36 Unless confidential trade secrets of the Bank are involved which shall not be disclosed, the directors, supervisors and senior management officers shall respond and give explanation to enquiries and suggestions from shareholders at the shareholders' general meeting.</p>	<p>Article 36 Article 39 Unless confidential trade secrets of the Bank are involved which shall not be disclosed, the directors, supervisors and senior management officers shall respond and give explanation to enquiries and suggestions from shareholders at the sShareholders' gGeneral mMeeting.</p>
<p>Addition</p>	<p><u>Article 40 Independent directors shall give objective, impartial and independent opinions on the matters discussed at the Shareholders' General Meeting, and shall, in particular, address their opinions to the Shareholders' General Meeting on the following matters:</u></p> <p><u>(1) major related party transactions;</u></p> <p><u>(2) nomination, appointment and removal of directors and appointment and dismissal of senior management officers;</u></p> <p><u>(3) remuneration of directors and senior management officers;</u></p> <p><u>(4) profit distribution plans;</u></p> <p><u>(5) appointment or dismissal of accounting firms responsible for performing regular and statutory audits for the financial reports of the Bank;</u></p> <p><u>(6) other matters that may cause material impact on the legitimate rights and interests of the Bank, medium and minority shareholders and financial consumers;</u></p> <p><u>(7) other matters stipulated by the laws, regulations, regulatory provisions or the Articles of Association of the Bank.</u></p> <p><u>The opinions of independent directors on the decision-making of the Bank shall be recorded in the minutes of the Shareholders' General Meeting.</u></p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
Addition	<u>Article 41 The Board of Supervisors shall appoint supervisors to attend the Shareholders' General Meeting. The attending supervisors may express opinions on the relevant topics.</u>
Addition	<u>Article 42 The presider of the meeting may adjourn the meeting when deemed necessary.</u>
<p>Article 26 The Board of Directors of the Bank and other conveners shall take necessary measures to maintain order at the shareholders' general meetings. Behaviors such as disruption of the meeting, provocation of trouble and infringement on the legitimate rights and interests of shareholders shall be stopped and promptly reported to the relevant authorities for investigation.</p>	<p>Article 26 Article 43 The Board of Directors and other conveners shall take necessary measures to maintain order at the sShareholders' gGeneral mMeetings. Behaviors such as disruption of the meeting, provocation of trouble and infringement on the legitimate rights and interests of shareholders shall be stopped and promptly reported to the relevant authorities for investigation.</p>
Addition of chapter number	Chapter 9 Proceedings and Voting
Addition of section number	Section 1 General Provisions
Addition	<u>Article 44 The Shareholders' General Meeting shall only consider items specified in the notice of meeting.</u>
Addition	<u>Article 45 Each of the proposals on the agenda of the Shareholders' General Meeting shall be voted and resolved. No proposals in the agenda of meeting shall be set aside or skipped for voting for any reason.</u>
<p>Article 50 ...</p> <p>When a shareholder (including proxy) votes at a shareholders' general meeting by exercising his/her voting rights according to the number of shares carrying the right to vote, each share shall have one vote.</p> <p>...</p>	<p>Article 50 Article 46 When a shareholder (including proxy) votes at a sShareholders' gGeneral mMeeting by exercising his/her voting rights according to the number of shares carrying the right to vote, each share shall have one vote.</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 50 ...</p> <p>The shares held by the Bank have no voting rights, and such part of the shareholding shall not be counted as the total number of shares with voting rights held by shareholders attending the meeting. If any shareholder shall abstain from voting on a certain matter or is limited to casting of affirmative or negative votes on a certain matter, any votes cast by the shareholder or proxy in violation of the aforesaid requirements or restrictions shall not be included in the voting results.</p> <p>...</p>	<p>Article 47 The shares held by the Bank have no voting rights, and such part of the shareholding shall not be counted as the total number of shares with voting rights held by shareholders attending the meeting. If any shareholder shall abstain from voting on a certain matter or is limited to casting of affirmative or negative votes on a certain matter, any votes cast by the shareholder or proxy in violation of the aforesaid requirements or restrictions shall not be included in the voting results.</p>
<p>Article 41 The same voting right can only be exercised through either on-site voting or one other voting form. Where more than one vote is cast for the same voting right, the choice of the first vote shall prevail.</p>	<p>Article 41 Article 48 The same voting right can only be exercised through either on-site voting or one other voting form. Where more than one vote is cast for the same voting right, the choice of the first vote shall prevail.</p>
<p>Article 40 The shareholders' general meeting, while considering proposals, will not modify the key contents of such proposals.</p>	<p>Article 40 Article 49 The sShareholders' mGeneral mMeeting, while considering proposals, will not modify the key contents of such proposals.</p>
<p>Article 39 ...Voting at a shareholders' general meeting will be made by a show of hands or on a poll.</p> <p>...</p>	<p>Article 39 Article 50 Voting at a sShareholders' mGeneral mMeeting will be made by a show of hands or on a poll open ballot.</p>
<p>Addition</p>	<p>Article 51 <u>The Board of Directors shall prepare the votes for the Shareholders' General Meeting, which shall specify the matters to be considered, voting opinions and methods of the voting at the meeting.</u></p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 42 Shareholders attending the shareholders' general meeting shall submit one of the following opinions to the proposed resolution: for, against or abstain.</p> <p>Any vote which is not filled or filled wrongly or with unrecognizable writing or not cast shall be deemed as having waived their voting rights, and the corresponding poll shall be counted as "Abstain".</p> <p>On a poll taken at a meeting, a shareholder (including his/her proxies) entitled to two or more votes need not cast all the votes towards for, against or abstention.</p>	<p>Article 42 Article 52 Shareholders attending the sShareholders' gGeneral mMeeting shall submit one of the following opinions to the proposed resolution: for, against or abstain.</p> <p>Any vote which is not filled or filled wrongly or with unrecognizable writing or not cast shall be deemed as having waived their voting rights, and the corresponding poll shall be counted as "Abstain".</p> <p><u>Shareholders and/or their proxies shall duly fill in the ballot paper as required. Any vote which is not filled or not cast shall be deemed as having waived their voting rights. Any vote which is filled wrongly or with unrecognizable writing shall be deemed as invalid. Shares held by shareholders with invalid votes shall not be counted in the total number of valid voting rights.</u></p> <p>On a poll taken at a meeting, a shareholder (including his/her proxies) entitled to two or more votes need not cast all the votes towards for, against or abstention.</p>
<p>Article 39 All proposals shall be voted separately at the shareholders' general meeting and the voting at a shareholders' general meeting will be made by a show of hands or on a poll. If there are a number of proposals related to the same matter, votes shall be cast in the order of which the proposals are presented. Except where there is force majeure or other special circumstances resulting in the adjournment of the shareholders' general meeting or the failure to adopt resolutions, no proposals shall be set aside or skipped for voting at the shareholders' general meeting.</p>	<p>Article 39 Article 53 All proposals shall be voted separately at the sShareholders' gGeneral mMeeting and the voting at a shareholders' general meeting will be made by a show of hands or on a poll. If there are a number of proposals related to the same matter, votes shall be cast in the order of which the proposals are presented. Except where there is force majeure or other special circumstances resulting in the adjournment of the sShareholders' gGeneral mMeeting or the failure to adopt resolutions, no proposals shall be set aside or skipped for voting at the sShareholders' gGeneral mMeeting.</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 44 Before a proposal is put to vote at a shareholders' general meeting, two representatives of the shareholders shall be nominated to count the votes and to act as the scrutineers. If a shareholder is associated with the matter to be considered, the shareholder and his/her/its proxy shall neither count the votes nor act as the scrutineer.</p> <p>During the voting process in a shareholders' general meeting, the vote count and examination of the poll shall be conducted by lawyers, representatives of shareholders, representatives of supervisors and qualified persons appointed according to the Listing Rules, and the voting outcome shall be announced at the meeting. The voting outcome for each resolution shall be recorded in the meeting minutes.</p> <p>Shareholders of the Bank or their proxies who vote by other means shall be entitled to check their own voting results via the relevant voting system.</p>	<p>Article 44 Article 54 Before a proposal is put to vote at a sShareholders' mGeneral Meeting, two representatives of the shareholders shall be nominated to count the votes and to act as the scrutineers. If a shareholder is associated with the matter to be considered, the shareholder and his/her/its proxy shall neither count the votes nor act as the scrutineer.</p> <p>During the voting process of a sShareholders' mGeneral Meeting, the vote count and examination of the poll shall be conducted by lawyers, representatives of shareholders, representatives of supervisors and qualified persons appointed according to the Listing Rules, and the voting outcome shall be announced at the meeting. The voting outcome for each resolution shall be recorded in the meeting minutes.</p> <p>Shareholders of the Bank or their proxies who vote by other means shall be entitled to check their own voting results via the relevant voting system.</p>
<p>Addition</p>	<p><u>Article 55</u> <u>Prsider of the meeting shall decide whether a resolution of the Shareholders' General Meeting has been passed according to the voting outcome, and shall announce the voting outcome at the meeting. The voting outcome of a resolution shall be recorded in the meeting minutes.</u></p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 43 If the presider of the meeting has any doubts as to the voting outcome of any resolution, he/she may have the votes recounted. If the presider does not recount the votes and the shareholders or their proxies attending the meeting have doubts as to the outcome announced by the presider, they may request a vote recount immediately after the announcement of the voting outcome, and the presider shall have the votes recounted immediately.</p> <p>If the votes are recounted at a shareholders' general meeting, the results shall be recorded in the meeting minutes.</p>	<p>Article 43 Article 56 If the presider of the meeting has any doubts as to the voting outcome of any resolution, he/she may have the votes recounted. If the presider does not recount the votes <u>If the presider does not recount the votes as required by the preceding description but</u> and the shareholders or their proxies (including their proxies) attending the meeting have doubts as to the outcome announced by the presider, they may request a vote recount immediately after the announcement of the voting outcome, and the presider shall have the votes recounted <u>immediately in a timely manner</u>.</p> <p>If the votes are recounted at a shareholders' general meeting, the results shall be recorded in the meeting minutes.</p>
<p>Article 45 The ending time of the on-site shareholders' general meeting shall not be earlier than other means. For every proposed resolution, the voting circumstances and outcome shall be announced at the meeting, and the presider of the meeting shall decide and announce whether the resolution has been adopted based on the voting outcome. The decision shall be final and recorded in the meeting minutes.</p> <p>Prior to the formal announcement of the voting outcome, all interested parties attending the meeting in person and involving in other voting means, including the Bank, the vote counter, the scrutineer and substantial shareholders, etc., shall have an obligation to keep the voting circumstances confidential.</p>	<p>Article 45 Article 57 The ending time of the on-site sShareholders' gGeneral mMeeting shall not be earlier than other means. For every proposed resolution, the voting circumstances and outcome shall be announced at the meeting, and the presider of the meeting shall decide and announce whether the resolution has been adopted based on the voting outcome. The decision shall be final and recorded in the meeting minutes.</p> <p>Prior to the formal announcement of the voting outcome, all interested parties attending the meeting in person and involving in other voting means, including the Bank, the vote counter, the scrutineer and substantial shareholders, etc., have an obligation to keep the voting circumstances confidential.</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p style="text-align: center;">Addition of chapter number</p> <p>Article 50 Saved for matters as set out in Article 69 of the Articles of Association of the Bank, other matters in the daily operation of the Bank may be considered and approved by the Board of Directors within its scope of authority.</p> <p>...However, when the credit extended by the Bank to a shareholder, in particular a substantial shareholder, is overdue, the voting rights of such shareholder at the shareholders' general meeting and the voting rights of the director(s) nominated by such shareholder at the meetings of the Board of Directors shall be restricted. The Bank shall record the aforementioned circumstances in the minutes of the shareholders' general meeting.</p>	<p style="text-align: center;">Section 2 Special Provisions</p> <p>Article 58 Saved for matters as set out in Article 69 of the Articles of Association of the Bank, other matters in the daily operation of the Bank may be considered and approved by the Board of Directors within its scope of authority. However, wWhen the credit extended by the Bank to a shareholder, in particular a substantial shareholder is overdue, the voting rights of such shareholder at the sShareholders' gGeneral mMeeting and the voting rights of the director(s) nominated by such shareholder at the meetings of the Board of Directors shall be restricted. <u>Where a shareholder pledges 50% or more of his/her/its equity interests in the Bank, the voting rights of such shareholder at the Shareholders' General Meeting shall be restricted.</u> The Bank shall record the aforementioned circumstances in the minutes of the sShareholders' gGeneral mMeeting.</p>
<p>Article 38 Related shareholders and its contact person shall not participate in voting when matters concerning related party transactions are considered at a shareholders' general meeting, and the shares with voting rights represented by the related shareholders shall not be counted into the total number of valid votes. The resolutions adopted at the shareholders' general meeting shall fully disclose the voting circumstances of non-related shareholders.</p> <p>The abstention procedure for related shareholders: related shareholders may abstain from voting voluntarily or on request by any other shareholder or shareholder representative attending the shareholders' general meeting.</p>	<p>Article 38 Article 59 Related shareholders and its contact person shall not participate in voting when matters concerning related party transactions are considered at a sShareholders' gGeneral mMeeting, and the shares with voting rights represented by the related shareholders shall not be counted into the total number of valid votes. The resolutions adopted at the sShareholders' gGeneral mMeeting shall fully disclose the voting circumstances of non-related shareholders.</p> <p>The abstention procedure for related shareholders: related shareholders may abstain from voting voluntarily or on request by any other shareholder or shareholder representative attending the shareholders' general meeting.</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
Addition	<u>Article 60</u> <u>The list of director and supervisor candidates shall be submitted in the form of a proposal to the Shareholders' General Meeting for consideration. Voting on each candidate for directors and supervisors shall be carried out at the Shareholders' General Meeting separately.</u>
Addition of chapter number	Chapter 10 Resolution of Meetings
<p>Article 47 Resolutions of the shareholders' general meeting shall either be classified as ordinary resolutions or special resolutions.</p> <p>Ordinary resolutions shall be approved by a simple majority of voting rights held by the shareholders (including their proxies) attending the shareholders' general meeting.</p> <p>Special resolutions shall be approved by not less than two-thirds of voting rights held by the shareholders (including their proxies) attending the shareholders' general meeting.</p>	<p>Article 47 <u>Article 61</u> <u>The Shareholders' General Meeting shall resolve on the matters to be considered at the meeting.</u></p> <p>Resolutions of the sShareholders' gGeneral mMeeting shall either be classified as ordinary resolutions or special resolutions.</p> <p>Ordinary resolutions shall be approved by a simple majority of voting rights held by the shareholders (including their proxies) attending the sShareholders' gGeneral mMeeting.</p> <p>Special resolutions shall be approved by not less than two-thirds of voting rights held by the shareholders (including their proxies) attending the sShareholders' gGeneral mMeeting.</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 48 The following matters shall be resolved by way of an ordinary resolution at the shareholders' general meeting:</p> <p>(1) work reports by the Board of Directors and the Board of Supervisors;</p> <p>(2) profit distribution plans and loss recovery plans as proposed by the Board of Directors;</p> <p>(3) appointment or removal, remuneration and method of payment for the members of the Board of Directors and the Board of Supervisors;</p> <p>(4) reports regarding the Bank's annual financial budget, final accounts, balance sheet, income statement and other financial statements;</p> <p>(5) consideration of changes in the use of proceeds;</p> <p>(6) appointment and dismissal of an accounting firm;</p> <p>(7) any other matters not required by the laws, administrative regulations, departmental rules, regulatory documents, the Listing Rules or the Articles of Association of the Bank to be resolved by way of a special resolution.</p>	<p>Article 48 Article 62 The following matters shall be resolved by way of an ordinary resolution at the sShareholders' gGeneral mMeeting:</p> <p><u>(1) consideration and approval of the rules of procedure of the Shareholders' General Meeting, the Board of Directors and the Board of Supervisors of the Bank;</u></p> <p><u>(2) appointment and removal of directors, shareholder supervisors and external supervisors, and remuneration of the relevant directors and supervisors;</u></p> <p>(1) work reports by the Board of Directors and the Board of Supervisors;</p> <p>(2) profit distribution plans and loss recovery plans as proposed by the Board of Directors;</p> <p>(3) appointment or removal, remuneration and method of payment for the members of the Board of Directors and the Board of Supervisors;</p> <p><u>(4) reports regarding the Bank's annual financial budget, final accounts, balance sheet, income statement and other financial statements;</u></p> <p><u>(3) work reports of the Board of Directors;</u></p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
	<p>(5) consideration of changes in the use of proceeds;</p> <p><u>(4) work reports of the Board of Supervisors;</u></p> <p>(6) appointment and dismissal of an accounting firm;</p> <p>(7) any other matters not required by the laws, administrative regulations, departmental rules, regulatory documents, the Listing Rules or the Articles of Association of the Bank to be resolved by way of a special resolution.</p> <p><u>(5) operational objectives and investment proposals of the Bank;</u></p> <p><u>(6) the Bank's annual financial budget plans, final account plans, balance sheet, income statement and other financial statements;</u></p> <p><u>(7) profit distribution plans and loss recovery plans of the Bank;</u></p> <p><u>(8) resolutions on appointment and dismissal of accounting firms which regularly perform statutory audit for the Bank's financial reports;</u></p> <p><u>(9) matters not required by the laws and regulations or the Articles of Association of the Bank to be approved by special resolutions or be subject to unanimous approval.</u></p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 49 The following matters shall be resolved by way of a special resolution at the shareholders' general meeting:</p> <p>(1) an increase or reduction of the share capital of the Bank and the issuance of any class of shares, warrants and other similar securities;</p> <p>(2) the division, merger, dissolution, liquidation or any other change in the corporate form of the Bank;</p> <p>(3) amendments to the Articles of Association of the Bank;</p> <p>(4) share incentive plans;</p> <p>(5) repurchase of the Bank's shares;</p> <p>(6) issuance of bonds or listing;</p> <p>(7) any other matters which are required by the laws, administrative regulations, departmental rules, regulatory documents, the Listing Rules and the Articles of Association of the Bank to be adopted by a special resolution, and any matter decided by the shareholders' general meeting by way of an ordinary resolution to have a material effect on the Bank and be adopted by a special resolution.</p>	<p>Article 49 Article 63 The following matters shall be resolved by way of a special resolution at the sShareholders' gGeneral mMeeting:</p> <p>(1) an increase or reduction of the share capital registered capital of the Bank and the issuance of any class of shares, warrants and other similar securities;</p> <p>(6)(2) issuance of corporate bonds or company listing;</p> <p>(4)(3) consideration and approval of proposal of share incentive plans;</p> <p>(5)(4) repurchase of the Bank's shares;</p> <p>(2)(5) the division, merger, dissolution, liquidation or any other change in the corporate form of the Bank;</p> <p>(3)(6) amendments to the Articles of Association of the Bank;</p> <p>(7) removal of independent directors;</p> <p>(7)(8) any other matters which are required by the laws, administrative—regulations, regulatory provisions and the Articles of Association of the Bank to be adopted by a special resolution, and any matter decided by the sShareholders' gGeneral mMeeting by way of an ordinary resolution to have a material effect on the Bank and be adopted by a special resolution.</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
Addition	<u>Article 64 Resolutions of the Shareholders' General Meeting shall specify the number of shareholders (their proxies) attending the meeting, the number of voting rights held by them and the proportion to the total voting rights of the Bank, the voting method and the voting outcome of each proposal.</u>
Article 46 Resolutions adopted at the shareholders' general meeting shall be announced in a timely manner in accordance with the requirements of the regulatory authority. The announcement shall specify the number of shareholders and proxies attending the meeting, the total number of shares with voting rights held by them and the proportion to the total number of shares with voting rights of the Bank, the voting method, the voting outcome of each proposal and the details of each adopted resolution.	Article 59 <u>Article 65</u> Resolutions adopted at the sShareholders' gGeneral mMeeting shall be announced in a timely manner in accordance with the requirements of the regulatory authority laws and regulations . The announcement shall specify the number of shareholders and proxies attending the meeting, the total number of shares with voting rights held by them and the proportion to the total number of shares with voting rights of the Bank, <u>as well as</u> the voting method, <u>and</u> the voting outcome of each proposal and the details of each adopted resolution . <u>Where any proposal made by shareholders is resolved, the names and shareholdings of the shareholders and contents of the proposal shall be specified.</u>
Article 53 The convener shall ensure that the shareholders' general meeting does not end until final resolutions have been concluded. In the event that the shareholders' general meeting is adjourned or resolutions cannot be reached due to force majeure or other special circumstances, necessary measures shall be taken to reconvene the meeting as soon as possible or conclude the meeting directly and an announcement shall be published in a timely manner.	Article 53 <u>Article 66</u> The convener shall ensure that the sShareholders' gGeneral mMeeting does not end until final resolutions have been concluded. In the event that the sShareholders' gGeneral mMeeting is adjourned or resolutions cannot be reached due to force majeure or other special circumstances, necessary measures shall be taken to reconvene the meeting as soon as possible or conclude the meeting directly and an announcement shall be published in a timely manner.

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 55 The Bank shall implement any plans of cash distribution, issuance of bonus shares or increase of share capital by capitalization adopted at a shareholders' general meeting within two months after the conclusion of such shareholders' general meeting.</p>	<p>Article 55 Article 67 The Bank shall implement any plans of cash distribution, issuance of bonus shares or increase of share capital by capitalization adopted at a sShareholders' gGeneral mMeeting within two months after the conclusion of such sShareholders' gGeneral mMeeting.</p>
<p>Article 56 If a resolution of the shareholders' general meeting of the Bank violates laws or administrative regulations, the resolution shall be invalid.</p> <p>If the procedure for convening a shareholders' general meeting or the method of voting violates laws, administrative regulations or the Articles of Association of the Bank, or the contents of a resolution violate the Articles of Association of the Bank, shareholders shall have the right to request a court to rescind the resolution within sixty days from the date on which the resolution is adopted.</p> <p>Where a shareholder institutes legal proceedings in accordance with the preceding paragraph, the Bank may request the court to demand that the shareholder provides corresponding guarantees.</p> <p>If the Bank has completed the modification of registration according to the resolution of the shareholders' general meeting, after the court declares the resolution invalid or rescinds the resolution, an application for rescinding the modification of registration shall be made to the company registration authority by the Bank.</p>	<p>Article 56 Article 68 If a resolution of the sShareholders' gGeneral mMeeting of the Bank violates laws, or administrative regulations or regulatory provisions, the resolution shall be invalid.</p> <p>If the contents of a resolution of the procedure for convening a sShareholders' gGeneral mMeeting or the method of voting violates laws, administrative regulations or the Articles of Association of the Bank, or the contents of a resolution violate the Articles of Association of the Bank, shareholders shall have the right to request a people's court to rescind the resolution within sixty days from the date on which the resolution is adopted.</p> <p>Where a shareholder institutes legal proceedings in accordance with the preceding paragraph, the Bank may request the court to demand that the shareholder provides corresponding guarantees.</p> <p>If the Bank has completed the modification of registration according to the resolution of the shareholders' general meeting, after the court declares the resolution invalid or rescinds the resolution, an application for rescinding the modification of registration shall be made to the company registration authority by the Bank.</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
Addition of chapter number	Chapter 11 Special Procedures for Voting by a Certain Class of Shareholders
Addition	<p><u>Article 69 Shareholders holding different classes of shares shall be “class shareholders”.</u></p> <p><u>Class shareholders are entitled to rights and are subject to the obligations pursuant to the laws, regulations and the Articles of Association of the Bank.</u></p> <p><u>Class shareholders within the Bank shall enjoy equal rights to receive dividends or other forms of distributions.</u></p>
<p>Article 57 If the Bank proposes to change or nullify certain rights of certain class(es) of shareholders, such proposal shall be passed by a special resolution at the shareholders' general meeting and passed at the shareholder meetings convened according to Articles 59 to 63 of these Rules for the affected class(es) of shareholders, respectively, before such proposal progresses.</p>	<p>Article 57 Article 70 If the Bank proposes to change or nullify certain rights of certain class(es) of shareholders, such proposal should be passed by a special resolution at the sShareholders' gGeneral mMeeting and passed at the shareholder meetings convened according to Articles 59<u>72</u> to 63<u>76</u> of these Rules for the affected class(es) of shareholders, respectively, before such proposal progresses.</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 58 The rights of a certain class of shareholders shall be deemed to be changed or nullified in the following circumstances:</p> <p>(1) to increase or reduce the quantity of shares of that class, or increase or reduce the quantity of shares of other classes which enjoy the same or more voting rights, distribution rights or other privileges as the shares of that class;</p> <p>(2) to convert whole or part of the shares of that class into other class(es), convert whole or part of the shares of other class(es) into that class, or grant such conversion rights;</p> <p>(3) to nullify or reduce rights of accrued dividends or cumulative dividends attaching to that class of shares;</p> <p>(4) to reduce or nullify the privileged rights of that class of shares to acquire dividends or obtain distribution of assets during liquidation of the Bank;</p> <p>(5) to increase, nullify or reduce the conversion, option, voting, transfer or privileged allotment rights of that class of shares or the rights of such class of shares to obtain securities issued by the Bank;</p> <p>(6) to nullify or reduce the rights of that class of shares to receive amounts payable by the Bank in a particular currency;</p> <p>(7) to establish new class(es) of shares which enjoy the same or more voting rights, distribution rights or other privileges as compared with that class of shares;</p>	<p>Article 58 Article 71 The rights of a certain class of shareholders shall be deemed to be changed or nullified in the following circumstances:</p> <p>(1) to increase or reduce the quantity of shares of that class, or increase or reduce the quantity of shares of other classes which enjoy the same or more voting rights, distribution rights or other privileges as the shares of that class;</p> <p>(2) to convert whole or part of the shares of that class into other class(es), convert whole or part of the shares of other class(es) into that class, or grant such conversion rights;</p> <p>(3) to nullify or reduce rights of accrued dividends or cumulative dividends attaching to that class of shares;</p> <p>(4) to reduce or nullify the privileged rights of that class of shares to acquire dividends or obtain distribution of assets during liquidation of the Bank;</p> <p>(5) to increase, nullify or reduce the conversion, option, voting, transfer or privileged allotment rights of that class of shares or the rights of such class of shares to obtain securities issued by the Bank;</p> <p>(6) to nullify or reduce the rights of that class of shares to receive amounts payable by the Bank in a particular currency;</p> <p>(7) to establish new class(es) of shares which enjoy the same or more voting rights, distribution rights or other privileges as compared with that class of shares;</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>(8) to restrict the transfer and ownership of that class of shares, or increase such restrictions;</p> <p>(9) to grant the share subscription options or share conversion options of that or another class of shares;</p> <p>(10) to increase the rights or privileges of other class(es) of shares;</p> <p>(11) to implement any restructuring scheme of the Bank that may result in the assumption of disproportionate responsibilities by different classes of shareholders during the restructuring;</p> <p>(12) to revise or nullify the provisions in this section.</p>	<p>(8) to restrict the transfer and ownership of that class of shares, or increase such restrictions;</p> <p>(9) to grant the share subscription options or share conversion options of that or another class of shares;</p> <p>(10) to increase the rights or privileges of other class(es) of shares;</p> <p>(11) to implement any restructuring scheme of the Bank that may result in the assumption of disproportionate responsibilities by different classes of shareholders during the restructuring;</p> <p>(12) to revise or nullify the provisions in this section <u>chapter</u>.</p> <p><u>Upon approval by the banking regulatory authorities and securities regulatory authorities under the State Council, the shareholders of the Bank may transfer their unlisted shares to overseas investors or convert them into foreign shares and list them abroad for trading. The listing and trading of the above shares on the overseas stock exchange shall comply with the regulatory procedures, rules and requirements of the overseas securities market. The listing and trading on any overseas stock exchange of the above shares shall not be deemed to change or nullify the rights of a certain class of shareholders and shall not require the voting of the class shareholders' general meeting.</u></p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 59 The affected class of shareholders, whether or not they originally have voting rights at the shareholders' general meeting, shall be entitled to vote on the matters concerning items (2) to (8) and (11) to (12) of Article 58 of these Rules at the meeting for such class of shareholders, but shareholders with conflict of interests therein shall have no voting rights at the meeting for such class of shareholders.</p> <p>The shareholders with conflict of interests mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>(1) if the Bank has made a repurchase tender offer to all shareholders in the same proportion in accordance with Article 33 of the Articles of Association of the Bank or has repurchased its own shares through public transaction on a stock exchange, "shareholders with conflict of interests" shall mean the controlling shareholders defined in the Article 319 of the Articles of Association of the Bank;</p> <p>(2) if the Bank has repurchased shares under an off-market agreement in accordance with Article 33 of the Articles of Association of the Bank, "shareholders with conflict of interests" shall mean shareholders who are connected with the aforementioned agreement;</p> <p>(3) under a restructuring scheme of the Bank, "shareholders with conflict of interests" shall mean shareholders who assume liability in a lower proportion than other shareholders of the same class, or those who own different interests as compared with other shareholders of the same class.</p>	<p>Article 59 Article 72 The affected class of shareholders, whether or not they originally have voting rights at the sShareholders' gGeneral mMeeting, shall be entitled to vote on the matters concerning items (2) to (8) and (11) to (12) of Article 58-71 at the meeting for such class of shareholders, but shareholders with conflict of interests therein shall have no voting rights at the meeting for such class of shareholders.</p> <p>The shareholders with conflict of interests mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>(1) if the Bank has made a repurchase tender offer to all shareholders in the same proportion in accordance with Article 33-36 of the Articles of Association of the Bank or has repurchased its own shares through public transaction on a stock exchange, "shareholders with conflict of interests" shall mean the controlling shareholders defined in the Article 319-83 of the Articles of Association of the Bank;</p> <p>(2) if the Bank has repurchased shares under an off-market agreement in accordance with Article 33-36 of the Articles of Association of the Bank, "shareholders with conflict of interests" shall mean shareholders who are connected with the aforementioned agreement;</p> <p>(3) under a restructuring scheme of the Bank, "shareholders with conflict of interests" shall mean shareholders who assume liability in a lower proportion than other shareholders of the same class, or those who own different interests as compared with other shareholders of the same class.</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 16 When convening a meeting for a certain class of shareholders, the Bank shall, forty-five days prior to the date of the meeting, issue a written notice to all shareholders in the relevant class whose names appear on the register of shareholders, stating the matters to be considered at the meeting and the time and venue of the meeting. Shareholders who intend to attend the meeting shall deliver a written response to the Bank twenty days before the meeting is convened.</p>	<p>Article 16 Article 73 When convening a meeting for a certain class of shareholders, the Bank shall, forty-five days prior to the date of the meeting with reference to the notice period requirement for convening a Shareholders' General Meeting in the Articles of Association of the Bank, issue a written notice to all shareholders in the relevant class whose names appear on the register of shareholders, stating the matters to be considered at the meeting and the time and venue of the meeting. Shareholders who intend to attend the meeting shall deliver a written response to the Bank twenty days before the meeting is convened.</p>
<p>Article 17 The Bank shall calculate the number of voting shares held by shareholders who wish to attend the meeting based on the written replies received twenty days before the shareholders' general meeting that is convened by the Bank. Where the proportion of voting shares held by shareholders who wish to attend the meeting is equal to or more than half of the total voting shares of the Bank, the Bank may convene the shareholders' general meeting. If this threshold is not met, the Bank shall inform the shareholders within five days via an announcement stipulating the matters to be considered and the date and venue of the meeting. Once this announcement is made, the Bank may then proceed to convene the shareholders' general meeting.</p>	<p>Article 17 The Bank shall calculate the number of voting shares held by shareholders who wish to attend the meeting based on the written replies received twenty days before the shareholders' general meeting that is convened by the Bank. Where the proportion of voting shares held by shareholders who wish to attend the meeting is equal to or more than half of the total voting shares of the Bank, the Bank may convene the shareholders' general meeting. If this threshold is not met, the Bank shall inform the shareholders within five days via an announcement stipulating the matters to be considered and the date and venue of the meeting. Once this announcement is made, the Bank may then proceed to convene the shareholders' general meeting.</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 62 The notice of a meeting for a certain class of shareholders only needs to be delivered to the shareholders entitled to vote at that meeting.</p> <p>Unless required otherwise by the Articles of Association of the Bank, the procedure for convening a meeting for a certain class of shareholders shall be the same as the procedure for the shareholders' general meeting to the extent practical, and the provisions in these Rules relating to the procedure to convene a shareholders' general meeting shall apply to a class shareholder meeting.</p>	<p>Article 62 Article 74 The notice of a meeting for a certain class of shareholders only needs to be delivered to the shareholders entitled to vote at that meeting.</p> <p>Unless required otherwise by the Articles of Association of the Bank, tThe procedure for convening a meeting for a certain class of shareholders shall be the same as the procedure for the sShareholders' gGeneral mMeeting to the extent practical, and the provisions in these Rules relating to the procedure to convene a sShareholders' gGeneral mMeeting shall apply to a class shareholder meeting.</p>
<p>Article 60 A resolution of a class shareholder meeting shall be adopted by above two-thirds of the voting shares represented by shareholders of that class present at the meeting in accordance with Article 59 of these Rules.</p>	<p>Article 60 Article 75 A resolution of a class shareholder meeting shall be adopted by above two-thirds of the voting shares represented by shareholders of that class present at the meeting in accordance with Article 59-72 of these Rules.</p>
<p>Article 63 Apart from other classes of shareholders, the shareholders of domestic shares and overseas-listed foreign shares are deemed to be shareholders of different classes.</p> <p>The special voting procedure at a class shareholder meeting shall not apply in the following cases:</p> <p>(1) upon the approval by way of a special resolution adopted by the shareholders' general meeting, the Bank separately or simultaneously issues domestic shares and overseas-listed foreign shares every twelve (12) months, provided that the amount of each class of shares intended to be issued is not more than 20% of the issued and outstanding shares of the respective class;</p>	<p>Article 63 Article 76 Apart from other classes of shareholders, the shareholders of domestic shares and overseas-listed foreign shares are deemed to be shareholders of different classes.</p> <p>The special voting procedures at a class shareholder meeting shall not apply in the following cases:</p> <p>(1) upon the approval by way of a special resolution adopted by the sShareholders' gGeneral mMeeting, the Bank separately or simultaneously issues domestic shares and overseas-listed foreign shares every twelve (12) months, provided that the amount of each class of shares intended to be issued is not more than 20% of the issued and outstanding shares of the respective class;</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>(2) the Bank's plan on issuing domestic shares and overseas-listed foreign shares at the time of incorporation completed within fifteen (15) months from the date of approval by the securities regulatory authorities;</p> <p>(3) the relevant regulatory authorities such as the banking regulatory authorities and the securities regulatory authorities have given approval for unlisted shares held by shareholders of the Bank to be listed and traded overseas.</p>	<p>(2) the Bank's plan on issuing domestic shares and overseas-listed foreign shares at the time of incorporation completed within fifteen (15) months from the date of approval by the securities regulatory authorities <u>under the State Council</u>;</p> <p>(3) the relevant regulatory authorities such as the banking regulatory authorities and the securities regulatory authorities <u>under the State Council</u> have given approval for unlisted shares held by <u>domestic</u> shareholders of the Bank <u>to be converted into overseas-listed foreign shares, which are then transferred to overseas investors or converted into foreign shares and</u> listed and traded <u>on</u> overseas <u>stock exchanges</u>.</p>
Addition of chapter number	Chapter 12 Minutes
<p>Article 52 Minutes shall be recorded for the shareholders' general meeting, and the Secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information:</p> <p>(1) the time, venue and agenda of the meeting, as well as the name (or corporate name) of the convener;</p> <p>(2) the names of the presider of the meeting, and the directors, supervisors and senior management officers who attend or observe the meeting;</p> <p>(3) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held by them, and the percentage in relation to the total number of the Bank's shares;</p>	<p>Article 52 Article 77 Minutes shall be recorded for the sShareholders' gGeneral mMeeting, and the Secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information:</p> <p>(1) the time, venue and agenda of the meeting, as well as the name (or corporate name) of the convener;</p> <p>(2) the names of the presider of the meeting, and the directors, supervisors and senior management officers who attend or observe the meeting;</p> <p>(3) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held by them, and the percentage in relation to the total number of the Bank's shares;</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>(4) the deliberation process for each resolution, key points of speeches made and voting outcome;</p> <p>(5) any enquiries or suggestions made by shareholders and the corresponding responses or explanation;</p> <p>(6) the names of the lawyer(s), vote counter and scrutineer;</p> <p>(7) any other matters required by the provisions of the Articles of Association of the Bank to be recorded in the minutes.</p>	<p>(4) the deliberation process for each resolution, key points of speeches made and voting outcome;</p> <p>(5) any enquiries or suggestions made by shareholders and the corresponding responses or explanation;</p> <p>(6) the names of the lawyer(s), vote counter and scrutineer;</p> <p>(7) any other matters required by the provisions of the Articles of Association of the Bank to be recorded in the minutes.</p>
<p>Article 50 ...When a shareholders' general meeting is convened, the Bank shall engage lawyer(s) to give legal opinions as to the matters set out below:</p> <p>(1) whether the procedure for convening and holding the meeting is in compliance with the laws, administrative regulations, these Rules and the Articles of Association of the Bank;</p> <p>(2) whether the qualifications of the attendees and convener are legal and valid;</p> <p>(3) whether the voting procedure and voting outcome of the meeting are legal and valid;</p> <p>(4) legal opinions on other relevant issues as requested by the Bank.</p>	<p>Article 50 Article 78 When a sShareholders' gGeneral mMeeting is convened, the Bank shall engage lawyer(s) to give legal opinions as to the matters set out below:</p> <p>(1) whether the procedure for convening and holding the meeting is in compliance with the laws, administrative—regulations, regulatory provisions, these Rules and the Articles of Association of the Bank;</p> <p>(2) whether the qualifications of the attendees and convener are legal and valid;</p> <p>(3) whether the voting procedure and voting outcome of the meeting are legal and valid;</p> <p>(4) legal opinions on other relevant issues as requested by the Bank.</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 52 ...The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, Secretary to the Board of Directors, convener or their representatives and the presider of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney and valid information regarding voting circumstances shall be filed and kept by the Bank for at least ten years.</p>	<p>Article 79 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, Secretary to the Board of Directors, convener or their representatives and the presider of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney and valid information regarding voting circumstances shall be filed and kept by the Bank permanently for at least ten years.</p>
<p>Addition</p>	<p>Article 80 <u>The minutes, resolutions and other documents of the Shareholders' General Meeting shall be submitted by the Board of Directors of the Bank to the banking regulatory authorities under the State Council in a timely manner.</u></p>
<p>Addition of chapter number</p>	<p>Chapter 13 <u>Extraordinary General Meeting Convened by Independent Directors, Board of Supervisors, Shareholders</u></p>
<p>Article 8 Half or more than half of the independent directors are entitled to propose to the Board of Directors that an extraordinary general meeting be convened (if there are only two independent directors, then the two independent directors unanimously propose to convene), and shall submit the proposal in writing. The Board of Directors shall, within ten days of receiving the proposal, provide written feedback stating whether it agrees on or objects to the proposal in accordance with the laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association of the Bank.</p> <p>The Board of Directors shall issue notice of a shareholders' general meeting within five days of resolution of the Board of Directors upon agreeing to convene an extraordinary general meeting. Where the Board of Directors objects to convene an extraordinary general meeting, it shall provide reasons.</p>	<p>Article 8 Article 81 Half or more than half of the independent directors are entitled to propose to the Board of Directors that an extraordinary general meeting be convened (if there are only two independent directors, then the two independent directors unanimously propose to convene), and shall submit the proposal in writing. The Board of Directors shall, within ten days of receiving the proposal, provide written feedback stating whether it agrees on or objects to the proposal in accordance with the laws, administrative <u>regulatory provisions</u> departmental rules, regulatory documents and the Articles of Association of the Bank.</p> <p>The Board of Directors shall issue notice of a sShareholders' mGeneral mMeeting within five days of resolution of the Board of Directors upon agreeing to convene an extraordinary general meeting. Where the Board of Directors objects to convene an extraordinary general meeting, it shall provide reasons.</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 9 The Board of Supervisors or half or more of external supervisors are entitled to propose for convening an extraordinary general meeting (in the event of only two external supervisors, the two external supervisors unanimously propose for convening such meeting) to the Board of Directors, and shall submit the proposal in writing. The Board of Directors shall grant feedback in writing of agreement or disagreement within ten days subsequent to the receipt of the proposal in accordance with the laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association of the Bank.</p> <p>The Board of Directors shall give notice of a shareholders' general meeting within five days subsequent to resolution of the Board of Directors upon agreeing to convene an extraordinary general meeting and shall obtain consent of the Board of Supervisors on any alteration to the original proposal in the notice.</p> <p>If the Board of Directors disagrees with convening an extraordinary general meeting or does not grant feedback in writing within ten days subsequent to the receipt of the proposal, it shall be deemed as unable to perform or have not performed its duties of convening shareholders' general meetings, and the Board of Supervisors may convene and preside over a meeting by itself.</p>	<p>Article 9 Article 82 The Board of Supervisors or half or more of external supervisors are entitled to propose for convening an extraordinary general meeting (in the event of only two external supervisors, the two external supervisors unanimously propose for convening such meeting) to the Board of Directors, and shall submit the proposal in writing. The Board of Directors shall grant feedback in writing of agreement or disagreement within ten days subsequent to the receipt of the proposal in accordance with the laws, administrative regulations, regulatory provisions departmental rules, regulatory documents and the Articles of Association of the Bank.</p> <p>The Board of Directors shall give notice of a sShareholders' gGeneral mMeeting within five days subsequent to resolution of the Board of Directors upon agreeing to convene an extraordinary general meeting and shall obtain consent of the Board of Supervisors on any alteration to the original proposal in the notice.</p> <p>If the Board of Directors disagrees with convening an extraordinary general meeting or does not grant feedback in writing within ten days subsequent to the receipt of the proposal, it shall be deemed as unable to perform or have not performed its duties of convening sShareholders' gGeneral mMeetings, and the Board of Supervisors may convene and preside over a meeting by itself.</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 10 Shareholders individually or in aggregate holding 10% or more of the Bank's voting shares have the right to request that the Board of Directors convene an extraordinary general meeting or a class shareholder meeting, and such requests should be made in writing and state the topics of meeting. The Board of Directors shall grant feedback in writing of whether to convene the extraordinary general meeting or class shareholder meeting within ten days from the receiving date of such request in accordance with the laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association of the Bank. The above-mentioned shareholding is based on shareholdings of shareholders on the date such request is proposed in writing.</p> <p>The Board of Directors shall give notice of a shareholders' general meeting or a class shareholder meeting within five days from adoption of the resolution of the Board of Directors upon agreeing to convene an extraordinary general meeting or a class shareholder meeting, and shall obtain the consent of the relevant shareholders in relation to any change to the original proposals stated in the notice.</p>	<p>Article 10 Article 83 Shareholders individually or in aggregate holding 10% or more of the Bank's voting shares have the right to request that the Board of Directors convene an extraordinary general meeting or a class shareholder meeting, and such requests should be made in writing and state the topics of meeting. The Board of Directors shall grant feedback in writing of whether to convene the extraordinary general meeting or class shareholder meeting within ten days from the receiving date of such request in accordance with the laws, administrative—regulations, regulatory provisions departmental rules, regulatory documents and the Articles of Association of the Bank. The above-mentioned shareholding is based on shareholdings of shareholders on the date such request is proposed in writing.</p> <p>The Board of Directors shall give notice of a sShareholders' gGeneral mMeeting or a class shareholder meeting within five days from adoption of the resolution of the Board of Directors upon agreeing to convene an extraordinary general meeting or a class shareholder meeting, and shall obtain the consent of the relevant shareholders in relation to any change to the original proposals stated in the notice.</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>If the Board of Directors decides against the convening of an extraordinary general meeting or a class shareholder meeting, or the Board of Directors fails to grant feedback within ten days from receiving the proposal, shareholders individually or in aggregate holding 10% or more of the Bank's voting shares are entitled to propose to the Board of Supervisors for convening an extraordinary general meeting or a class shareholder meeting, and shall send a request to the Board of Supervisor in writing.</p> <p>Where the Board of Supervisors agrees to convene an extraordinary general meeting or a class shareholder meeting, it shall give notice of a shareholders' general meeting or a class shareholder meeting within five days of receiving the request, and shall obtain the consent of the relevant shareholders in relation to any change to the original proposals stated in the notice.</p> <p>If the Board of Supervisors fails to issue the notice of the shareholders' general meeting or class shareholder meeting within the prescribed period, the Board of Supervisors will be deemed not to convene or preside over the shareholders' general meeting or class shareholder meeting and such a meeting may be convened and presided over by shareholders who individually or in aggregate, for at least ninety consecutive days, hold 10% or more of the Bank's voting shares (hereinafter referred to as the "Convening Shareholders").</p>	<p>If the Board of Directors decides against the convening of an extraordinary general meeting or a class shareholder meeting, or the Board of Directors fails to grant feedback within ten days from receiving the proposal, shareholders individually or in aggregate holding 10% or more of the Bank's voting shares are entitled to propose to the Board of Supervisors for convening an extraordinary general meeting or a class shareholder meeting, and shall send a request to the Board of Supervisors in writing.</p> <p>Where the Board of Supervisors agrees to convene an extraordinary general meeting or a class shareholder meeting, it shall give notice of a sShareholders' gGeneral mMeeting or a class shareholder meeting within five days of receiving the request, and shall obtain the consent of the relevant shareholders in relation to any change to the original proposals stated in the notice.</p> <p>If the Board of Supervisors fails to issue the notice of the sShareholders' gGeneral mMeeting or class shareholder meeting within the prescribed period, the Board of Supervisors will be deemed not to convene or preside over the sShareholders' gGeneral mMeeting or class shareholder meeting and such a meeting may be convened and presided over by shareholders who individually or in aggregate, for at least ninety consecutive days, hold 10% or more of the Bank's voting shares (hereinafter referred to as the "Convening Shareholders").</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 11 If either the Board of Supervisors or shareholders propose to convene a shareholders' general meeting on their own initiatives, the Board of Directors shall be informed in writing.</p> <p>The shareholding proportion of the Convening Shareholders before making resolutions in the shareholders' general meeting shall not be less than one-tenth.</p> <p>The Convening Shareholders shall submit the relevant evidentiary materials to the banking regulatory authorities or other regulatory authorities where the Bank is located when the Convening Shareholders issue the notice of shareholders' general meeting and the announcement of the resolutions passed at the shareholders' general meeting.</p>	<p>Article 11 Article 84 If either the Board of Supervisors or shareholders propose to convene a <u>sShareholders' gGeneral mMeeting</u> on their own initiatives, the Board of Directors shall be informed in writing.</p> <p>The shareholding proportion of the Convening Shareholders before making resolutions in the <u>sShareholders' gGeneral mMeeting</u> shall not be less than one-tenth.</p> <p>The Convening Shareholders shall submit the relevant evidentiary materials to the banking regulatory authorities or other regulatory authorities where the Bank is located when the Convening Shareholders issue the notice of <u>sShareholders' gGeneral mMeeting</u> and the announcement of the resolutions passed at the <u>sShareholders' gGeneral mMeeting</u>.</p>
<p>Addition</p>	<p><u>Article 85 If the Board of Supervisors or the shareholders convene an extraordinary general meeting on their own initiatives, a notice of meeting shall be issued for convening the extraordinary general meeting. The contents of the meeting notice shall meet the following requirements:</u></p> <p><u>(1) No new contents shall be added to the proposals, otherwise the proposing shareholders shall re-submit a request to the Board of Directors to convene a Shareholders' General Meeting in accordance with the procedures stipulated in these Rules of Procedure;</u></p> <p><u>(2) The venue of the meeting shall be the domicile of the Bank.</u></p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 12 With respect to a shareholders' general meeting convened by the Board of Supervisors or the shareholders on their own, the Board of Directors and the Secretary to the Board of Directors shall cooperate. The Board of Directors shall offer the register of shareholders as at the shareholding registration date.</p> <p>If the Board of Directors fails to provide the register of shareholders, the conveners may apply to the securities registration and clearing institution for the register of shareholders, taking with them the announcement regarding the notice convening the shareholders' general meeting. The register of shareholders provided to the conveners shall only be used for the shareholders' general meeting and shall not be used for other purposes.</p>	<p>Article 12 Article 86 With respect to a sShareholders' gGeneral mMeeting convened by the Board of Supervisors or the shareholders on their own, the Board of Directors and the Secretary to the Board of Directors shall cooperate. The Board of Directors shall offer the register of shareholders as at the shareholding registration date.</p> <p>If the Board of Directors fails to provide the register of shareholders, the conveners may apply to the securities registration and clearing institution for the register of shareholders, taking with them the announcement regarding the notice convening the sShareholders' gGeneral mMeeting. The register of shareholders provided to the conveners shall only be used for the sShareholders' gGeneral mMeeting and shall not be used for other purposes.</p>
<p>Addition</p>	<p><u>Article 87 With respect to an extraordinary general meeting convened by the Board of Supervisors or the shareholders on their own initiatives, the procedures for convening a meeting shall meet the following requirements:</u></p> <p><u>(1) Directors and supervisors shall attend the meeting and the Secretary to the Board of Directors must attend the meeting;</u></p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
	<p><u>(2) The chairman of the Board of Directors shall preside over the meeting, and in the event that the chairman is unable to perform his/her duties for some reason, the chairman shall designate another director to preside over the meeting. If the chairman is unable to preside over the meeting and no other director is appointed, a director nominated by more than one half of the directors shall preside over the meeting. If the Board of Directors fails to designate a director to preside over the Shareholders' General Meeting, the meeting shall be presided over by the proposing shareholder;</u></p> <p><u>(3) The Board of Directors shall engage witnessing lawyer(s) to issue legal opinions in accordance with Article 78 hereof;</u></p> <p><u>(4) The convening procedures shall comply with the laws, regulations, regulatory provisions, the Articles of Association of the Bank and these Rules of Procedure.</u></p>
<p>Article 13 Necessary costs arising out of a shareholders' general meeting convened by the Board of Supervisors or the shareholders on their own shall be borne by the Bank.</p>	<p>Article 13 Article 88 Necessary costs arising out of a sShareholders' gGeneral mMeeting convened by the Board of Supervisors or the shareholders on their own shall be borne by the Bank.</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
Addition of chapter number	Chapter 14 Implementation of Resolutions of Meetings
<p>Article 51 The Board of Directors shall be responsible for organizing and implementing the resolutions passed at the shareholders' general meetings, and instruct the senior management of the Bank to undertake the specific implementation in accordance with the contents of the resolutions and duties of different parties. The matters required by the resolutions of the shareholders' general meeting to be implemented by the Board of Supervisors shall be directly organized and implemented by the chairman of the Board of Supervisors.</p>	<p>Article 51 Article 89 The Board of Directors shall be responsible for organizing and implementing the resolutions passed at the sShareholders' mGeneral mMeetings, and instruct the senior management of the Bankpresident to undertake the specific implementation in accordance with the contents of the resolutions and duties of different parties. The matters required by the resolutions of the sShareholders' mGeneral mMeeting to be implemented by the Board of Supervisors shall be directly organized and implemented by the chairman of the Board of Supervisors.</p>
Addition	<p>Article 90 <u>The president shall report to the Board of Directors on the implementation of resolutions, and the Board of Directors shall report to the Shareholders' General Meeting. The chairman of the Board of Supervisors shall report to the Shareholders' General Meeting on matters involving the implementation by the Board of Supervisors. The Board of Supervisors may also report to the Board of Directors first when it deems necessary.</u></p>
Addition of chapter number	Chapter 15 Supplementary Provisions
<p>Article 64 Unless otherwise specified, terms used herein shall have the same meanings ascribed to them in the Articles of Association of the Bank.</p>	<p>Article 64 Article 91 Unless otherwise specified, terms used herein shall have the same meanings ascribed to them in the Articles of Association of the Bank.</p>
<p>Article 65 References to "above", "within" and "below" in these Rules shall include the actual given figures, while references to "under", "beyond", "less than" and "exceed" shall exclude such actual given figures.</p>	<p>Article 65 Article 92 References to "above", "within" and "below" in these Rules shall include the actual given figures, while references to "under", "beyond", "less than" and "exceed" shall exclude such actual given figures.</p>

Existing Provisions of Rules of Procedure of the Shareholders' General Meetings	Amended Provisions of Rules of Procedure of the Shareholders' General Meetings
<p>Article 66 In the event of any inconsistency between these Rules and the laws, administrative regulations, departmental rules and regulatory documents, the Listing Rules and the Articles of Association of the Bank, the laws, administrative regulations, departmental rules and regulatory documents, the Listing Rules and the Articles of Association of the Bank shall prevail.</p>	<p>Article 66 In the event of any inconsistency between these Rules and the laws, administrative regulations, departmental rules and regulatory documents, the Listing Rules and the Articles of Association of the Bank, the laws, administrative regulations, departmental rules and regulatory documents, the Listing Rules and the Articles of Association of the Bank shall prevail.</p>
<p>Article 67 These Rules were formulated by the Board of Directors. After approval by the shareholders' general meeting, these Rules shall become effective from the trading date of the H-shares of the Bank publicly offered on the Hong Kong Stock Exchange. Amendments to these Rules shall also be submitted by the Board of Directors to the shareholders' general meeting for approval.</p>	<p>Article 67 Article 93 These Rules of <u>Procedure</u> were formulated by the Board of Directors. After approval by the shareholders' general meeting, these Rules and shall become effective <u>after approval by the Shareholders' General Meeting</u> from the trading date of <u>issue</u> the H-shares of the Bank publicly offered on the Hong Kong Stock Exchange. The original Rules of Procedure of the Shareholders' General Meeting of Bank of Tianjin Co., Ltd. (Tian Yin Dong [2016] No. 005) shall be abolished on the same day. Amendments to these Rules of <u>Procedure</u> shall also be <u>proposed submitted</u> by the Board of Directors to the sShareholders' gGeneral mMeeting for approval, <u>and shall become effective from the date of issue.</u></p>
<p>Article 68 These Rules shall be construed by the Board of Directors of the Bank.</p>	<p>Article 68 Article 94 These Rules shall be construed by the Board of Directors of the Bank.</p>

The English version of the amendments to the Rules of Procedure of the Shareholders' General Meeting is for reference only. In the event of any discrepancies between the English and the Chinese versions, the Chinese version shall prevail.

Details of the Proposed Amendments to the Rules of Procedure of the Board of Directors are as follows (deletions are shown by way of strikethrough and additions are highlighted with underline):

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Addition of contents	<u>Chapter 1 General Provisions</u> <u>Chapter 2 Composition and Powers of the Board of Directors</u> <u>Chapter 3 Type of Meetings</u> <u>Chapter 4 Agenda of Meetings</u> <u>Chapter 5 Form of Meetings</u> <u>Chapter 6 Notice of Meetings</u> <u>Chapter 7 Attendance of Meetings</u> <u>Chapter 8 Convening of Meetings</u> <u>Chapter 9 Proceedings and Voting</u> <u>Chapter 10 Resolution of Meetings</u> <u>Chapter 11 Minutes</u> <u>Chapter 12 Supplementary Provisions</u>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Addition of chapter number	Chapter 1 General Provisions
<p>Article 1 For the purpose of clarifying the terms of reference of the Board of Directors and its members of Bank of Tianjin Co., Ltd. (hereinafter referred to as the “Company”) and further regulating the rules of procedure and voting procedures of the Board of Directors of the Company to procure the directors and the Board of Directors to perform their supervisory duties effectively and improve the standardized operation and scientific decision-making of the Board of Directors, these Rules are hereby formulated in accordance with the requirements under the Company Law of the People’s Republic of China, the Commercial Banking Law of the People’s Republic of China, the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidelines on Corporate Governance of Commercial Banks, the Guidelines on Due Diligence of the Board of Directors of Joint Stock Commercial Banks (for Trial Implementation), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”) and other relevant laws, regulations and rules, as well as the Articles of Association of Bank of Tianjin Co., Ltd. (hereinafter referred to as the “Articles of Association”) applicable upon the issuance of H shares.</p>	<p>Article 1 For the purpose of <u>clarifying further regulating the terms of reference operation</u> of the Board of Directors (<u>hereinafter referred to as the “Board of Directors”</u>) and its members of Bank of Tianjin Co., Ltd. (hereinafter referred to as the <u>“Company Bank”</u>) and further regulating the rules of procedure and voting procedures of the Board of Directors of the Company to procure the directors and the Board of Directors to perform their supervisory duties effectively <u>to effectively give play to the decision-making and supervisory functions of the Board of Directors, and improve the standardized operation and scientific decision-making the working efficiency</u> of the Board of Directors, <u>ensure the legality of the proceedings and voting of the meetings of the Board of Directors and safeguard the safety and stable operations of the Bank,</u> these Rules of <u>Procedure</u> are hereby formulated in accordance with the requirements under the Company Law of the People’s Republic of China (<u>hereinafter referred to as the “Company Law”</u>), the Commercial Banking Law of the People’s Republic of China, the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidelines on Corporate Governance of Commercial Banks, the Guidelines on Due Diligence of the Board of Directors of Joint Stock Commercial Banks (for Trial Implementation), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (<u>hereinafter referred to as the “Listing Rules”</u>), <u>the Corporate Governance Standards for Banking and Insurance Institutions</u> and other relevant laws, regulations and <u>regulatory provisions rules</u>, as well as the Articles of Association of Bank of Tianjin Co., Ltd. (hereinafter referred to as the <u>“Articles of Association of the Bank”</u>) applicable upon the issuance of H shares.</p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>Article 2 The Board of Directors shall be accountable to the shareholders' general meeting, undertake the ultimate responsibility for the operation and management of the Company and exercise its functions and powers in accordance with the laws, administrative regulations, departmental rules, normative documents, the Listing Rules, the Articles of Association and within its functions and powers conferred by the shareholders' general meeting, so as to safeguard the legitimate interests of the stakeholders including the Company, shareholders and depositors.</p>	<p>Article 2 The Board of Directors shall be accountable to the shareholders' general meeting <u>and exercise its functions and powers in accordance with the Company Law and the Articles of Association of the Bank.</u>, undertake the ultimate responsibility for the operation and management of the Company and exercise its functions and powers in accordance with the laws, administrative regulations, departmental rules, normative documents, the Listing Rules, the Articles of Association and within its functions and powers conferred by the shareholders' general meeting, so as to safeguard the legitimate interests of the stakeholders including the Company, shareholders and depositors.</p>
<p>Addition</p>	<p>Article 3 <u>The Board of Directors shall faithfully and diligently perform its duties and powers, ensure that the Bank complies with laws and regulations, regulatory provisions and the Articles of Association of the Bank, effectively safeguard the legitimate interests of shareholders, and pay attention to and safeguard the interests of depositors and other stakeholders. The Board of Directors shall promote the Bank to establish a good and honest corporate culture and value standards.</u></p>
<p>Addition</p>	<p>Article 4 <u>The Board of Directors shall have full access to information, make independent judgments and decisions on the Bank's major affairs, and shall not replace the independent judgments of the Board of Directors with the judgments of the shareholders or senior management.</u></p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Article 3 Board meetings are the principal form of proceedings of the Board of Directors. Attendance of directors at Board meetings as required is the basic performance of duties and powers by a director.	Article 3 Board meetings are the principal form of proceedings of the Board of Directors. Attendance of directors at Board meetings as required is the basic performance of duties and powers by a director.
Addition of chapter number	<u>Chapter 2 Composition and Powers of the Board of Directors</u>
Addition	<u>Article 5 The Board of Directors of the Bank comprises 15 directors, including four executive directors and 11 non-executive directors (five of which are independent directors).</u>
Addition	<u>Article 6 Directors shall abide by laws, regulations, regulatory provisions and the Articles of Association of the Bank, faithfully, honestly and diligently perform their duties, exercise the rights conferred by the Bank, safeguard the interests of the Bank, and bear corresponding responsibilities in accordance with laws. Directors shall exercise their duties and powers through Board meetings.</u>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>Article 4 The Board of Directors shall take ultimate responsibility for the operation and management of the Company and perform the following duties and powers:</p> <p>(1) convene, and report to, shareholders' general meetings;</p> <p>(2) implement resolutions adopted at shareholders' general meetings;</p> <p>(3) make decisions on the Company's business plans and investment plans;</p> <p>(4) formulate the Company's annual financial budgets and final accounts as well as risk-based capital allocation;</p> <p>(5) formulate the Company's proposals on profit distribution and loss recovery plans;</p> <p>(6) formulate proposals on the capital replenishment plans, such as increase or reduction of the Company's registered capital and the issue of bonds and other securities, listing plans, plans of applying capital funds raised, as well as supervise the performance of these proposals, in order to the ensure capital adequacy ratio of the Company comply with regulatory requirement;</p> <p>(7) formulate plans for significant acquisitions, purchase of the Company's shares, or merger, division, dissolution or other change in the form of the Company;</p> <p>(8) decide on material matters (other than daily operation of business of the Company) within the scope authorized at a shareholders' general meeting, including external investments, asset acquisition or sales, pledge of assets, external guarantee, trust management and related party transactions etc.;</p>	<p>Article 4 Article 7 The Board of Directors shall take ultimate responsibility for the operation and management of the Company and shall be the decision-making body of the Bank, which formulates strategies, makes decisions and prevents risks. The Board of Directors <u>performs</u> the following duties and powers:</p> <p>(1) convene, and report to, shareholders' general meetings;</p> <p>(2) implement resolutions adopted at shareholders' general meetings;</p> <p>(3) make decisions on the CompanyBank's business plans and investment plans;</p> <p>(4) formulate the CompanyBank's annual financial budgets and final accounts as well as risk-based capital allocation;</p> <p>(5) formulate the CompanyBank's proposals on profit distribution and loss recovery plans;</p> <p>(6) formulate proposals on the capital replenishment plans, such as increase or reduction of the CompanyBank's registered capital and the issue of bonds and other securities, listing plans, plans of applying capital funds raised, as well as supervise the performance of these proposals, in order to the ensure capital adequacy ratio of the CompanyBank comply with regulatory requirement;</p> <p>(7) formulate plans for significant acquisitions, purchase of the CompanyBank's shares, or merger, division, dissolution or other change in the form of the CompanyBank;</p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>(9) decide on the establishment of the Company's internal management departments;</p> <p>(10) appoint or remove the Company's president and Secretary to the Board of Directors in accordance with the recommendations of the chairman; appoint or remove the members of the Company's senior management, including the vice president and chief financial officer in accordance with the recommendations of the president, and determine their remunerations, rewards and punishment;</p> <p>(11) formulate proposals on the remuneration and subsidies of the directors of the Company;</p> <p>(12) formulate the basic management systems of the Company, decide on the policies on risk management, internal control and compliance of the Company, review and approve the strategy of green credit;</p> <p>(13) formulate amendments to the Articles of Association;</p> <p>(14) approve internal audit rules and audit plans, work plans of the Company;</p> <p>(15) manage or authorize Related Party Transactions Control Committee to manage related party transaction;</p> <p>(16) determine the strategies of operation and development for long and medium term and material business development plans of the Company, as well as supervise their effective implementation;</p>	<p>(8) decide on material matters (other than daily operation of business of the Company) within the scope authorized at a shareholders' general meeting, including external investments, asset acquisition or sales, pledge of assets, external guarantee, trust management and related party transactions etc.; <u>consider and approve matters including external investments, assets acquisition, assets disposal and write-off, pledge of assets, related party transactions and data governance in accordance with laws, regulations, regulatory provisions, these Articles and the relevant authorization systems of the Bank;</u></p> <p>(9) decide on the establishment of the CompanyBank's internal management departments;</p> <p>(10) appoint or remove the CompanyBank's president and Secretary to the Board of Directors in accordance with the recommendations of the chairman; appoint or remove the members of the CompanyBank's senior management, including the vice president and chief financial officer assistant to the president in accordance with the recommendations of the president, and determine their remunerations, rewards and punishment;</p> <p>(11) formulate proposals on the remuneration and subsidies of the directors of the CompanyBank;</p> <p>(12) formulate the basic management systems of the CompanyBank, decide on the policies on risk management, internal control and compliance of the Company, review and approve the strategy of green credit;</p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>(17) to establish the Company’s information disclosure system, to manage the information disclosure matters of the Company, and to assume ultimate responsibility for the truthfulness, completeness, accurateness and timeliness of the Company’s accounting and financial reporting system;</p> <p>(18) propose at a shareholders’ general meeting the engagement, replacement or discontinuance of engagement of an accounting firm of the Company;</p> <p>(19) supervise and evaluate the work performance of the directors and senior management officers of the Company, listen to the work report of the president of the Company and inspect the president’s work;</p> <p>(20) consider any major capital expenditure, contract and commitment which exceeds the expenditure limit for senior management officers set by the Board of Directors;</p> <p>(21) draw up share incentive and equity repurchase plans of the Company;</p> <p>(22) regularly evaluate and improve corporate governance of the Company, and make necessary amendment for existing problems; and</p> <p>(23) other powers conferred by the laws, administrative regulations, departmental rules or the Articles of Association and shareholders’ general meeting.</p> <p>The Board of Directors shall be responsible for performing the above duties and may also delegate the responsibilities to one or more special committees.</p>	<p><u>(13) review and approve the strategy of green credit, monitor and evaluate the Bank’s fulfillment of social responsibility and promote sustainable financial development;</u></p> <p><u>(14) formulate the Bank’s risk tolerance, risk management and internal control policies and assume ultimate responsibility for overall risk management;</u></p> <p><u>(13)(15) formulate amendments to the Articles of Association of the Bank, formulate rules of procedure of the shareholders’ general meetings and rules of procedure of the Board of Directors, consider and approve the terms of reference of special committees of the Board of Directors;</u></p> <p><u>(14)(16) approve internal audit rules and audit plans, work plans of the CompanyBank;</u></p> <p><u>(15)(17) manage or authorize Related Party Transactions Control Committee to manage related party transaction;</u></p> <p><u>(16)(18) determine the strategies of operation and development for long and medium term and material business development plans of the CompanyBank, as well as supervise their effective implementation;</u></p> <p><u>(19) formulate the capital planning of the Bank, assume ultimate responsibility for capital or solvency management;</u></p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
	<p>(17)(20) to establish the CompanyBank's information disclosure system, to manage the information disclosure matters of the CompanyBank, and to assume ultimate responsibility for the truthfulness, completeness, accurateness and timeliness of the CompanyBank's accounting and financial reporting system;</p> <p>(18) propose at a shareholders' general meeting the engagement, replacement or discontinuance of engagement of an accounting firm of the Company;(21) propose to the shareholders' general meeting the engagement or dismissal of the accounting firm that conducts regular and statutory audit of the financial reports of the Bank;</p> <p>(19)(22) supervise and evaluate the work performance of the directors and senior management officers of the CompanyBank, listen to the work report of the president of the CompanyBank and inspect the president's work;</p> <p>(20)(23) consider any major capital expenditure, contract and commitment which exceeds the expenditure limit for senior management officers set by the Board of Directors;</p> <p>(21)(24) draw up share incentive and equity repurchase plans of the CompanyBank;</p> <p>(22)(25) regularly evaluate and improve corporate governance of the CompanyBank, and make necessary amendment for existing problems;and</p> <p>(26) safeguard the legitimate rights and interests of financial consumers and other stakeholders;</p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
	<p><u>(27) establish mechanisms to identify, review and manage conflicts of interests between the Bank and its shareholders, especially the substantial shareholders;</u></p> <p><u>(28) assume management responsibility for the shareholders affairs; and</u></p> <p>(23)<u>(29) other powers conferred by the laws, administrative regulations, departmental rulesregulatory provisions or the Articles of Association of the Bank and shareholders' general meeting.</u></p> <p>The Board of Directors shall be responsible for performing the above duties and may also delegate the responsibilities to one or more special committees.</p>
Addition	<p><u>Article 8 The powers of the Board of Directors shall be exercised collectively by the Board of Directors. Matters such as major operation and management which shall be discussed by the Party Committee shall be discussed by the Party Committee before submitting to the Board of Directors for decision-making. The powers of the Board of Directors stipulated by the Company Law shall generally not be delegated to the chairman, directors, other institutions or individuals. Where delegation is necessary for certain specific decision-making matters, it shall be done by means of resolution of the Board of Directors according to laws. The Board of Directors shall only delegate its power once for a single specific matter, and shall not grant power generally or permanently to any other institutions or individuals.</u></p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Addition	<u>Article 9 The Bank shall have one chairman. The chairman shall be elected by more than half of all members of the Board of Directors. The chairman shall not act concurrently as the president.</u>
Addition	<p><u>Article 10 The chairman of the Board of Directors shall have the following duties and powers:</u></p> <p><u>(1) to preside over shareholders' general meetings, and convene and preside over meetings of the Board of Directors, and to determine the matters to be considered according to laws;</u></p> <p><u>(2) to supervise and examine the implementation of resolutions of the Board of Directors and report to the Board of Directors;</u></p> <p><u>(3) to sign certificates of shares and bonds issued by the Bank;</u></p> <p><u>(4) to exercise the duties and powers of a legal representative;</u></p> <p><u>(5) to sign material documents of the Board of Directors and other documents which shall be signed by the legal representative of the Bank;</u></p> <p><u>(6) to lead the formulation of each plan and report that shall be submitted by the Board of Directors to shareholders' general meeting;</u></p> <p><u>(7) in the event of an occurrence of any severe natural disaster or any other force majeure event, to exercise the special power in relation to the Bank's affairs in the Bank's interests and in compliance with the legal provisions, and subsequently report such activities to the Board of Directors and the shareholders' general meeting;</u></p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
	<p><u>(8) to nominate candidates for the president and Secretary to the Board of Directors as well as other personnel who shall be proposed by chairman for appointment or removal by the Board of Directors;</u></p> <p><u>(9) to propose candidates for members of each special committees of the Board of Directors to the Board of Directors of the Bank; and</u></p> <p><u>(10) other duties and powers conferred by the Board of Directors.</u></p>
Addition	<p><u>Article 11 If the chairman is unable or fails to perform his/her duties, a director nominated by more than half of the directors shall perform the duties.</u></p>
Addition	<p><u>Article 12 The Bank shall have a Secretary to the Board of Directors. The Secretary to the Board of Directors is a senior management officer of the Bank.</u></p>
Addition	<p><u>Article 13 The Secretary to the Board of Directors shall be nominated by the chairman, appointed and removed by the Board of Directors and responsible for the Board of Directors, whose major duties and responsibilities are:</u></p> <p><u>(1) ensuring that the Bank has a complete set of the organizational documents and records;</u></p> <p><u>(2) ensuring that the Bank prepares and submits the reports and documents required by relevant departments of the State according to the laws;</u></p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
	<p><u>(3) ensuring that the Bank's register of shareholders is properly set up and being responsible for keeping the register of shareholders, the seal of the Board of Directors and relevant materials; contacting shareholders, receiving visitors and replying to enquiries, ensuring that persons entitled to obtain the relevant records and documents shall be able to obtain them in a timely manner;</u></p> <p><u>(4) preparing shareholders' general meetings, the meetings of the Board of Directors and its special committees and being responsible for the minutes of meetings and the keeping of meeting documents and minutes;</u></p> <p><u>(5) being responsible for the information disclosure of the Bank, and ensuring the timely, accurate, legal, truthful and complete disclosure of the Bank's information;</u></p> <p><u>(6) other matters entrusted by the Board of Directors; and</u></p> <p><u>(7) other duties stipulated by the laws and regulations, regulatory provisions and the Articles of Association of the Bank.</u></p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>Article 7 The number of members of each special committee of the Board of Directors shall be determined by the Board of Directors in accordance with relevant regulations of the State or the requirements of the Listing Rules. The special committees shall have one chairman, one to two vice chairmen and several members, who shall be nominated by the chairman and elected by the Board of Directors. The chairman of each committee shall be an independent director or a director as required by relevant requirements of the State or the Listing Rules. In addition to the chairman of the committee, the members of the committee shall include at least two directors.</p>	<p>Article 7 The number of members of each special committee of the Board of Directors shall be determined by the Board of Directors in accordance with relevant regulations of the State or the requirements of the Listing Rules. The special committees shall have one chairman, one to two vice chairmen and several members, who shall be nominated by the chairman and elected by the Board of Directors. The chairman of each committee shall be an independent director or a director as required by relevant requirements of the State or the Listing Rules. In addition to the chairman of the committee, the members of the committee shall include at least two directors.</p>
<p>Article 8 Members of the special committees shall continually keep track of the changes and its impact on related matters of the Company within the terms of reference of the special committees, and raise the issue to the special committees in a timely manner.</p> <p>Each special committee shall report its work to the Board of the Directors at least once a year.</p>	<p>Article 8 Members of the special committees shall continually keep track of the changes and its impact on related matters of the Company within the terms of reference of the special committees, and raise the issue to the special committees in a timely manner.</p> <p>Each special committee shall report its work to the Board of the Directors at least once a year.</p>
<p>Article 9 In case of any major emergency, the chairman of the special committee may request the chairman to convene a Board meeting and report its work.</p>	<p>Article 9 In case of any major emergency, the chairman of the special committee may request the chairman to convene a Board meeting and report its work.</p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>Article 10 The Board of Directors shall have an office under it to handle the day-to-day affairs of the Board of Directors.</p>	<p>Article 10Article 14 The Board of Directors shall have an office under it to handle the day-to-day affairs of the Board of Directors. <u>As a daily office, the Board office assists the Secretary to the Board of Directors in the theoretical study of corporate governance policies and related matters of the Bank and the organization of meetings of the Board of Directors and its special committees, the arrangement of meetings, notice of meetings, resolution of meetings, minutes of meetings, the collation of meeting minutes, and the keeping and filing of meeting documents. The Board office is responsible for the daily affairs of the Board of Directors and its special committees, the information disclosure of the Bank, the keeping of register of shareholders, the seal of the Board of Directors and relevant materials, as well as the collection, collation and filing of information on the equity pledge of the Bank.</u></p>
<p>Article 5 The Board of Directors shall establish the Strategic Development Committee, the Audit Committee, the Related Party Transactions Control Committee, the Risk Management Committee, the Nomination and Remuneration Committee. Other special committees can also be established if necessary. Each special committee shall formulate its working rules and stipulate the composition, duties and powers as well as rules of procedure of the committees, which are subject to consideration and approval by the Board of Directors.</p>	<p>Article 5Article 15 The Board of Directors shall establish the Strategic Development Committee, the Audit Committee, the Related Party Transactions Control Committee, the Risk Management Committee, the Nomination and Remuneration Committee. Other special committees can also be established if necessary. Each special committee shall formulate its working rules and stipulate the composition, duties and powers as well as rules of procedure of the committees, which are subject to consideration and approval by the Board of Directors.<u>The Board of Directors shall formulate the rules of procedure and work duties of each special committee, and specify the duties, rules of procedure and work procedures of the special committee and the matters authorized by the Board of Directors.</u></p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>All members of the Audit Committee shall be non-executive directors. The Audit Committee shall consist of at least three members, at least one of whom shall be an independent director with appropriate professional qualifications or accounting or related financial management expertise as required under the Listing Rules. The majority of the members of the Audit Committee shall be independent directors of the Company, and the chairman of the Audit Committee shall be an independent director.</p> <p>The chairman of the Audit Committee and the Nomination and Remuneration Committee shall be an independent director, and the majority of the members shall be independent directors. The chairman of the Related Party Transactions Control Committee shall be an independent director, and the proportion of independent directors shall not be less than 20%. Directors nominated by the controlling shareholder shall not serve as a member of the Related Party Transactions Control Committee and the Nomination and Remuneration Committee.</p>	<p>All members of the Audit Committee shall be non-executive directors. The Audit Committee shall consist of at least three members, at least one of whom shall be an independent director with appropriate professional qualifications or accounting or related financial management expertise as required under the Listing Rules. The majority of the members of the Audit Committee shall be independent directors of the Company, and the chairman of the Audit Committee shall be an independent director.</p> <p>The chairman of the Audit Committee and the Nomination and Remuneration Committee shall be an independent director, and the majority of the members shall be independent directors. The chairman of the Related Party Transactions Control Committee shall be an independent director, and the proportion of independent directors shall not be less than 20%. Directors nominated by the controlling shareholder shall not serve as a member of the Related Party Transactions Control Committee and the Nomination and Remuneration Committee.</p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>Article 6 The Board of Directors gives full play to the role of its special committees. The special committees provide professional advice to the Board of Directors or make decisions on professional matters as authorized by the Board of Directors. If the matters to be resolved by the Board of Directors fall within the functions of the special committees, they shall first be submitted to the corresponding special committees for consideration, and the special committees shall put forward their review opinions. Unless authorized by the Board of Directors according to laws, the review opinions of the special committees shall not replace the voting opinions of the Board of Directors.</p>	<p>Article 6Article 16 The Board of Directors gives full play to the role of its special committees. The special committees provide professional advice to the Board of Directors or make decisions on professional matters as authorized by the Board of Directors. If the matters to be resolved by the Board of Directors fall within the functions of the special committees, they shall first be submitted to the corresponding special committees for consideration, and the special committees shall put forward their review opinions. <u>Matters to be considered by the Board of Directors shall be first reviewed by the special committees for their review opinions. The special committees shall, either expressly authorized by the Board of Directors or as required by laws and regulations, provide professional advice to the Board of Directors or make decisions on professional matters under the authority of the Board of Directors.</u> Unless authorized by the Board of Directors according to laws, the review opinions of the special committees shall not replace the voting opinions of the Board of Directors.</p>
<p>Addition</p>	<p><u>Article 17 The Bank has established an independent director system. Independent directors shall bear the fiduciary and diligent duties to the Bank and all shareholders. Independent directors shall perform their duties independently and safeguard the overall interests of the Bank in accordance with relevant laws and regulations, regulatory provisions, the Articles of Association of the Bank and these Rules of Procedure, in particular, the legitimate interests of depositors and minority shareholders shall not be prejudiced.</u></p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Addition	<p><u>Article 18 Independent directors shall give objective, impartial and independent opinions on the matters discussed at the Board meetings, and shall in particular, address their opinions to the Board of Directors on the following matters:</u></p> <p><u>(1) the legality and fairness of major related party transactions;</u></p> <p><u>(2) the nomination, appointment and dismissal of the directors and the appointment and removal of senior management officers;</u></p> <p><u>(3) the remuneration of the directors and senior management officers;</u></p> <p><u>(4) the profit distribution plans;</u></p> <p><u>(5) engagement or removal of the accounting firms responsible for performing regular and statutory audits for the financial reports of the Bank;</u></p> <p><u>(6) other matters that may cause material impact on the legitimate rights and interests of the Bank, the minority shareholders and the financial consumers;</u> <u>and</u></p> <p><u>(7) other matters stipulated by the laws, regulations, regulatory provisions or the Articles of Association of the Bank.</u></p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Addition	<u>Article 19 In the course of performing their duties, if an independent director discovers any violation of laws, regulations, regulatory provisions, the Articles of Association of the Bank and these Rules of Procedure by the Board of Directors, directors, members of the senior management and the institutions and personnel of the Bank, he/she shall promptly request for rectification and report to the relevant regulatory authorities.</u>
Addition of chapter number	<u>Chapter 3 Type of Meetings</u>
Article 11 Board meetings include regular Board meetings and extraordinary Board meetings. Regular Board meetings should be held at least four times a year at quarterly intervals approximately.	Article 11 <u>Article 20 Board meetings are classified into include regular Board meetings and extraordinary Board meetings. Regular Board meetings should be held at least four times a year at quarterly intervals approximately. The number of Board meetings shall ensure that the needs of the Board of Directors to perform their duties are met.</u> Article 21 Board meetings include regular Board meetings and extraordinary Board meetings. Regular Board meetings should be held at least four times a year <u>and at least once each quarter at quarterly intervals approximately.</u> <u>The schedule of regular Board meetings shall be confirmed before the end of last year.</u>
Article 12 Before giving the notice of convening a regular Board meeting, the Board office shall fully solicit the opinions of all directors, and preliminarily form a resolution for the meeting and submit it to the chairman of the Board of the Directors for drafting.	Article 12 Before giving the notice of convening a regular Board meeting, the Board office shall fully solicit the opinions of all directors, and preliminarily form a resolution for the meeting and submit it to the chairman of the Board of the Directors for drafting.

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>Article 13 When it is proposed by more than one-tenth of the shareholders with voting rights, jointly proposed by more than one-third of the directors, jointly proposed by more than half of the independent directors, or proposed by the Board of Supervisors, or when it is deemed necessary by the chairman, or when it is proposed by the president and in other circumstances as stipulated by the laws, administrative regulations, departmental rules or the Articles of Association, an extraordinary Board meeting may be convened after the Secretary to the Board of Directors has reported to the chairman.</p>	<p>Article 13 Article 22 <u>Under any of the following circumstances, the Bank shall convene an extraordinary Board meeting:</u></p> <p>(1) wWhen it is proposed by more than one-tenth of the shareholders with voting rights;</p> <p>(2) when it is jointly proposed by more than one-third of the directors;</p> <p>(3) when it is jointly proposed by more than two<u>half</u> of the independent directors;</p> <p>(4) when it is or proposed by the Board of Supervisors; or</p> <p>(5) when it is deemed necessary by the chairman, or when it is proposed by the president and in other circumstances as stipulated by the laws, administrative regulations, departmental rules or the Articles of Association, an extraordinary Board meeting may be convened after the Secretary to the Board of Directors has reported to the chairman.</p>
<p>Addition of chapter number</p>	<p>Chapter 4 Agenda of Meetings</p>
<p>Addition</p>	<p>Article 23 <u>The agenda of the Board meetings shall meet the following conditions:</u></p> <p>(1) <u>compliance with the relevant laws, regulations, regulatory provisions, the Articles of Association of the Bank and these Rules of Procedure;</u></p> <p>(2) <u>falling within the business scope of the Bank and the terms of reference of the Board of Directors;</u></p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
	<p><u>(3) having definite topics for discussion and specific matters to be considered; and</u></p> <p><u>(4) submission to the Board of Directors in writing within the period specified in the Articles of Association of the Bank and these Rules of Procedure.</u></p>
<p>Article 14 The resolutions of the Board meetings are the relevant proposals considered by the Board of Directors. The following persons or institutions may submit resolutions to the Board of Directors:</p> <p>(1) the chairman;</p> <p>(2) the special committees of the Board of Directors;</p> <p>(3) the Board of Supervisors; and</p> <p>(4) the president.</p> <p>The internal audit department, the Board office and other institutions of the Company shall submit resolutions to the Board of Directors according to business, management and work needs, and shall submit the resolutions to the Board of Directors through the chairman of the Board of Directors.</p> <p>The resolutions submitted by the Board of Supervisors to the Board of Directors shall be considered and approved by the Board of Supervisors or signed and approved by the chairman of the Board of Supervisors. The resolutions submitted by the special committees of the Board of Directors of the Company to the Board of Directors shall be considered and approved by the special committees or signed and approved by the chairman of the special committee.</p>	<p>Article 14Article 24 The resolutions of the Board meetings are the relevant proposals considered by the Board of Directors. The following persons or institutions may submit resolutions to the Board of Directors:</p> <p>(1) the <u>director</u> chairman;</p> <p>(2) the special committees of the Board of Directors;</p> <p><u>(3) the matters confirmed at the last Board meeting;</u></p> <p>(3)<u>(4)</u> the Board of Supervisors; and</p> <p>(4)<u>(5)</u> the president.</p> <p>The internal audit department, the Board office and other institutions of the Company shall submit resolutions to the Board of Directors according to business, management and work needs, and shall submit the resolutions to the Board of Directors through the chairman of the Board of Directors.</p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
	<p>The resolutions submitted by the Board of Supervisors to the Board of Directors shall be considered and approved by the Board of Supervisors or signed and approved by the chairman of the Board of Supervisors. The resolutions submitted by the special committees of the Board of Directors of the Company to the Board of Directors shall be considered and approved by the special committees or signed and approved by the chairman of the special committee.</p>
<p>Article 15 Where an extraordinary Board meeting is proposed pursuant to Article 13 of these Rules, a written proposal signed (sealed) by the proposer shall be submitted through the Secretary to the Board of Directors. The written proposal shall state the following matters:</p> <p>(1) the name of the proposer;</p> <p>(2) the reasons for the proposal or the objective facts on which the proposal is based;</p> <p>(3) time or duration, venue and form of the proposed meeting;</p> <p>(4) clear and specific resolutions;</p> <p>(5) the contact information of the proposer and the date of proposal, etc.</p> <p>The contents of the resolution shall fall within the functions and powers of the Board of Directors as stipulated in the Articles of Association, and the materials relating to the resolution shall be submitted together.</p>	<p>Article 15 Where an extraordinary Board meeting is proposed pursuant to Article 13 of these Rules, a written proposal signed (sealed) by the proposer shall be submitted through the Secretary to the Board of Directors. The written proposal shall state the following matters:</p> <p>(1) the name of the proposer;</p> <p>(2) the reasons for the proposal or the objective facts on which the proposal is based;</p> <p>(3) time or duration, venue and form of the proposed meeting;</p> <p>(4) clear and specific resolutions;</p> <p>(5) the contact information of the proposer and the date of proposal, etc.</p> <p>The contents of the resolution shall fall within the functions and powers of the Board of Directors as stipulated in the Articles of Association, and the materials relating to the resolution shall be submitted together.</p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Addition	<u>Article 25 The relevant departments or personnel shall conduct investigation and research and scientific argumentation on the information of the relevant resolutions. When more than one-third of the directors or more than half of the independent directors consider that the information provided is insufficient or the argumentation is unclear, they may jointly propose to postpone the Board meeting or postpone the discussion of the matters to be discussed at the Board meeting, and the Board of Directors shall adopt such proposal.</u>
Addition	<u>Article 26 If the Board of Directors considers that it is necessary to further study or make significant amendments to a resolution, the resolution shall be reviewed after modification and improvement, and the time and method of review shall be determined by the Board meeting.</u>
Addition	<p><u>Article 27 The Secretary to the Board of Directors shall, in the best interests of the Bank, conduct preliminary examination on the topics to be discussed at the Board meetings in accordance with the laws, regulations, regulatory provisions, the Articles of Association of the Bank and Article 23 of these Rules of Procedure, and report to the chairman of the Board of Directors for confirmation.</u></p> <p><u>If the chairman decides not to include the topics in the agenda of the Board meeting, the chairman shall explain at the Board meeting. The agenda and explanation of the chairman shall be included in the minutes of the meeting after the conclusion of the Board meeting.</u></p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Addition of chapter number	<u>Chapter 5 Form of Meetings</u>
Addition	<p><u>Article 28 Board meetings may be convened on-site or by way of written resolutions. Regular Board meetings shall be held in the form of on-site meetings.</u></p> <p><u>The term “on-site meeting” refers to a meeting that can be held through on-site, video, telephone or other instant communication means to ensure that the attendees can communicate and discuss immediately.</u></p> <p><u>The term “written resolution” refers to the form of a meeting that makes a resolution on a resolution by sending it to the meeting for consideration separately or by circulating it to the meeting for consideration.</u></p>
Addition	<p><u>Article 29 If a Board meeting is held on-site, it may be facilitated by video, telephone or other instant communication means for the directors to attend the Board meeting. If a director attends the Board meeting through the aforesaid means, he/she shall be deemed to have attended the on-site meeting.</u></p>
<p>Article 26 Board meetings shall be held in the form of physical meetings (including video conference and teleconference) and may be held by means of correspondence. Voting by correspondence shall meet the following conditions:</p> <p>(1) issues of correspondence voting shall be sent to all directors at least three days before voting, and provide them relevant background introduction of the subject matters and information and details which can facilitate the director to make decisions;</p>	<p>Article 26Article 30 Board meetings shall be held in the form of physical meetings (including video conference and teleconference) and may be held by means of correspondence. Voting by correspondence shall meet the following conditions:</p> <p>(1) issues of correspondence voting shall be sent to all directors at least three days before voting, and provide them relevant background introduction of the subject matters and information and details which can facilitate the director to make decisions;</p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>(2) correspondence voting shall adopt the form of one voting for one issue, and it is not allowed to ask directors to make only one voting for several issues;</p>	<p>(2) correspondence voting shall adopt the form of one voting for one issue, and it is not allowed to ask directors to make only one voting for several issues;</p>
<p>(3) Correspondence voting shall be adopted only when it is necessary, and the resolution for correspondence voting shall explain the reason to adopt it and comply with the requirements of the Articles of or the Rules of Procedure of the Board of Directors.</p>	<p>(3) Correspondence voting shall be adopted only when it is necessary, and the resolution for correspondence voting shall explain the reason to adopt it and comply with the requirements of the Articles of or the Rules of Procedure of the Board of Directors.</p>
<p>The following matters shall be approved by more than two-thirds of all directors and the Board meeting shall not be convened by correspondence:</p>	<p>The following matters shall be approved by more than two-thirds of all directors and the Board meeting shall not be convened by <u>correspondence written resolutions</u>:</p>
<p>(1) profit distribution;</p>	<p><u>(1) formulation of plans concerning an increase or reduction in the registered capital;</u></p>
<p>(2) allocation of venture capital;</p>	<p><u>(2) formulation of plans concerning merger, division, dissolution or change of company form of the Bank;</u></p>
<p>(3) material investment;</p>	<p><u>(3) formulation of plans concerning external guarantee, issuance of bonds, etc.;</u></p>
<p>(4) material asset disposal;</p>	<p><u>(4) formulation of draft of articles and plans concerning amendments to the Articles of Association;</u></p>
<p>(5) appointment or dismissal of members of senior management;</p>	<p>(1)(5) profit distribution;</p>
<p>(6) plans for capital replenishment;</p>	<p>(2)(6) allocation of venture capital remuneration plans;</p>
<p>(7) significant changes in equity;</p>	<p>(3)(7) material investment;</p>
<p>(8) financial restructuring; and</p> <p>(9) other matters required by laws, administrative regulations, departmental rules and relevant regulatory authorities.</p>	

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
	<p>(4)(8) material asset disposal;</p> <p>(5)(9) appointment or dismissal of members of senior management;</p> <p>(6)(10) plans for capital replenishment;</p> <p>(7)(11) significant changes in equity;</p> <p>(8)(12) financial restructuring; and</p> <p>(9)(13) other matters required by laws, administrative regulations, departmental rules and relevant regulatory <u>provisions and authorities</u> the Articles of Association of the Bank.</p>
<p>Article 27 Meetings held by correspondence can be in the form of written resolutions, and voting by fax or email. It can also be conducted on-site and other methods at the same time. Written resolution refers to the form of a meeting that makes resolutions on resolutions through separate delivery or circulation of the same for consideration. Regular Board meetings shall not be convened by way of written resolutions. If a substantial shareholder or a director has a conflict of interest in a matter to be considered by the Board of Directors which the Board of Directors has determined to be material, the relevant resolution shall be dealt with by a physical Board meeting rather than by written resolutions. Independent directors who have no material interest in the transaction should be present at the relevant Board meeting.</p>	<p>Article 27 Meetings held by correspondence can be in the form of written resolutions, and voting by fax or email. It can also be conducted on-site and other methods at the same time. Written resolution refers to the form of a meeting that makes resolutions on resolutions through separate delivery or circulation of the same for consideration. Regular Board meetings shall not be convened by way of written resolutions. If a substantial shareholder or a director has a conflict of interest in a matter to be considered by the Board of Directors which the Board of Directors has determined to be material, the relevant resolution shall be dealt with by a physical Board meeting rather than by written resolutions. Independent directors who have no material interest in the transaction should be present at the relevant Board meeting.</p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Addition of chapter number	<u>Chapter 6 Notice of Meetings</u>
Addition	<u>Article 31 Notice of Board meetings shall be given in writing.</u>
<p>Article 20 The notice of a Board meeting shall contain the following contents:</p> <p>(1) the date, time and place of the meeting;</p> <p>(2) the duration of the meeting;</p> <p>(3) the reason for holding the meeting and subject matters; and</p> <p>(4) the date of issuance of the meeting notice.</p>	<p>Article 20Article 32 The notice of a Board meeting shall contain the following contents:</p> <p>(1) the date, time and place of the meeting;</p> <p>(2) the duration of the meeting;</p> <p>(3)(2) the reason for holding the meeting and agenda and subject matters; and</p> <p>(3) names and telephone numbers of the permanent contact persons for meeting matters; and</p> <p>(4) the date of issuance of the meeting notice.</p>
Addition	<u>Article 33 The notice of meeting shall be issued in Chinese and an English translation shall be made as required. If there is any inconsistency between the two versions, the Chinese version shall prevail.</u>
Addition	<u>Article 34 The meeting documents of the Board of Directors include the background information of the meeting agenda and the information and data that help the directors understand the business progress of the Bank. When more than half of the independent directors consider that the information is insufficient or the argumentation is unclear, they may jointly propose to the Board of Directors in writing to postpone the Board meeting or to postpone the consideration of the matter, and the Board of Directors shall adopt such proposal.</u>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>Article 18 To convene a regular meeting and an extraordinary meeting of the Board of Directors, the Board office shall send a written notice of meeting affixed with the seal of the Board office to all directors and supervisors by direct delivery, registered mail, telegram, telex, fax or email at least 14 days and five days respectively in advance. The meeting documents shall be delivered to all directors and supervisors three days before the meeting.</p> <p>Where an extraordinary Board meeting needs to be convened in emergency, the notice of meeting and the meeting documents may be sent by telephone or by other verbal means at any time without the limitation of the time limit mentioned in the preceding paragraph, but the convener shall make explanations at the meeting.</p>	<p>Article 18Article 35 <u>Notice of a regular Board meeting shall be given to all directors in writing 14 days prior to the date of the meeting, and notice of the meeting, proposals and relevant materials shall be given to all directors, and all supervisors and the Secretary to the Board of Directors shall be notified to attend the meeting.</u>To convene a regular meeting and an extraordinary meeting of the Board of Directors, the Board office shall send a written notice of meeting affixed with the seal of the Board office to all directors and supervisors by direct delivery, registered mail, telegram, telex, fax or email at least 14 days and five days respectively in advance. The meeting documents shall be delivered to all directors and supervisors three days before the meeting.</p> <p>Article 36 <u>Notice of an extraordinary Board meeting shall be given to all directors in writing 5 days prior to the date of the meeting, and notice of the meeting, proposals and relevant materials shall be given to all directors, and all supervisors and the Secretary to the Board of Directors shall be notified to attend the meeting.</u></p> <p>Article 37 <u>Where an extraordinary meeting of the Board is convened due to urgent matters and circumstances specified in clauses (1) to (4) of Article 22, the chairman of the Board of Directors or other convener of the Board meeting shall decide the time and method of giving the notice of the meeting.</u>Where an extraordinary Board meeting needs to be convened in emergency, the notice of meeting and the meeting documents may be sent by telephone or by other verbal means at any time without the limitation of the time limit mentioned in the preceding paragraph, but the convener shall make explanations at the meeting.</p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
	<u>Article 38</u> The notice shall be in the form of: <u>written notice, including direct delivery, registered mail, telegraph, telex, fax or email.</u>
<p>Article 19 For a notice of the Company sent by hand, the recipient shall sign (or seal) the relevant receipt, and the receipt date shall be the date of service; for a notice of the Company sent by mail, the third working day from the date of delivering to mail acceptance institution shall be the date of service; for a notice of the Company sent by fax, the same day of sending the fax shall be the date of service; for a notice of the Company sent by emails, the same day of sending the emails shall be the date of service; for a notice of the Company sent by telex, the third working day from the date of sending the telex shall be the date of service; for a notice of the Company issued by announcement, the date of service shall be the date of the first release of such announcement.</p>	<p>Article 19<u>Article 39</u> For a notice of the Company<u>CompanyBank</u> sent by hand, the recipient shall sign (or seal) the relevant receipt, and the receipt date shall be the date of service; for a notice of the Company<u>CompanyBank</u> sent by mail, the third working day from the date of delivering to mail acceptance institution shall be the date of service; for a notice of the Company<u>CompanyBank</u> sent by fax, the same day of sending the fax shall be the date of service; for a notice of the Company<u>CompanyBank</u> sent by emails, the same day of sending the emails shall be the date of service; for a notice of the Company<u>CompanyBank</u> sent by telex, the third working day from the date of sending the telex shall be the date of service; for a notice of the Company<u>CompanyBank</u> issued by announcement, the date of service shall be the date of the first release of such announcement.</p>
<p>Article 21 If, after the written notice of a regular Board meeting is sent, it is necessary to change the time, venue, etc. of the meeting or add, change or cancel resolutions of the meeting, a written notice of change shall be sent three days prior to the original date of the meeting to explain the situation and the relevant contents and materials of the new resolutions. If the relevant period is less than three days, the meeting shall be postponed accordingly or convened as scheduled upon the approval of half of the attending directors.</p> <p>If, after the notice of an extraordinary meeting of the Board is sent, it is necessary to change the time, venue, etc. of the meeting or add, change or cancel resolutions of the meeting, prior approval of half of the attending directors shall be obtained and corresponding records shall be made.</p>	<p>Article 21<u>Article 40</u> If, after the written notice of a regular Board meeting is sent, it is necessary to change the time, venue, etc. of the meeting or add, change or cancel resolutions of the meeting, a written notice of change shall be sent three days prior to the original date of the meeting to explain the situation and the relevant contents and materials of the new resolutions. If the relevant period is less than three days, the meeting shall be postponed accordingly or convened as scheduled upon the approval of half of the attending directors.</p> <p>If, after the notice of an extraordinary meeting of the Board is sent, it is necessary to change the time, venue, etc. of the meeting or add, change or cancel resolutions of the meeting, prior approval of half of the attending directors shall be obtained and corresponding records shall be made.</p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>Addition of chapter number</p> <p>Article 23 In principle, directors shall attend Board meetings in person. If a director is unable to attend a meeting due to certain reasons, he/she shall review the meeting materials in advance to form a clear opinion and appoint another director of the same class in writing to attend the meeting on behalf.</p>	<p>Chapter 7 Attendance of Meetings</p> <p>Article 23Article 41 In principle, directors shall attend Board meetings in person. Directors shall attend Board meetings by himself/herself in a serious and responsible manner and express clear opinions on the matters under discussion. If a director is unable to attend a meeting due to certain reasons, he/she mayshall review the meeting materials in advance to form a clear opinion and appoint another director of the same class in writing to attend the meetingand vote on his/her behalf according to the wishes of the principal and shall bear the legal liability independently.</p>
<p>Article 24 The proxy form shall state:</p> <ul style="list-style-type: none"> (1) the names of the director and the proxy; (2) brief comments of the director on each proposal; (3) the director’s scope of authorization, instructions on voting in respect of each of the resolutions; (4) validity period of the proxy entrusted by the director; and (5) signature of the director and date, etc. <p>The proxy director shall present the written power of attorney to the chairman of the meeting, explain proxy attendance in the attendance book, and exercise the rights of the director within the scope of authorization. If a director is unable to attend a Board meeting in person and has not appointed a representative to attend the meeting, the same shall be deemed to be a waiver of the voting right at such meeting, and the director shall bear the same legal liabilities in respect of resolutions of the Board of Directors.</p>	<p>Article 24Article 42 The proxy form shall state:</p> <ul style="list-style-type: none"> (1) the names of the director and the proxy; (2) brief comments of the director on each proposal; (3) the director’s scope of authorization, instructions on voting in respect of each of the resolutions; (4) validity period of the proxy entrusted by the director; and (5) signature of the director and date, etc. <p>The proxy director shall present the written power of attorney to the chairman of the meeting, explain proxy attendance in the attendance book, and exercise the rights of the director within the scope of authorization. If a director is unable to attend a Board meeting in person and has not appointed a representative to attend the meeting, the same shall be deemed to be a waiver of the voting right at such meeting, and the director shall bear the same legal liabilities in respect of resolutions of the Board of Directors.</p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>Article 25 The appointment of proxy for a Board meeting shall comply with the following:</p> <p>(1) When considering related party transactions, an unrelated director shall not appoint a related director as proxy to attend the meeting on his/her behalf and a related director shall not accept the appointment by an unrelated director;</p> <p>(2) An independent director shall not appoint a non-independent director to attend the meeting on his/her behalf and a non-independent director shall not accept the appointment by an independent director;</p> <p>(3) A director shall not appoint another director to attend a Board meeting without stating his/her opinions and voting instruction and the other director shall not accept such appointment;</p> <p>(4) A director shall not accept appointments by more than two directors. A director shall not appoint another director who has been appointed by two other directors to attend a Board meeting.</p>	<p>Article 25 Article 43 The appointment of proxy for a Board meeting shall comply with the following:</p> <p>(1) When considering related party transactions, an unrelated director shall not appoint a related director as proxy to attend the meeting on his/her behalf and a related director shall not accept the appointment by an unrelated director;</p> <p>(2) An independent director shall not appoint a non-independent director to attend the meeting on his/her behalf and a non-independent director shall not accept the appointment by an independent director;</p> <p>(3) A director shall not appoint another director to attend a Board meeting without stating his/her opinions and voting instruction and the other director shall not accept such appointment;</p> <p>(4) A director shall not accept appointments by more than two directors <u>in principle shall accept appointments from a maximum of two directors who are not personally present at the meeting.</u> <u>When considering related party transactions, an unrelated director shall not appoint a related director to attend on his/her behalf.</u> A director shall not appoint another director who has been appointed by two other directors to attend a Board meeting.</p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Addition	<u>Article 44 Directors shall attend at least two-thirds of the Board meetings in person each year. Failure to attend the Board meetings in person or by proxy for two consecutive times shall be deemed as failure to perform duties, and the Board of Directors shall propose to the shareholders' general meeting for dismissal.</u>
Addition	<u>Article 45 If an independent director attends less than two-thirds of the total number of the Board meetings in person within one year, the Board of Supervisors shall propose to the shareholders' general meeting for removal.</u>
Addition	<u>Article 46 The reasonable travel and accommodation expenses incurred by the directors in attending the Board meetings shall be borne by the Bank.</u>
Addition of chapter number	<u>Chapter 8 Convening of Meetings</u>
<p>Article 22 The Board meetings shall only be held when more than half of the directors attend the meeting.</p> <p>...</p>	<p>Article 22Article 47 The Board meetings shall only be held when more than half of the directors attend the meeting.</p> <p>Supervisors may be present at Board meetings. Senior management who do not concurrently serve as directors shall be present at Board meetings. The presider of the meeting may notify other relevant persons to attend the Board meeting if he/she considers necessary.</p>
<p>Article 17 The Board meetings are convened and presided over by the chairman. If the chairman of the Board is unable to perform his/her duties and responsibilities for whatever reason, the vice chairman shall perform such duties and responsibilities on behalf; if the vice chairman is unable to do so for whatever reason, a director shall be recommended by half or more directors jointly to perform such duties and responsibilities on behalf.</p>	<p>Article 17Article 48 The Board meetings are convened and presided over by the chairman. If the chairman of the Board is unable to <u>or does not</u> perform his/her duties and responsibilities for whatever reason, the vice chairman shall perform such duties and responsibilities on behalf; if the vice chairman is unable to do so for whatever reason,a director shall be recommended by half or more directors jointly to <u>convene and preside over the meeting</u>perform such duties and responsibilities on behalf.</p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>Article 22 ...</p> <p>Supervisors shall attend meetings of the Board of Directors as non-voting delegates; the senior management who don't hold directorship shall attend meetings convened by the Board of Directors as non-voting delegates. The host of meeting, if he/she consider necessary, may inform other relevant personnel to attend the Board meeting.</p>	<p>Article 49 <u>Supervisors shall attend meetings of the Board of Directors and the meetings of the special committees of the Board of Directors as non-voting delegates; the discipline inspection and supervision team leader appointed by the superior discipline inspection and supervision committee may attend meetings of the Board of Directors and special committees under the Board of Directors as non-voting delegates;</u> the senior management <u>officers</u> who don't hold directorship shall attend meetings convened by the Board of Directors as non-voting delegates. The host of meeting, if he/she consider necessary, may inform other relevant personnel to attend the Board meeting.</p> <p><u>The Board of Directors may require the attending senior management officers, persons in charge of relevant businesses and experts to explain the resolutions, provide consultation, express opinions and accept inquiries. If the matters to be considered at the Board meeting involve legal issues, the legal advisers shall attend the meeting and provide legal opinions.</u></p>
<p>Article 16 Upon receipt of the aforesaid written proposal and relevant materials, the Secretary to the Board of Directors shall forward the same to the chairman of the Board of Directors. If the chairman considers that the resolution is not clear or specific or the relevant materials are insufficient, he/she may request the proposer to amend or supplement the resolution.</p> <p>The chairman shall convene and preside over a Board meeting in accordance with the procedures and time limit of these Rules of Procedure within ten days after receipt of the proposal.</p>	<p>Article 16 Article 50 <u>Upon receipt of the aforesaid written proposal and relevant materials, the Secretary to the Board of Directors shall forward the same to the chairman of the Board of Directors. If the chairman considers that the resolution is not clear or specific or the relevant materials are insufficient, he/she may request the proposer to amend or supplement the resolution. For extraordinary Board meetings proposed and convened in accordance with clauses (1) to (4) of Article 22 in these Rules,</u> the chairman shall convene and preside over a Board meeting in accordance with the procedures and time limit of these Rules of Procedure within ten days after receipt of the proposal.</p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Addition	<u>Article 51 When the Board meeting is convened, the chairman or his/her designated person shall confirm the number of attendees and explain the reasons and agenda of the meeting, and the attending directors shall discuss, speak and vote on the proposals to form the resolutions of the meeting.</u>
Addition	<u>Article 52 The presider of the meeting shall seriously preside over the meeting, fully listen to the opinions of the attending directors, control the meeting process, improve the efficiency of discussion and make scientific decisions.</u>
Addition	<u>Article 53 The presider of the meeting shall have the right to announce the adjournment of the meeting according to the progress and time schedule of the meeting.</u>
Addition	<u>Article 54 In principle, the Board of Directors shall not consider the issues or matters not specified in the meeting notice. Where new issues or matters are required to be added in case of emergency, it shall be approved by more than two-thirds of the directors present at the meeting before considering and passing resolutions on such additional issues or matters. When necessary, the presider of the meeting may initiate voting procedures to vote on whether to add the new issues or matters.</u>
Addition	<u>Article 55 When considering relevant plans, proposals and reports, the Board of Directors may require the senior management officers and the heads of relevant departments of the Bank to attend the meeting, listen to and enquire about relevant matters, and explain or listen to relevant opinions. The non-directors present at the meeting shall not intervene the proceedings of directors, and shall not affect the meeting progress, voting and resolutions.</u>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>Article 58 The attendees of the Board meetings shall keep confidential the meeting materials submitted by the Company and the contents discussed by the Board of Directors. The Board of Directors shall have the right to pursue the legal liabilities of the personnel attending the meeting according to laws.</p>	<p>Article 58<u>Article 56</u> The attendees of the Board meetings shall keep confidential the meeting materials submitted by the Company and the contents discussed by the Board of Directors. The Board of Directors shall have the right to pursue the legal liabilities of the personnel attending the meeting according to laws. <u>The directors and supervisors attending the meeting shall properly keep the meeting documents. Before the contents of the relevant resolutions of the meeting are officially disclosed, the directors, supervisors and other attendees of the meeting shall bear the responsibility and obligation to keep the meeting documents and all contents considered at the meeting confidential.</u></p>
<p>Article 59 The chairman shall urge relevant personnel to implement the resolutions of the Board of Directors, review the implementation of the resolutions and report at the subsequent meetings of the Board of Directors on the implementation of the resolutions.</p>	<p>Article 59 The chairman shall urge relevant personnel to implement the resolutions of the Board of Directors, review the implementation of the resolutions and report at the subsequent meetings of the Board of Directors on the implementation of the resolutions.</p>
<p>Addition</p>	<p><u>Article 57</u> <u>The Board of Directors shall take necessary measures to ensure the solemnity and order of the Board meeting. Except for the directors, supervisors, Secretary to the Board of Directors, members of senior management and persons invited by the Board of Directors who attend or are present at the meeting, the Board of Directors has the right to refuse other persons to attend the meeting according to the laws.</u></p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Addition of chapter number	<u>Chapter 9 Proceedings and Voting</u>
<p>Article 32 The Board meeting shall consider each resolution one after another, and the proposer or the proxy entrusted by the proposer shall report to the Board of Directors or give explanation of the resolution. The presider of the meeting shall request the directors attending the Board meeting to express clear opinions on each resolution. Subject to the consent of the presider of the meeting, the persons present at the meeting shall have the right to express opinions on relevant issues or make explanations on relevant issues, but shall have no voting rights.</p>	<p>Article 32Article 58 The Board meeting shall <u>discuss and vote on the matters to be considered one after another.</u>consider each resolution one after another, and the proposer or the proxy entrusted by the proposer shall report to the Board of Directors or give explanation of the resolution. The presider of the meeting shall request the directors attending the Board meeting to express clear opinions on each resolution. Subject to the consent of the presider of the meeting, the persons present at the meeting shall have the right to express opinions on relevant issues or make explanations on relevant issues, but shall have no voting rights.</p>
<p>Article 33 The presider of the meeting shall read out or designate an independent director to read out the written approval opinions reached by the independent directors before discussing the relevant resolutions according to the Articles of Association. The chairman of the relevant special committees shall report to the meeting on the resolutions considered by the special committees.</p>	<p>Article 33 The presider of the meeting shall read out or designate an independent director to read out the written approval opinions reached by the independent directors before discussing the relevant resolutions according to the Articles of Association. The chairman of the relevant special committees shall report to the meeting on the resolutions considered by the special committees.</p>
<p>Article 34 Where a director hinders the normal progress of the meeting or affects the speech of other directors, the presider of the meeting shall stop the meeting in a timely manner.</p>	<p>Article 34 Where a director hinders the normal progress of the meeting or affects the speech of other directors, the presider of the meeting shall stop the meeting in a timely manner.</p>
<p>Article 35 If a director accepts the appointment of another director to attend the meeting on his/her behalf, he/she shall not vote on the resolutions not included in the notice of the meeting on behalf of other directors.</p>	<p>Article 35 If a director accepts the appointment of another director to attend the meeting on his/her behalf, he/she shall not vote on the resolutions not included in the notice of the meeting on behalf of other directors.</p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Article 36 Directors shall carefully read relevant meeting materials and express their opinions independently and prudently on the basis of full understanding of the situation.	Article 36 Directors shall carefully read relevant meeting materials and express their opinions independently and prudently on the basis of full understanding of the situation.
Article 37 The directors may, before the meeting, learn the information necessary for decision-making from the Board office, the convener of the meeting, senior management, various special committees, accounting firms, law firms and other relevant personnel and institutions, or may, during the course of the meeting, suggest the presider to invite the above personnel and institutional representatives to attend the meeting to explain the relevant circumstances.	Article 37 The directors may, before the meeting, learn the information necessary for decision-making from the Board office, the convener of the meeting, senior management, various special committees, accounting firms, law firms and other relevant personnel and institutions, or may, during the course of the meeting, suggest the presider to invite the above personnel and institutional representatives to attend the meeting to explain the relevant circumstances.
Article 38 After each resolution has been fully discussed, the presider of the meeting shall ask the attending directors to vote in due course.	Article 38 After each resolution has been fully discussed, the presider of the meeting shall ask the attending directors to vote in due course.
Addition	<u>Article 59 Members of the Party Committee and Party members who join the Board of Directors shall fully express the opinions and suggestions of the Party Committee, reflect the intention of the Party Committee, implement the decisions of the Party Committee, put forward the opinions on revoking or deferring the decision-making matters, report to the Party Committee in a timely manner after the meeting, and give feedback to the Board of Directors through the Party Committee's explicit opinions when discover that the decisions to be made by the Board of Directors are not in compliance with the guidelines and policies of the Party and national laws and regulations, or may damage the interests of the State and the public, and the legitimate rights of the Bank and employees. If rectification is not achieved, a timely report shall be made to the superior Party Committee.</u>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>Article 39 Voting at board meetings may be conducted by show of hands or by open ballot. Each director shall have one vote, which shall be conducted by open ballot.</p>	<p>Article 39 Article 60 Voting at bBoard meetings may be conducted by show of hands or by open ballot. Each director shall have one vote, which shall be conducted by open ballot. <u>Directors shall vote independently according to their own judgment.</u></p>
<p>Article 40 Voting intention of directors consists of the affirmative vote, negative vote and abstention. The participating directors shall choose one of the abovementioned intentions. If any participating director fails to choose or chooses two or more options at the same time, the presider of the meeting shall request the director to choose again. The directors who refuse to choose shall be deemed to have abstained from voting. The directors who leave the venue halfway and do not return without making a choice shall be deemed to have abstained from voting.</p>	<p>Article 40 Article 61 Voting intention of directors consists of the affirmative vote, negative vote and abstention. The participating directors shall choose one of the abovementioned intentions. If any participating director fails to choose or chooses two or more options at the same time, the presider of the meeting shall request the director to choose again. The directors who refuse to choose shall be deemed to have abstained from voting. The directors who leave the venue halfway and do not return without making a choice shall be deemed to have abstained from voting.</p>
<p>Article 41 Directors attending the meeting of the Board of Directors who leave halfway shall explain the reasons and apply for leave to the presider of the meeting. For the voting of the remaining resolutions, such director may vote by filling in the ballot paper in advance or entrust another director in writing to exercise the voting right on his/her behalf. If he/she does not fill in the ballot paper or entrust another director, such director shall be deemed to have abstained from voting on the remaining resolutions.</p> <p>After the presider of the meeting announces that the meeting has begun, directors attending the meeting of the Board of Directors halfway may solicit such director to vote on resolutions that have been voted previously and include his/her vote in the number of votes already cast on the resolutions.</p>	<p>Article 41 Directors attending the meeting of the Board of Directors who leave halfway shall explain the reasons and apply for leave to the presider of the meeting. For the voting of the remaining resolutions, such director may vote by filling in the ballot paper in advance or entrust another director in writing to exercise the voting right on his/her behalf. If he/she does not fill in the ballot paper or entrust another director, such director shall be deemed to have abstained from voting on the remaining resolutions.</p> <p>After the presider of the meeting announces that the meeting has begun, directors attending the meeting of the Board of Directors halfway may solicit such director to vote on resolutions that have been voted previously and include his/her vote in the number of votes already cast on the resolutions.</p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>Article 42 After the voting of the attending directors, the relevant staff of the Board office shall collect the votes of the directors in a timely manner and count the votes under the supervision of a supervisor or an independent director.</p>	<p>Article 42 After the voting of the attending directors, the relevant staff of the Board office shall collect the votes of the directors in a timely manner and count the votes under the supervision of a supervisor or an independent director.</p>
<p>Article 43 Where an on-site meeting (including video and telephone conference) is held, the presider of the meeting shall announce the voting results on the spot. Where a meeting is held by way of written resolutions, the Secretary to the Board of Directors shall report the voting results to the chairman of the Board of Directors or the chairman of the meeting within three days after the end of the prescribed voting deadline, and then notify the directors of the voting results. In other cases, the presider of the meeting shall require the Secretary to the Board of Directors to notify the directors of the voting results before the next working day after the prescribed voting deadline.</p> <p>If a director votes after the presider of the meeting announces the voting results or after the prescribed voting deadline, his/her voting shall not be counted.</p>	<p>Article 43 Where an on-site meeting (including video and telephone conference) is held, the presider of the meeting shall announce the voting results on the spot. Where a meeting is held by way of written resolutions, the Secretary to the Board of Directors shall report the voting results to the chairman of the Board of Directors or the chairman of the meeting within three days after the end of the prescribed voting deadline, and then notify the directors of the voting results. In other cases, the presider of the meeting shall require the Secretary to the Board of Directors to notify the directors of the voting results before the next working day after the prescribed voting deadline.</p> <p>If a director votes after the presider of the meeting announces the voting results or after the prescribed voting deadline, his/her voting shall not be counted.</p>
<p>Article 28 The correspondence methods adopted in the meeting shall ensure that each director has the conditions to participate in, and that the participating directors at telephone conference and video conference can hear clearly other directors' speeches, communicate with each other, and such conference shall be recorded by audio or video. Where directors are unable to vote in writing immediately at such meetings, they shall vote orally and complete the written signature as soon as possible. Any director's oral vote shall have the same effect as the written signature, and if the subsequent written signature is inconsistent with the oral vote, the oral vote shall prevail.</p>	<p>Article 28<u>Article 62</u> The correspondence methods adopted in the meeting shall ensure that each director has the conditions to participate in, and that the participating directors at telephone conference and video conference can hear clearly other directors' speeches, communicate with each other, and such conference shall be recorded by audio or video. <u>Where directors are unable to sign the resolutions of the meeting immediately at the meeting by means of telephone conference, video conference or communication equipment which enables all attending directors to hear each other clearly and communicate with each other,</u> they shall vote orally and complete the written signature as soon as possible.</p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
	<p>Article 63 Any director's oral vote shall have the same effect as the written signature, <u>provided that the subsequent written signature must be consistent with the oral vote at the meeting,</u> and if the subsequent written signature is inconsistent with the oral vote, the oral vote shall prevail.</p> <p>Article 64 <u>Oral voting shall take effect from the date on which it is made, but the directorsthey shall vote orally and</u> complete the written signature as soon as possible.</p>
<p>Article 29 Where a resolution is made by means of correspondence in the previous paragraph, each director shall write in writing the voting opinions such as consent, dissent or abstention, and sign and approve it. Such written voting opinions shall be sent by fax to the Board office, and the original written voting materials shall be sent to the Board office.</p>	<p>Article 29 Where a resolution is made by means of correspondence in the previous paragraph, each director shall write in writing the voting opinions such as consent, dissent or abstention, and sign and approve it. Such written voting opinions shall be sent by fax to the Board office, and the original written voting materials shall be sent to the Board office.</p>
<p>Article 30 Where a Board meeting is convened by way of written resolutions, i.e. by serving the resolutions separately or by circulating the resolutions to be considered, the directors or other directors appointed by them shall specify their voting opinions such as consent, dissent or abstention in the resolution. Once the number of directors who sign in favour of the resolution reaches the quorum required by these Rules of Procedure, the proposal shall become a resolution of the Board of Directors.</p>	<p>Article 30 Where a Board meeting is convened by way of written resolutions, i.e. by serving the resolutions separately or by circulating the resolutions to be considered, the directors or other directors appointed by them shall specify their voting opinions such as consent, dissent or abstention in the resolution. Once the number of directors who sign in favour of the resolution reaches the quorum required by these Rules of Procedure, the proposal shall become a resolution of the Board of Directors.</p>
<p>Article 31 For a Board meeting held by video or telephone, the number of attending directors shall be calculated based on the directors present in the video, the directors expressing their opinions in the telephone conference, the valid votes actually received by fax, email or other means within the prescribed period, or the written confirmation letters submitted by the directors afterwards for attending the meeting.</p>	<p>Article 31 For a Board meeting held by video or telephone, the number of attending directors shall be calculated based on the directors present in the video, the directors expressing their opinions in the telephone conference, the valid votes actually received by fax, email or other means within the prescribed period, or the written confirmation letters submitted by the directors afterwards for attending the meeting.</p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Addition	<u>Article 65 The number of meetings proposed to be postponed for the same resolution shall not exceed two times. After the same resolution is proposed to be postponed for two times, if the directors who propose to postpone the resolution still have an issue with the resolution, they may vote against the resolution at the time of voting, or reflect and report to relevant authorities and departments in accordance with relevant regulations.</u>
Addition	<u>Article 66 Directors who have expressed dissent or abstention must state specific reasons and record them in the minutes of the meeting.</u>
Article 51 The Board shall act in strict accordance with the authorization of the shareholders' general meeting and the Articles of Association and shall not make any resolution beyond its authority.	Article 51 The Board shall act in strict accordance with the authorization of the shareholders' general meeting and the Articles of Association and shall not make any resolution beyond its authority.
Article 52 The Board of Directors shall, in accordance with relevant laws, administrative regulations, rules and the Articles of Association, exercise its powers to make external investments, purchase and sale of assets, pledge of assets, external guarantees, entrusted wealth management, related party transactions and other matters, and establish strict examination and decision-making procedures. For major investment projects, the Board of Directors shall organize relevant experts and professionals to make assessments, and report matters that need to be reported to the shareholders' general meeting to the shareholders' general meeting for approval.	Article 52 The Board of Directors shall, in accordance with relevant laws, administrative regulations, rules and the Articles of Association, exercise its powers to make external investments, purchase and sale of assets, pledge of assets, external guarantees, entrusted wealth management, related party transactions and other matters, and establish strict examination and decision-making procedures. For major investment projects, the Board of Directors shall organize relevant experts and professionals to make assessments, and report matters that need to be reported to the shareholders' general meeting to the shareholders' general meeting for approval.

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Under necessary, reasonable and lawful circumstances, the Board of Directors may delegate part of the functions and powers of the Board of Directors to the chairman of the Board of Directors, special committees of the Board of Directors and senior management, and the contents of the authorization shall be clear and specific. The authorization of the Board of Directors to the above personnel shall be made by way of resolution.	Under necessary, reasonable and lawful circumstances, the Board of Directors may delegate part of the functions and powers of the Board of Directors to the chairman of the Board of Directors, special committees of the Board of Directors and senior management, and the contents of the authorization shall be clear and specific. The authorization of the Board of Directors to the above personnel shall be made by way of resolution.
Article 53 If the resolution is not passed, in the absence of material changes in relevant conditions and factors, the Board meeting shall not review the resolution with the same content again within one month.	Article 53 If the resolution is not passed, in the absence of material changes in relevant conditions and factors, the Board meeting shall not review the resolution with the same content again within one month.
Article 54 Board meetings held onsite or by other means may be recorded as necessary.	Article 54 Article 67 Board meetings held onsite or by other means may be recorded as necessary shall be recorded by audio or video and form a written record and resolution of the meeting, which shall be signed by the attending directors and filed together afterwards.
Addition	Article 68 The Board of Directors may engage relevant experts or consulting agencies as needed to provide professional advisory opinions to the Board of Directors at the expense of the Bank.
Article 45 If there is any discrepancy between the contents and implications of different resolutions, the resolution formed later shall prevail.	Article 45 If there is any discrepancy between the contents and implications of different resolutions, the resolution formed later shall prevail.
Article 46 The directors shall abstain from voting on the relevant resolutions in the following circumstances: (1) where the directors themselves consider that they should abstain from voting;	Article 46 Article 69 The directors shall abstain from voting on the relevant resolutions in the following circumstances: (1) where the directors themselves consider that they should abstain from voting;

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>(2) other circumstances under which the directors shall abstain from voting due to their connected relationship with the enterprises involved in the resolutions of the meeting as stipulated in the Articles of Association;</p> <p>(3) where a director or any of his/her associates (as defined in the Listing Rules) has a material interest in the contract, arrangement or proposal involved in the resolution of the meeting.</p> <p>Unless otherwise specified by laws, administrative regulations, departmental rules, regulatory documents, the Listing Rules and relevant provisions of the securities regulatory authorities of the place where the Company's shares are listed.</p>	<p>(2) other circumstances under which the directors shall abstain from voting due to their connected relationship with the enterprises involved in the resolutions of the meeting as stipulated in the Articles of Association;</p> <p>(3) where a director or any of his/her associates (as defined in the Listing Rules) has a material interest in the contract, arrangement or proposal involved in the resolution of the meeting.</p> <p>Unless otherwise specified by laws, administrative regulations, departmental rules, regulatory documents, the Listing Rules and relevant provisions of the securities regulatory authorities of the place where the Company's shares are listed.</p> <p><u>When the Board of Directors considers and votes on the related party transactions, the related directors shall abstain from voting and shall not exercise their voting rights over such resolutions.</u></p>
<p>Article 47 Where a director abstains from voting, the relevant Board meeting may be held when more than half of the unrelated directors attend the meeting, and the resolutions formed shall be passed by more than half of the unrelated directors. If the number of unrelated directors attending the meeting is less than three, the relevant resolution shall not be voted on, and the matter shall be submitted to the shareholders' general meeting for consideration.</p>	<p>Article 47 Where a director abstains from voting, the relevant Board meeting may be held when more than half of the unrelated directors attend the meeting, and the resolutions formed shall be passed by more than half of the unrelated directors. If the number of unrelated directors attending the meeting is less than three, the relevant resolution shall not be voted on, and the matter shall be submitted to the shareholders' general meeting for consideration.</p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>Article 48 The abstention and voting procedures of related directors are as follows: related directors may abstain from voting on their own initiative, or any other directors or director representatives attending the Board meeting may request for abstention. If other directors or director representatives request for abstention, but the relevant directors believe that they do not fall within the scope of abstention, the reasons shall be explained. If the directors who have made the request are still not satisfied after the reasons are stated, the Board of Directors may separately record the voting results of the relevant resolution in relation to the connected relationship identity of the directors who are in dispute or who do not participate in the voting. After the Board meeting, the chairman of the Board of Directors shall propose the relevant department to determine the identity of the related director to determine the final voting result, and notify all the directors.</p>	<p>Article 48Article 70 The abstention and voting procedures of related directors are as follows: related directors may abstain from voting on their own initiative, or any other directors or director representatives attending the Board meeting may request for abstention. If other directors or director representatives request for abstention, but the relevant directors believe that they do not fall within the scope of abstention, the reasons shall be explained. If the directors who have made the request are still not satisfied after the reasons are stated, the Board of Directors may separately record the voting results of the relevant resolution in relation to the connected relationship identity of the directors who are in dispute or who do not participate in the voting. After the Board meeting, the chairman of the Board of Directors shall propose the relevant department to determine the identity of the related director to determine the final voting result, and notify all the directors. <u>In the written notice issued by the Board of Directors to the related directors, it shall specifically state that such director shall abstain from voting on the related party transaction in accordance with the Articles of Association of the Bank, and shall not vote on the related party transaction under consideration.</u></p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
	<p><u>Article 71 Shareholders who are deemed to be related directors by the Board of Directors and have been arranged to abstain from voting but disagree so may explain the reasons to the Board of Directors and may put forward new proposals in accordance with the relevant provisions of the Articles of Association of the Bank. The new proposals shall be submitted to the Board of Directors for review and, if they comply with the provisions of the Articles of Association of the Bank, shall be submitted to the Board of Directors for voting.</u></p> <p><u>Article 72 If a director considers that there is a related director and he/she shall abstain from voting and the Board of Directors has not arranged such related director to abstain from voting, the director may request the Board of Directors to make explanations on determining that such director is a related director and requiring him/her to abstain from voting. Any dispute arising therefrom may be voted on by the directors other than those who are considered to be related directors and shall be decided by simple majority to determine whether they constitute related directors and whether they shall abstain from voting. Before voting by other directors, the persons who are deemed to be related directors shall have the right to request for providing explanations on the relevant circumstances.</u></p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>Article 49 Where a director is, directly or indirectly, interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, he/she shall promptly notify the Board of Directors of the nature and extent of his/her related party relationship regardless of whether such matters require the approval or consent from the Board of Directors under normal circumstances.</p>	<p>Article 49 Where a director is, directly or indirectly, interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, he/she shall promptly notify the Board of Directors of the nature and extent of his/her related party relationship regardless of whether such matters require the approval or consent from the Board of Directors under normal circumstances.</p>
<p>Article 50 When a shareholder's loan from the Company is overdue or when the number of shares of the Company pledged by a shareholder reaches or exceeds 50% of the shares of the Company held by him/her, the voting rights of the director(s) designated by him/her in the Board of Directors shall be restricted.</p>	<p>Article 50 When a shareholder's loan from the Company is overdue or when the number of shares of the Company pledged by a shareholder reaches or exceeds 50% of the shares of the Company held by him/her, the voting rights of the director(s) designated by him/her in the Board of Directors shall be restricted.</p>
<p>Addition</p>	<p>Article 73 <u>When the Board of Directors is unable to resolve the matters to be resolved due to the abstention of related directors, the Board of Directors shall submit the proposal in relation to such matter to the shareholders' general meeting for consideration, and submit the proposal to the shareholders' general meeting for consideration in a timely manner. The Board of Directors shall state the consideration of the proposal by the Board of Directors in the resolution to be submitted to the shareholders' general meeting for consideration, and shall record the relevant opinions of the unrelated directors on the proposal.</u></p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Addition of chapter number	<u>Chapter 10 Resolution of Meetings</u>
Addition	<u>Article 74 The Board meeting shall resolve on the matters considered at the meeting, and the resolutions shall be read out before the conclusion of the meeting and signed by all directors present at the meeting (including the signature of the proxy).</u>
Addition	<u>Article 75 In the case of an extraordinary Board meeting convened by correspondence such as written resolutions, the chairman of the Board of Directors shall notify all directors in writing of the resolution in a timely manner upon signing of the written resolution and passing of the resolution. Directors shall have the right to inspect documents and information such as resolutions of the Board of Directors, ballot papers cast by the voting directors and written opinions after voting.</u>
Article 44 When the Board of Directors considers and passes a resolution and forms the relevant resolution, more than half of all directors of the Company shall cast a vote in favour of such resolution. Where laws, administrative regulations, the Listing Rules and the Articles of Association require the consent of more directors to form a resolution, such provisions shall prevail.	Article 44<u>Article 76 Unless otherwise as provided in the Articles of Association of the Bank or these Rules of Procedure, resolutions of the Board meeting shall be passed by more than half of all directors. When the Board of Directors considers and passes a resolution and forms the relevant resolution, more than half of all directors of the Company shall cast a vote in favour of such resolution. Where laws, administrative regulations, the Listing Rules and the Articles of Association require the consent of more directors to form a resolution, such provisions shall prevail.</u>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Addition	<u>Article 77 Directors shall sign the Board resolutions and be responsible for the Board resolutions. If the Board resolutions violate the laws, regulations, regulatory provisions or the Articles of Association of the Bank, and thus cause losses to the Bank, the directors participating in the resolutions shall be liable to the Bank for the losses. However, a director may be exempted from such liability if it is verified that such director has stated his/her dissent when voting and the same was recorded in the minutes of the Board meeting.</u>
<p data-bbox="240 832 785 857">Addition of chapter number</p> <p data-bbox="240 868 785 1038">Article 55 The Secretary to the Board of Directors shall arrange the staff of the Board office to keep minutes of the Board meetings. The minutes shall include the following:</p> <p data-bbox="240 1087 785 1151">(1) the date, time and place of the meeting, and the name of the convener;</p> <p data-bbox="240 1193 785 1293">(2) the names of the attending directors and the names of the directors (proxies) attending the meeting on behalf of others;</p> <p data-bbox="240 1336 785 1368">(3) the agenda of the meeting;</p> <p data-bbox="240 1410 785 1474">(4) the main points of speeches of the directors; and</p> <p data-bbox="240 1517 785 1655">(5) the methods and results of the voting for each proposal (the voting results shall state the numbers of the affirmative, negative or abstention votes).</p>	<p data-bbox="809 832 1359 857"><u>Chapter 11 Minutes</u></p> <p data-bbox="809 868 1359 1081">Article 55<u>Article 78 Minutes shall be prepared for the Board meetings. The Secretary to the Board of Directors shall arrange the staff of the Board office to keep minutes of the Board meetings.</u> The minutes shall include the following:</p> <p data-bbox="809 1123 1359 1187">(1) the date, time and place of the meeting, and the names of the <u>presider and</u> convener;</p> <p data-bbox="809 1229 1359 1368">(2) the names of the attending directors and the names of the directors (proxies) <u>appointing or</u> attending the meeting on behalf of others;</p> <p data-bbox="809 1410 1359 1442">(3) the agenda <u>and topics</u> of the meeting;</p> <p data-bbox="809 1485 1359 1549">(4) the main points of speeches of the directors; and</p> <p data-bbox="809 1591 1359 1772">(5) the methods and results of the voting for each proposal (the voting results shall state the numbers of the affirmative, negative or abstention votes <u>and the names of the voters</u>);</p> <p data-bbox="809 1815 1359 1879"><u>(6) other relevant contents of the meeting; and</u></p> <p data-bbox="809 1921 1359 1942"><u>(7) name of the recorder of the meeting.</u></p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>Article 55 The Secretary to the Board of Directors shall arrange the staff of the Board office to keep minutes of the Board meetings.</p>	<p>Article 79 The Secretary to the Board of Directors shall arrange the staff of the Board office to keep minutes of the Board meetings. <u>Minutes of Board meetings shall be prepared in Chinese by the Secretary to the Board of Directors. Directors present at the meeting shall have the right to request that an explanatory note be made in the minutes regarding their comments made at the meeting. The minutes of the Board meetings shall be circulated to the directors, and shall be confirmed by the signatures of directors attending the meeting in person or by proxy and the person who prepared the minutes together, and shall be kept by the Secretary to the Board of Directors in the Bank's files.</u></p> <p><u>The Secretary to the Board of Directors present at the meeting shall sign the minutes.</u></p>
<p>Addition</p>	<p><u>Article 80 For a Board meeting convened by way of telephone conference or video conference or by means of communication equipment which enables all directors attending the meeting to hear each other clearly and communicate with each other in real time, it shall be recorded by audio or video, which shall form part of the minutes of the meeting and shall be kept by the Secretary to the Board of Directors.</u></p>
<p>Article 56 In addition to the minutes of the meeting, the Secretary to the Board of Directors may, if necessary, arrange the staff of the Board office to make a brief summary of the meeting, and make separate records of the resolutions passed at the meeting according to the voting results.</p>	<p>Article 56 In addition to the minutes of the meeting, the Secretary to the Board of Directors may, if necessary, arrange the staff of the Board office to make a brief summary of the meeting, and make separate records of the resolutions passed at the meeting according to the voting results.</p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>Article 57 The attending directors shall sign the minutes and resolution records on behalf of themselves and the directors appointing them to attend the meeting. If any director has different opinions on the minutes or resolution records, he/she may make a written explanation when signing the same.</p> <p>Where a director neither signs the minutes and resolution records according to the preceding paragraph nor provides his/her different opinions in writing, he/she shall be deemed as agreeing with the contents of the minutes of the meeting and the resolution records.</p>	<p>Article 57 The attending directors shall sign the minutes and resolution records on behalf of themselves and the directors appointing them to attend the meeting. If any director has different opinions on the minutes or resolution records, he/she may make a written explanation when signing the same.</p> <p>Where a director neither signs the minutes and resolution records according to the preceding paragraph nor provides his/her different opinions in writing, he/she shall be deemed as agreeing with the contents of the minutes of the meeting and the resolution records.</p>
<p>Article 60 Archives of Board meetings, including notices of meeting, meeting materials, attendance book, powers of attorney for proxy directors, meeting recordings, ballot papers, minutes signed by the attending directors, meeting summaries and resolution records, shall be kept by the Secretary to the Board of Directors. The Board of Directors will make such archives available for inspection at any reasonable time upon reasonable notice by any director.</p> <p>Archives of Board meetings shall be kept for more than ten years.</p>	<p>Article 60 Article 81 Archives of Board meetings, including notices of meeting, meeting materials, attendance book, powers of attorney for proxy directors, meeting recordings, ballot papers, minutes signed by the attending directors, meeting summaries and resolution records, shall be prepared and kept by the Secretary to the Board office of Directors. The Board of Directors will make such archives available for inspection at any reasonable time upon reasonable notice by any director.</p> <p>Archives of Board meetings shall be kept for more than ten years permanently.</p>
<p>Article 61 The Company shall submit to the banking regulatory authorities a report on the performance of the Board of Directors with at least the following contents within four months after the end of each fiscal year:</p> <p>(1) the number of Board meetings;</p> <p>(2) the evaluation report on the performance of duties by directors;</p> <p>(3) the meeting materials and resolutions of the Board meeting signed by the directors.</p>	<p>Article 61 The Company shall submit to the banking regulatory authority a report on the performance of the Board of Directors with at least the following contents within four months after the end of each fiscal year:</p> <p>(1) the number of Board meetings;</p> <p>(2) the evaluation report on the performance of duties by directors;</p> <p>(3) the meeting materials and resolutions of the Board meeting signed by the directors.</p>

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Addition	<u>Article 82 The minutes and resolutions of the Board meetings shall be submitted to the banking regulatory authorities in a timely manner.</u>
Addition of chapter number	<u>Chapter 12 Supplementary Provisions</u>
Article 62 Unless otherwise specified, the terms used herein shall have the same meanings as those in the Articles and Association.	Article 62 Article 83 Unless otherwise specified, the terms used herein shall have the same meanings as those in the Articles and Association.
Article 64 References to “above”, “within” and “below” in these Rules shall include the actual given figures, while references to “less than”, “beyond”, “under” and “exceed” shall exclude such actual given figures.	Article 64 Article 84 References to “above”, “within” and “below” in these Rules shall include the actual given figures, while references to “less than”, “beyond”, “under” and “exceed” shall exclude such actual given figures.
Article 63 Any matters not covered herein or in conflict with the laws, administrative regulations, the Listing Rules or the Articles of Association promulgated or amended after these Rules come into effect shall be subject to the laws, administrative regulations, the Listing Rules or the Articles of Association.	Article 63 Any matters not covered herein or in conflict with the laws, administrative regulations, the Listing Rules or the Articles of Association promulgated or amended after these Rules come into effect shall be subject to the laws, administrative regulations, the Listing Rules or the Articles of Association.

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>Article 65 These Rules shall be formulated by the Board of Directors and shall become effective upon approval by the shareholders' general meeting. The original Rules of Procedure of the Board of Directors of Bank of Tianjin Co., Ltd. (Tian Yin Dong [2016] No. 4) which was considered and approved at the 2015 Second Extraordinary General Meeting, the Management Measures of Proposals for the Board of Directors of Bank of Tianjin Co., Ltd. (Tian Yin Dong [2016] No. 6) which was considered and approved at fourth meeting of the fifth session of the Board of Directors and the Management Measures for Authorization of Legal Person of Bank of Tianjin (Tian Yin Dong [2009] No. 7) which was considered and approved at the seventh meeting of the third session of the Board of Directors were abolished. Amendments to these Rules shall also be submitted by the Board of Directors to the shareholders' general meeting for approval.</p>	<p>Article 65Article 85 These Rules <u>of Procedure are effective from the date of approval at the shareholders' general meeting and issuance by the Bank.</u> shall be formulated by the Board of Directors and shall become effective upon approval by the shareholders' general meeting. The original Rules of Procedure of the Board of Directors of Bank of Tianjin Co., Ltd. (Tian Yin Dong [2016] No. 4) which was considered and approved at the 2015 Second Extraordinary General Meeting, the Management Measures of Proposals for the Board of Directors of Bank of Tianjin Co., Ltd. (Tian Yin Dong [2016] No. 6) which was considered and approved at fourth meeting of the fifth session of the Board of Directors and the Management Measures for Authorization of Legal Person of Bank of Tianjin (Tian Yin Dong [2009] No.7) which was considered and approved at the seventh meeting of the third session of the Board of Directors were abolished. Amendments to these Rules shall also be submitted by the Board of Directors to the shareholders' general meeting for approval. <u>The original Rules of Procedure of the Board of Directors of Bank of Tianjin Co., Ltd. (Tian Yin Dong [2018] No. 13) was abolished on the same date. When these Rules of Procedure are amended, the Board of Directors shall propose amendments to these Rules of Procedure with effect from the date of approval at the shareholders' general meeting and issuance by the Bank.</u></p>
<p>Article 66 These Rules shall interpreted by the Board of Directors.</p>	<p>Article 66Article 86 These Rules <u>of Procedure</u> shall interpreted by the Board of Directors.</p>

The English version of the amendments to the Rules of Procedure of the Board of Directors is for reference only. In the event of any discrepancies between the English and the Chinese versions, the Chinese version shall prevail.

Details of the Proposed Amendments to the Rules of Procedure of the Board of Supervisors are as follows (deletions are shown by way of strikethrough and additions are highlighted with underline):

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
Addition of contents	<u>Chapter 1 General Provisions</u> <u>Chapter 2 Composition and Powers of the Board of Supervisors</u> <u>Chapter 3 Type and Form of Meetings</u> <u>Chapter 4 Notice of Meetings</u> <u>Chapter 5 Attendance of Meetings</u> <u>Chapter 6 Convening of Meetings</u> <u>Chapter 7 Proceedings and Voting</u> <u>Chapter 8 Resolution of Meetings</u> <u>Chapter 9 Minutes</u> <u>Chapter 10 Supplementary Provisions</u>
Addition of chapter number	Chapter 1 General Provisions
<p>Article 1 For the purpose of further regulating the rules of procedure and voting procedures of the Board of Supervisors of the Company to procure the supervisors and the Board of Supervisors to perform their supervisory duties effectively and improve the corporate governance structure of the Company, these Rules are hereby formulated in accordance with the requirements under the Company Law of the People’s Republic of China, the Commercial Banking Law of the People’s Republic of China, the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidelines on Corporate Governance of Commercial Banks, the Guidelines on the Work of the Board of Supervisors for Commercial Banks and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”) as well as the Articles of Association of Bank of Tianjin Co., Ltd. (hereinafter referred to as the “Articles of Association”).</p>	<p>Article 1 For the purpose of further regulating the rules of procedure and voting procedures of the Board of Supervisors of the Company <u>Bank of Tianjin Co., Ltd.</u> (hereinafter referred to as the “Bank”) to procure the supervisors and the Board of Supervisors to perform their supervisory duties effectively and improve the corporate governance structure of the Company <u>Bank</u>, these Rules are hereby formulated in accordance with the requirements under the Company Law of the People’s Republic of China, the Commercial Banking Law of the People’s Republic of China, the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidelines on Corporate Governance of Commercial Banks, the Guidelines on the Work of the Board of Supervisors for Commercial Banks and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”), <u>the Corporate Governance Standards for Banking and Insurance Institutions</u> as well as <u>other relevant laws, regulations, regulatory provisions and</u> the Articles of Association of the Bank of Tianjin Co., Ltd. (hereinafter referred to as the “Articles of Association”).</p>

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
<p>Article 2 The Board of Supervisors shall be the internal supervisory body of the Company and shall be accountable to the shareholders’ general meeting. Special committees (namely the Supervision Committee and the Nomination Committee) are set up under the Board of Supervisors. Each special committee shall perform its tasks under the leadership of the Board of Supervisors and shall be accountable to the Board of Supervisors.</p>	<p>Article 2 The Board of Supervisors shall be the internal supervisory body of the CompanyBank and shall be accountable to the shareholders’ general meeting, <u>exercising its supervisory powers within the terms of reference granted by laws and regulations, the Articles of Association and the shareholders’ general meeting to protect the legitimate rights and interests of the Bank and its shareholders</u>Special committees (namely the Supervision Committee and the Nomination Committee) are set up under the Board of Supervisors. Each special committee shall perform its tasks under the leadership of the Board of Supervisors and shall be accountable to the Board of Supervisors.</p>
<p>Addition of chapter number</p>	<p><u>Chapter 2 Composition and Powers of the Board of Supervisors</u></p>
<p>Addition</p>	<p>Article 3 The Bank shall have a Board of Supervisors, which shall be composed of <u>five supervisors, including one shareholder supervisor, two external supervisors and two employee supervisors.</u></p>
<p>Addition</p>	<p>Article 4 The Board of Supervisors of the Bank shall legally exercise the following duties and powers:</p> <p><u>(1) to propose the convening of extraordinary general meetings, and to convene and preside over the shareholders’ general meetings if the Board of Directors fails to call and preside over such a meeting as stipulated by the Articles of Association;</u></p> <p><u>(2) to present proposals to the shareholders’ general meetings (including the supervisors’ remuneration plan);</u></p> <p><u>(3) to check such financial information as financial report, operational report and profit distribution plan to be submitted by the Board of Directors to the shareholders’ general meeting, and may, in the name of the Bank, entrust a certified public accountant or practicing auditor to help review any queries found;</u></p> <p><u>(4) to supervise the Board of Directors in establishing sound operational philosophy and value standards and formulating development strategies in line with the actual conditions of the Bank;</u></p>

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
	<p><u>(5) to evaluate the effectiveness, rationality and robustness of the development strategy formulated by the Board of Directors and prepare evaluation reports;</u></p> <p><u>(6) to supervise the election procedure for directors;</u></p> <p><u>(7) to oversee the conduct of the directors and senior management officer in performing their duties that fails to comply with the laws, regulations or the Articles of Association, to conduct comprehensive evaluation on the performance of duties by directors, supervisors and senior management officers, to request the directors and senior management officers to rectify their act of damaging the benefits of the Bank; propose removal of the directors and senior management officers, who have violated laws, regulations, the Articles of Association or resolutions of the shareholders' general meeting;</u></p> <p><u>(8) to negotiate with a director, bring actions against a director or senior management officer on behalf of the Bank in accordance with the laws, regulations and the Articles of Association;</u></p> <p><u>(9) to supervise and inspect the financial activities, operating decision, risk management and internal control of the Bank, and supervise the rectification;</u></p> <p><u>(10) to examine the profit distribution proposals of the Bank and provide opinions on the compliance and rationality of the profit distribution proposals;</u></p> <p><u>(11) to supervise the implementation of the remuneration management system of the Bank and the effectiveness and rationality of the remuneration plan of senior management officers;</u></p>

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
	<p><u>(12) to review the regular reports prepared by the Bank and put forward written review opinions;</u></p> <p><u>(13) other duties and powers conferred by the laws, regulations and the Articles of Association as well as the shareholders' general meeting.</u></p>
Addition	<p><u>Article 5 The Board of Supervisors shall have a chairman. The appointment and removal of chairman shall be adopted in the voting by more than two-thirds of the members of the Board of Supervisors.</u></p>

<p>Existing Provisions of Rules of Procedure of the Board of Supervisors</p>	<p>Amended Provisions of Rules of Procedure of the Board of Supervisors</p>
<p>Article 10 The administrative body of the Board of Supervisors shall be composed of a working body and a secretarial body. The audit department of the Company shall be the working body of the Board of Supervisors and shall be responsible for the preparation of meetings proposals and draft resolutions and the implementation of matters to be decided at the meetings; the office of the Board of Supervisors of the Company shall be the secretarial body of the Board of Supervisors and shall be responsible for the organization of meetings, arrangements for meetings, notices of meetings, resolutions of meetings, collation of meeting minutes, storage and submission of meeting materials and standardization of meeting documents. The office of the Board of Supervisors shall be staffed with full-time personnel to handle the daily affairs of the Board of Supervisors and to keep the seal of the Board of Supervisors. The staff employed by the office of the Board of Supervisors shall possess relevant professional knowledge to sufficiently ensure the performance of the supervisory functions of the Board of Supervisors. The chairman of the Board of Supervisors may request the relevant departments and personnel of the Company to assist in the daily affairs of the Board of Supervisors.</p>	<p>Article 10 The administrative body of the Board of Supervisors shall be composed of a working body and a secretarial body. The audit department of the Company shall be the working body of the Board of Supervisors and shall be responsible for the preparation of meetings proposals and draft resolutions and the implementation of matters to be decided at the meetings; the office of the Board of Supervisors of the Company shall be the secretarial body of the Board of Supervisors and shall be responsible for the organization of meetings, arrangements for meetings, notices of meetings, resolutions of meetings, collation of meeting minutes, storage and submission of meeting materials and standardization of meeting documents. The office of the Board of Supervisors shall be staffed with full-time personnel to handle the daily affairs of the Board of Supervisors and to keep the seal of the Board of Supervisors. The staff employed by the office of the Board of Supervisors shall possess relevant professional knowledge to sufficiently ensure the performance of the supervisory functions of the Board of Supervisors. The chairman of the Board of Supervisors may request the relevant departments and personnel of the Company to assist in the daily affairs of the Board of Supervisors.</p> <p><u>Article 6 The Board of Supervisors shall have an office under its leadership as the executive body of the Board of Supervisors, which shall be responsible for preparing for meetings of the Board of Supervisors and meetings of special committees under it, as well as other routine work.</u></p>

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
<p>Article 7 Special committees are set up under the Board of Supervisors, which shall formulate their own working rules, specifying their duties, rules of procedure, working procedures and matters as authorized by the Board of Supervisors, for implementation upon approval by the Board of Supervisors.</p>	<p>Article 7 Special committees (<u>namely the Supervision Committee and the Nomination Committee</u>) are set up under the Board of Supervisors, which shall formulate their own terms of reference, specifying their duties, rules of procedure, working procedures and matters authorized to them by the Board of Supervisors, for implementation upon approval by the Board of Supervisors. <u>Each special committee shall be accountable to the Board of Supervisors. The Board of Supervisors shall formulate the working rules for each of its special committees, specifying their duties, rules of procedure, work procedures and matters as authorized by the Board of Supervisors.</u></p>
<p>Article 3 The Nomination Committee is responsible for formulating the procedures and criteria for the selection and appointment of supervisors, conducting preliminary review of the qualifications of candidates for supervisors and making recommendations to the Board of Supervisors; supervising the procedures for the selection and appointment of directors; conducting comprehensive evaluation of the performance of directors, supervisors and senior management officers and reporting to the Board of Supervisors; and supervising the remuneration management system and policies of the Bank and the effectiveness and rationality of the remuneration plan of senior management officers.</p>	<p>Article 3 The Nomination Committee is responsible for formulating the procedures and criteria for the selection and appointment of supervisors, conducting preliminary review of the qualifications of candidates for supervisors and making recommendations to the Board of Supervisors; supervising the procedures for the selection and appointment of directors; conducting comprehensive evaluation of the performance of directors, supervisors and senior management officers and reporting to the Board of Supervisors; and supervising the remuneration management system and policies of the Bank and the effectiveness and rationality of the remuneration plan of senior management officers.</p>

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
<p>Article 4 The Supervision Committee is responsible for drawing up supervision plans for the Company's financial activities and implementing relevant inspections, supervising the Board of Directors in establishing sound business philosophy and value standard, formulating development strategies in line with the Company's actual situation, and supervising and inspecting the Company's business decisions, risk management and internal controls.</p>	<p>Article 4 The Supervision Committee is responsible for drawing up supervision plans for the Company's financial activities and implementing relevant inspections, supervising the Board of Directors in establishing sound business philosophy and value standard, formulating development strategies in line with the Company's actual situation, and supervising and inspecting the Company's business decisions, risk management and internal controls.</p>
<p>Article 5 The Supervision Committee and the Nomination Committee may establish a communication mechanism according to the needs of their work and cooperate with each other in carrying out their work.</p>	<p>Article 5 The Supervision Committee and the Nomination Committee may establish a communication mechanism according to the needs of their work and cooperate with each other in carrying out their work.</p>
<p>Article 8 The number of members of each special committee shall be determined by the Board of Supervisors. The special committees shall have one chairman and several members who shall be nominated by the chairman of the Board of Supervisors and elected by the Board of Supervisors. The chairman of each special committee shall be an external supervisor and the members of the special committee shall include at least three supervisors.</p>	<p>Article 8 The number of members of each special committee shall be determined by the Board of Supervisors. The special committees shall have one chairman and several members who shall be nominated by the chairman of the Board of Supervisors and elected by the Board of Supervisors. The chairman of each special committee shall be an external supervisor and the members of the special committee shall include at least three supervisors.</p>

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
<p>Article 9 Each special committee shall report annually to the Board of Supervisors at the beginning of each year on the work of the previous year.</p> <p>Members of the special committees shall continually keep track of the changes and its impact on related matters of the Company within the scope of the special committees, and raise the issue to the special committees in a timely manner.</p>	<p>Article 9 Each special committee shall report annually to the Board of Supervisors at the beginning of each year on the work of the previous year.</p> <p>Members of the special committees shall continually keep track of the changes and its impact on related matters of the Company within the scope of the special committees, and raise the issue to the special committees in a timely manner.</p>
<p>Addition</p>	<p><u>Article 8 An external supervisor of the Bank refers to a supervisor of the Bank who holds no post in the Bank except for the supervisor post and has no relation with the Bank, shareholders and de facto controllers which affects his/her independent and objective judgement.</u></p> <p><u>External supervisors shall enjoy rights of supervisors and shall conduct supervision over the Board of Directors, senior management and its members of the Bank and carry out supervision and inspection activities according to the Articles of Association and resolutions of the Board of Supervisors.</u></p>

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
<p style="text-align: center;">Addition of chapter number</p> <p>Article 11 Meetings of the Board of Supervisors shall be divided into regular meetings and provisional meetings. The regular meetings of the Board of Supervisors shall be convened at least four times each year with approximately once for each quarter. The Board of Supervisors shall convene a provisional meeting of the Board of Supervisors within ten days under the circumstance that the chairman of the Board of Supervisors considers it necessary or under any other circumstances as stipulated by the laws, administrative regulations, departmental rules, regulatory documents or the Articles of Association.</p>	<p style="text-align: center;">Chapter 3 Type and Form of Meetings</p> <p>Article 11 Article 9 Meetings of the Board of Supervisors shall be divided into regular meetings and provisional meetings. The regular meetings of the Board of Supervisors shall be convened at least four times each year with approximately once for each quarter. The Board of Supervisors shall convene a provisional meeting of the Board of Supervisors within ten days under the circumstance that the chairman of the Board of Supervisors considers it necessary or under any other circumstances as stipulated by the laws, administrative regulations, departmental rules, regulatory documents or the Articles of Association shall include regular meetings of the Board of Supervisors and provisional meetings of the Board of Supervisors. <u>The regular meeting of the Board of Supervisors shall be held at least once every quarter and shall be convened by the chairman of the Board of Supervisors.</u></p>
<p>Addition</p>	<p>Article 10 <u>The chairman of the Board of Supervisors shall convene a provisional meeting of the Board of Supervisors within ten days under the circumstance that the chairman of the Board of Supervisors considers it necessary or under any other circumstances as stipulated by the laws, regulations, regulatory provisions or the Articles of Association. Supervisors may propose to convene a provisional meeting of the Board of Supervisors.</u></p>
<p>Article 17 Meetings of the Board of Supervisor shall be convened as physical meetings. ...</p>	<p>Article 17 Article 11 Meetings of the Board of Supervisor shall be convened as physical meetings may be convened by way of on-site meeting or written resolutions. Supervisors attending the meeting of the Board of Supervisors by telephone, video call or other instant communication and discussion means shall be deemed as attending the on-site meeting.</p>

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
Addition of chapter number	<u>Chapter 4 Notice of Meetings</u>
<p>Article 15 The written notice of a meeting shall at least contain the following contents:</p> <p>(1) the time, place and duration of the meeting;</p> <p>(2) the form of the meeting;</p> <p>(3) the reason for holding the meeting and topics for discussion;</p> <p>(4) the convener and presider of the meeting, the proposer of the extraordinary meeting and his/her written proposal;</p> <p>(5) the meeting materials necessary for the voting by the supervisors;</p> <p>(6) the supervisors shall attend the meeting in person or appoint other supervisors to attend on behalf;</p> <p>(7) the contact persons and their contact information;</p> <p>(8) the date of issuance of the notice.</p> <p>A verbal notice of a meeting shall at least contain items (1), (2), (3) and (8) aforesaid and an explanation for an extraordinary meeting of the Board of Supervisors in emergency.</p>	<p>Article 15 Article 12 The written notice of a meeting <u>of the Board of Supervisors</u> shall at least contain the following contents:</p> <p>(1) the time, date and <u>place and duration</u> of the meeting;</p> <p>(2) the form <u>duration</u> of the meeting;</p> <p>(3) the reason for holding the meeting and topics for discussion <u>submitted to the meeting for consideration</u>;</p> <p>(4) the convener and presider of the meeting, the proposer of the extraordinary meeting and his/her written proposal <u>permanent contact persons for meeting matters and their names and telephone numbers</u>;</p> <p>(5) the meeting materials necessary for the voting by the supervisors;</p> <p>(6) the supervisors shall attend the meeting in person or appoint other supervisors to attend on behalf;</p> <p>(7) the contact persons and their contact information;</p> <p>(8) <u>(5)</u> the date of issuance of the notice.</p> <p>A verbal notice of a meeting shall at least contain items (1), (2), (3) and (8) aforesaid and an explanation for an extraordinary meeting of the Board of Supervisors in emergency.</p>

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
<p>Article 14 (clause 1) The office of the Board of Supervisors shall send the written notice of a meeting bearing the seal of the Board of Supervisors to all the supervisors by hand delivery, fax, email or other means ten days and five days before a regular meeting or a provisional meeting of the Board of Supervisors respectively. In case of not by hand delivery, confirmation shall also be made by telephone and recorded accordingly.</p>	<p>Article 14 Article 13 The office of the Board of Supervisors shall send the written notice of a meeting bearing the seal of the Board of Supervisors to all the supervisors by hand delivery, fax, email or other means ten days and five days before a regular meeting or a provisional meeting of the Board of Supervisors respectively. In case of not by hand delivery, confirmation shall also be made by telephone and recorded accordingly.</p>
<p>Article 12 Before giving notice of a regular meeting of the Board of Supervisors, the office of the Board of Supervisors shall fully consult all supervisors, form a unanimous opinion and submit to the chairman of the Board of Supervisors for approval.</p>	<p>Article 12 Before giving notice of a regular meeting of the Board of Supervisors, the office of the Board of Supervisors shall fully consult all supervisors, form a unanimous opinion and submit to the chairman of the Board of Supervisors for approval.</p>
<p>Addition</p>	<p>Article 14 <u>The Board of Supervisors shall notify all supervisors of the date of the meeting in accordance with the provisions, and provide them with adequate materials timely before the meeting, including relevant background information of the subject matters, any information and data which can facilitate the supervisors to make decisions.</u></p>
<p>Article 14 (clause 2)</p> <p>Where a provisional meeting of the Board of Supervisors needs to be convened in emergency, the notice of such meeting may be sent by verbal or by telephone means without the constraints of time period, but the convener shall make explanations at the meeting.</p>	<p>Article 15 Where a provisional meeting of the Board of Supervisors needs to be convened in emergency, the notice of such meeting may be sent by verbal or by telephone <u>or by other verbal</u> means without the constraints of time period, but the convener shall make explanations at the meeting.</p>

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
<p>Addition</p>	<p><u>Article 16 If, after the written notice of a regular meeting of the Board of Supervisors has been issued, it is necessary to change the time or place of the meeting or to add, change or cancel a proposal for the meeting, a written notice of the change shall be issued three days before the original date of the meeting, stating the situation and the relevant content of the new proposal and related materials. If there are less than three days, the meeting date shall be postponed accordingly or be held as scheduled after obtaining the approval of half of the supervisors present.</u></p> <p><u>If, after the notice of a provisional meeting of the Board of Supervisors has been issued, it is necessary to change the time or place of the meeting or to add, change or cancel proposal for the meeting, the approval of half of the supervisors present shall be obtained in advance and the corresponding records shall be kept.</u></p>
<p>Addition of chapter number</p> <p>Article 16 The supervisors shall attend meeting of the Board of Supervisors in person upon receiving the notice of meeting. If a supervisor cannot attend a meeting due to certain reasons, he/she may appoint another supervisor in writing to attend on his/her behalf, while a supervisor shall not be appointed by more than two supervisors in each meeting of the Board of Supervisors. An external supervisor may appoint another external supervisor to attend on his/her behalf.</p>	<p>Chapter 5 Attendance of Meetings</p> <p>Article 16Article 17 The supervisors shall attend meeting of the Board of Supervisors in person upon receiving the notice of meeting. Supervisors shall attend meetings of the Board of Supervisors in person. If a supervisor cannot attend a meeting due to certain reasons, he/she may appoint another supervisor in writing to attend on his/her behalf, while a supervisor shall not be appointed by more than two supervisors in each meeting of the Board of Supervisors. An external supervisor may entrust another external supervisor to attend on his/her behalf.</p>

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
<p>Article 16 (clause 2 and clause 3) The proxy form shall state:</p> <p>(1) the names of the supervisor and the proxy;</p> <p>(2) brief comments of the supervisor on each proposal;</p> <p>(3) the supervisor’s scope of authorization, instructions on voting in respect of each of the proposals;</p> <p>(4) validity period of the proxy entrusted by the supervisor;</p> <p>(5) signature of the supervisor and date, etc.</p> <p>The proxy supervisor shall present the written power of attorney to the chairman of the meeting, explain proxy attendance in the attendance book, and exercise the rights of the supervisor within the scope of authorization. If a supervisor is unable to attend a meeting of the Board of Supervisors in person and has not appointed a representative to attend the meeting, the same shall be deemed to be a waiver of the voting right at such meeting, and the supervisor shall bear the same legal liabilities in respect of resolutions of the Board of Supervisors.</p>	<p>Article 18 The proxy form shall state <u>the name of the proxy supervisor, the relevant matters and scope of authorization, and shall be signed or sealed by the appointor. The supervisor acting as proxy shall exercise the appointor’s rights within the scope of authorization.</u></p> <p>(1) the names of the supervisor and the proxy;</p> <p>(2) brief comments of the supervisor on each proposal;</p> <p>(3) the supervisor’s scope of authorization, instructions on voting in respect of each of the proposals;</p> <p>(4) validity period of the proxy entrusted by the supervisor;</p> <p>(5) signature of the supervisor and date, etc.</p> <p>The proxy supervisor shall present the written power of attorney to the chairman of the meeting, explain proxy attendance in the attendance book, and exercise the rights of the supervisor within the scope of authorization.</p> <p>Article 19 If a supervisor is unable to attend a meeting of the Board of Supervisors in person and has not appointed a representative to attend the meeting, the sameit shall be deemed to be a waiver of the voting right at such meeting, and the supervisor shall bear the same legal liabilities in respect of resolutions of the Board of Supervisors.</p>

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
<p>Addition</p>	<p><u>Article 20 Supervisors shall attend in person at least two-thirds of the on-site meetings of the Board of Supervisors each year. The supervisors who fail to attend the meetings in person for two consecutive times or entrust other supervisor to attend the meetings of the Board of Supervisors, or fail to attend in person at least two-thirds of the meetings of the Board of Supervisors each year shall be deemed to be unable to perform their duties and the Board of Supervisors shall propose to the shareholders' general meeting or employee representative meeting to remove them. The working time of the external supervisors of the Bank shall not be less than fifteen working days per year.</u></p>
<p>Addition of chapter number</p>	<p>Chapter 6 Convening of Meetings</p>
<p>Article 6 The relevant matters to be resolved by the Board of Supervisors shall first be submitted to the relevant special committees for consideration, which shall put forward the deliberations.</p> <p>Except as authorized by the Board of Supervisors according to laws, the deliberations of the special committees cannot be substituted for the voting opinions of the Board of Supervisors.</p> <p>In case of major urgent issues, the chairman of the special committees may recommend to the chairman of the Board of Supervisors for the convening of a meeting of the Board of Supervisors, and to report at the meeting.</p>	<p>Article 6 The relevant matters to be resolved by the Board of Supervisors shall first be submitted to the relevant special committees for consideration, which shall put forward the deliberations.</p> <p>Except as authorized by the Board of Supervisors according to laws, the deliberations of the special committees cannot be substituted for the voting opinions of the Board of Supervisors.</p> <p>In case of major urgent issues, the chairman of the special committees may recommend to the chairman of the Board of Supervisors for the convening of a meeting of the Board of Supervisors, and to report at the meeting.</p>

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
<p>Article 18 Meetings of the Board of Supervisors shall not be held unless it is attended by more than half of the supervisors. Where any relevant supervisor refuses or fails to attend the meeting so that the number of attendees falls short of the quorum required for convening the meeting, other supervisors shall report to the regulatory authorities promptly.</p>	<p>Article 18 Article 21 Meetings of the Board of Supervisors shall not be held unless it is attended by more than half of the supervisors. Where any relevant supervisor refuses or fails to attend the meeting so that the number of attendees falls short of the quorum required for convening the meeting, other supervisors shall report to the regulatory authorities promptly.</p>
<p>Article 13 The chairman of the Board of Supervisors shall convene and preside over the meetings of the Board of Supervisors. In the event that the chairman of the Board of Supervisors is incapable of performing or not performing his/her duties, a supervisor nominated by more than half of the supervisors shall perform his/her duties.</p>	<p>Article 13 Article 22 The chairman of the Board of Supervisors shall convene and preside over the meetings of the Board of Supervisors. In the event that the chairman of the Board of Supervisors is incapable of performing or not performing his/her duties, a supervisor nominated by more than half of the supervisors shall perform his/her duties convene and preside over the meetings of the Board of Supervisors.</p>
<p>Addition</p>	<p>Article 23 <u>The discussion methods of the Board of Supervisors are as follows: the chairman of the Board of Supervisors or its designated supervisors shall confirm the number of attending supervisors and explain the reasons and topics for convening the meeting, and the attending supervisors shall discuss and speak. Voting on resolutions shall be conducted and minutes shall be prepared.</u></p>
<p>Article 19 The presider of the meeting of the Board of Supervisors shall ask the attending supervisors to express clear opinions on each proposal.</p> <p>...</p>	<p>Article 19 Article 24 The presider of the meeting of the Board of Supervisors shall ask the attending supervisors to express clear opinions on each proposal.</p>

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
<p>Article 23 The extraordinary resolution not included in the notice of the meeting of the Board of Supervisors shall not be considered at the meeting in principle and no extraordinary resolution shall be resolved unless it is particularly urgent or if it is agreed by more than half of the supervisors to be included in the meeting for consideration. Such extraordinary resolutions may be reserved for consideration at the next meeting of the Board of Supervisors or for consideration and approval at the meeting of the Board of Supervisors to be re-convened.</p>	<p>Article 23 The extraordinary resolution not included in the notice of the meeting of the Board of Supervisors shall not be considered at the meeting in principle and no extraordinary resolution shall be resolved unless it is particularly urgent or if it is agreed by more than half of the supervisors to be included in the meeting for consideration. Such extraordinary resolutions may be reserved for consideration at the next meeting of the Board of Supervisors or for consideration and approval at the meeting of the Board of Supervisors to be re-convened.</p> <p>Article 25 <u>In principle, the meeting of the Board of Supervisors shall not consider the issues or matters not specified in the meeting notice. Where new issues or matters are required to be added in case of emergency, it shall be approved by more than two-thirds of the supervisors present at the meeting before considering and passing resolutions on such additional issues or matters. When necessary, the presider of the meeting may initiate voting procedures to vote on whether to add the new issues or matters.</u></p>

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
<p>Article 18 (clause 2 and clause 3)</p> <p>The secretary to the Board of Directors shall attend meetings of the Board of Supervisors.</p> <p>The Board of Supervisors may require the Company's directors, managers and other senior management, internal and external auditors to attend meetings of the Board of Supervisors and answer the questions concerned.</p>	<p>Article 18 <u>Article 26</u></p> <p>The secretary to the Board shall attend meetings of the Board of Supervisors.</p> <p>The Board of Supervisors may require the Company's directors, managers and other senior management, internal and external auditors to attend meetings of the Board of Supervisors and answer the questions concerned.</p> <p><u>When considering resolutions and reviewing reports, the Board of Supervisors may require the Bank's directors, secretary to the Board of Directors, members of senior management, internal and external auditors, heads of relevant departments, etc. to attend the meeting, listen to and enquire about relevant circumstances, and explain or listen to relevant opinions. The non-members of the Board of Supervisors present at the meeting shall not participate in the discussion of supervisors, and shall not affect the meeting progress, voting and resolutions.</u></p>
<p>Addition</p>	<p><u>Article 27 Supervisors attending the meeting shall properly keep the meeting documents. Before the contents of the relevant resolutions of the meeting are officially disclosed to the public, all supervisors and other attendees shall bear the responsibility and obligation to keep the meeting documents and all contents considered at the meeting confidential.</u></p>
<p>Addition of chapter number</p>	<p>Chapter 7 Proceedings and Voting</p>
<p>Article 19 ... The meetings of the Board of Supervisors adopt the principle of voting on each matter at a time, which means that voting begins upon completion of consideration of a proposal, and that the next proposal shall not be voted until the voting on a proposal has completed.</p>	<p>Article 19 <u>Article 28</u> The meetings of the Board of Supervisors adopt the principle of voting on each matter at a time, which means that voting begins upon completion of consideration of a proposal, and that the next proposal shall not be voted until the voting on a proposal has completed.</p>

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
<p>Article 20 Each supervisor shall have one vote. The meeting of the Board of Supervisors shall be voted by show of hands, open ballot or correspondence.</p>	<p>Article 20Article 29 Each supervisor attending the meeting shall have one vote. The meeting of the Board of Supervisors shall be voted by show of hands, open ballot or correspondence.</p>
<p>Article 22 Supervisors attending the meeting of the Board of Supervisors who leave halfway shall explain the reasons and apply for leave to the presider of the meeting. For the voting of the remaining resolutions, such supervisor may vote by filling in the ballot paper in advance or entrust another supervisor in writing to exercise the voting right on his/her behalf. If he/she does not fill in the ballot paper or entrust another supervisor, such supervisor shall be deemed to have abstained from voting on the remaining resolutions.</p> <p>After the presider of the meeting announces that the meeting has begun, supervisors attending the meeting of the Board of Supervisors halfway may solicit such supervisor to vote on resolutions that have been voted previously and include his/her vote in the number of votes already cast on the resolutions.</p>	<p>Article 22 Supervisors attending the meeting of the Board of Supervisors who leave halfway shall explain the reasons and apply for leave to the presider of the meeting. For the voting of the remaining resolutions, such supervisor may vote by filling in the ballot paper in advance or entrust another supervisor in writing to exercise the voting right on his/her behalf. If he/she does not fill in the ballot paper or entrust another supervisor, such supervisor shall be deemed to have abstained from voting on the remaining resolutions.</p> <p>After the presider of the meeting announces that the meeting has begun, supervisors attending the meeting of the Board of Supervisors halfway may solicit such supervisor to vote on resolutions that have been voted previously and include his/her vote in the number of votes already cast on the resolutions.</p>
<p>Article 24 Resolutions or draft resolutions included in the agenda of the meeting for voting may be put to vote after the on-site amendment to the resolution if a majority of the supervisors have different opinions on the contents or draft resolutions before voting.</p>	<p>Article 24 Resolutions or draft resolutions included in the agenda of the meeting for voting may be put to vote after the on-site amendment to the resolution if a majority of the supervisors have different opinions on the contents or draft resolutions before voting.</p>
<p>Article 25 Where a supervisor is, directly or indirectly, interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, he/she shall promptly notify the Board of Supervisors of the nature and extent of his/her related party relationship.</p>	<p>Article 25Article 30 Where a supervisor is, directly or indirectly, interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the CompanyBank, he/she shall promptly notify the Board of Supervisors of the nature and extent of his/her related party relationship.</p>

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
<p>Article 17 The meeting of the Board of Supervisors shall be held on-site.</p> <p>Vote may be carried on by the way of correspondence at a meeting of the Board of Supervisors. Voting by the way of correspondence shall meet the following conditions:</p> <p>(1) Issues of correspondence voting shall be sent to all supervisors at least three days before voting, and provide them relevant background introduction of the subject matters and information and details which can facilitate the supervisor to make decisions;</p> <p>(2) Correspondence voting shall adopt the form of one voting for one issue, and it is not allowed to ask supervisors to make only one voting for several issues;</p> <p>(3) Correspondence voting shall be adopted only when it is necessary, and the proposal for correspondence voting shall explain the reason to adopt it and comply with the requirement of the Articles of Association or the Rules of Procedure of the Board of Supervisors.</p> <p>When voting by correspondence, the supervisors shall fax their written opinions and voting intentions on the matters proposed to the office of the Board of Supervisors upon signing and confirmation. Supervisors shall not only specify their voting opinions without expressing their written opinions or reasons for voting.</p>	<p>Article 17 The meeting of the Board of Supervisors shall be held on-site.</p> <p>Vote may be carried on by the way of correspondence at a meeting of the Board of Supervisors. Voting by the way of correspondence shall meet the following conditions:</p> <p>(1) Issues of correspondence voting shall be sent to all supervisors at least three days before voting, and provide them relevant background introduction of the subject matters and information and details which can facilitate the supervisor to make decisions;</p> <p>(2) Correspondence voting shall adopt the form of one voting for one issue, and it is not allowed to ask supervisors to make only one voting for several issues;</p> <p>(3) Correspondence voting shall be adopted only when it is necessary, and the proposal for correspondence voting shall explain the reason to adopt it and comply with the requirement of the Articles of Association or the Rules of Procedure of the Board of Supervisors.</p> <p>When voting by correspondence, the supervisors shall fax their written opinions and voting intentions on the matters proposed to the office of the Board of Supervisors upon signing and confirmation. Supervisors shall not only specify their voting opinions without expressing their written opinions or reasons for voting.</p>

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
Addition	<u>Article 31 Where the meeting of the Board of Supervisors is held on-site, it may be voted by show of hands or open ballot.</u>
Article 21 Voting intention of supervisors consists of the affirmative vote, negative vote and abstention. The participating supervisors shall choose one of the above-mentioned intentions. If any participating supervisor fails to choose or chooses two or more options at the same time, the presider of the meeting shall request the supervisor to choose again. The supervisors who refuse to choose shall be deemed to have abstained from voting.	Article 21 <u>Article 32</u> Voting intention of supervisors consists of the affirmative vote, negative vote and abstention. The participating supervisors shall choose one of the above-mentioned intentions. If any participating supervisor fails to choose or chooses two or more options at the same time, the presider of the meeting shall request the supervisor to choose again. The supervisors who refuse to choose or fail to return after leaving the meeting halfway without making a choice shall be deemed to have abstained from voting.
Addition	<p><u>Article 33 Where any supervisor is unable to immediately sign a resolution of the meeting held by telephone, video call or other instant communication and discussion, an oral vote shall be taken.</u></p> <p><u>A supervisor’s oral vote shall have the same effect as a written signature, provided that the subsequent written signature shall be consistent with the oral vote at the meeting. If there is a discrepancy between the two, the oral vote shall prevail.</u></p> <p><u>An oral vote shall take effect from the date on which it is made, but the supervisor shall sign the written documents as soon as possible.</u></p>
Addition	<u>Article 34 A meeting of the Board of Supervisors convened by way of written resolution may be signed and resolved by mail, facsimile or other appropriate means.</u>

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
<p>Addition</p>	<p><u>Article 35 The meeting of the Board of Supervisors convened by way of written resolution shall be voted as follows:</u></p> <p><u>(1) The office of the Board of Supervisors shall deliver a notice of written resolution to all supervisors at least five days before the meeting is convened, and shall provide the relevant background information of the subject matter of the meeting and the relevant information and data that can help supervisors make decisions.</u></p> <p><u>(2) The notice of meeting shall include the following contents:</u></p> <ol style="list-style-type: none"> <u>1. matters to be considered;</u> <u>2. deadline for the transmission of votes;</u> <u>3. explanation on the reasons for voting by way of written resolution and its compliance with the Articles of Association and these Rules;</u> <u>4. mailing address (if by mail) or other contact information (if by other means of communication) of the office of the Board of Supervisors;</u> <u>5. other matters that the Board of Supervisors deems necessary to explain.</u> <p><u>(3) The notice of meeting shall be accompanied by a ballot paper. The ballot paper shall state the matters to be voted one by one.</u></p>

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
	<p><u>(4) Supervisors shall make voting decisions prudently, properly fill in and sign the ballot paper. Supervisors shall specify “for”, “against” or “abstain” in respect of each resolution set out in the ballot paper. The voting shall not be subject to any conditions, otherwise the voting on the relevant matters shall be invalid. The completed ballot papers shall be sent to the mailing address of the office of the Board of Supervisors as specified in the notice of meeting or delivered to the office of the Board of Supervisors using the contact information as specified in the notice of meeting before the deadline specified in the notice of meeting.</u></p> <p><u>(5) In addition to the ballot papers, the supervisors may also send their written opinions on the matters to be considered by facsimile to the office of the Board of Supervisors. If there is any inconsistency between the written opinions and the voting opinions on the relevant matters as set out in the ballot papers, the voting opinions as set out in the ballot papers shall prevail.</u></p> <p><u>(6) Within three days after the completed ballot papers and written opinions are sent to the office of the Board of Supervisors, the original ballot papers and written opinions shall be sent by courier to the office of the Board of Supervisors for filing.</u></p>

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
<p>Addition</p>	<p><u>Article 36 For a meeting of the Board of Supervisors convened by way of written resolutions, the votes transmitted after the deadline specified in the notice of the meeting or the ballot papers not delivered in the designated way are invalid, and the supervisors shall be deemed to have waived their voting rights. If the supervisors participating in the voting fail to sign on the ballot papers that have been sent to the office of the Board of Supervisors, such ballot papers shall not be counted as valid votes. The above two circumstances shall be disclosed to all supervisors.</u></p>
<p>Addition</p>	<p><u>Article 37 Where a meeting of the Board of Supervisors is convened by way of written resolutions, if the Board of Supervisors has sent the resolutions to all supervisors and the number of supervisors who sign and agree on the resolutions has reached the quorum required for adopting the resolutions, then the written document signed and agreed by such supervisors shall be delivered to the office of the Board of Supervisors, and the resolutions shall be considered as resolutions adopted by the Board of Supervisors.</u></p>

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
Addition of chapter number	<u>Chapter 8 Resolution of Meetings</u>
Addition	<u>Article 38 The meeting of the Board of Supervisors shall resolve on the matters considered at the meeting, and the resolutions shall be read out before the conclusion of the meeting and signed by all supervisors present at the meeting (including the signature of the proxy).</u>
Addition	<u>Article 39 For a meeting of the Board of Supervisors convened by way of written resolution, the chairman of the Board of Supervisors shall promptly notify all supervisors in writing of the resolution after voting and making the resolution. Supervisors shall have the right to inspect documents and information such as resolutions of the Board of Supervisors, ballot papers cast by the voting supervisors and written opinions after voting.</u>
Article 26 Resolutions made by the Board of Supervisors shall be approved by more than two-thirds of all supervisors. The proposals submitted by the Board of Supervisors to remove external supervisors shall be approved by more than two-thirds of all supervisors before being submitted to the shareholders’ general meeting for consideration. The appointment and removal of the chairman of the Board of Supervisors shall be approved by more than two-thirds of all supervisors.	Article 26 Resolutions made by the Board of Supervisors shall be approved by more than two-thirds of all supervisors. The proposals submitted by the Board of Supervisors to remove external supervisors shall be approved by more than two-thirds of all supervisors before being submitted to the shareholders’ general meeting for consideration. The appointment and removal of the chairman of the Board of Supervisors shall be approved by more than two-thirds of all supervisors. <u>Article 40 Resolutions of the Board of Supervisors shall be passed by more than two-thirds of all supervisors.</u>

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
<p>Article 29 (clause 2)</p> <p>The supervisors shall take responsibility for the resolutions of the Board of Supervisors. Where a supervisor can prove that he had expressed his opposition to such resolution when it was put to the vote, and that such opposition was recorded in the minutes of the meeting, such supervisors may be relieved from such liability.</p>	<p>Article 29 Article 41 <u>The supervisors shall sign and take responsibility for the resolutions of the Board of Supervisors. Where a resolution of the Board of Supervisors is in violation of the laws, regulations, regulatory provisions or the Articles of Association, thereby causes losses to the Bank, The supervisors shall take responsibility for the resolutions of the Board of Supervisors. the supervisors who are involved in the resolution shall be liable to the Bank for damages. However,</u> wWhere a supervisor can prove that he/she had expressed his/her opposition to such resolution when it was put to the vote, and that such opposition was recorded in the minutes of the meeting, such supervisors may be relieved from such liability.</p>
<p>Article 32 Resolutions of the Board of Supervisors shall be announced by the secretary to the Board of Directors in accordance with the Listing Rules and relevant regulations.</p>	<p>Article 32 Resolutions of the Board of Supervisors shall be announced by the secretary to the Board of Directors in accordance with the Listing Rules and relevant regulations.</p>
<p>Addition of chapter number</p>	<p>Chapter 9 Minutes</p>
<p>Article 27 In respect of a meeting of the Board of Supervisors, audio recording may be made, if necessary, for the whole meeting.</p>	<p>Article 27 Article 42 In respect of a meeting of the Board of Supervisors, audio recording may be made, if necessary, for the whole meeting.</p>

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
<p>Article 28 Office clerks of the Board of Supervisors shall keep minutes of on-site meetings. The minutes shall include the following information:</p> <p>(1) the number of session, time, venue and form of the meeting;</p> <p>(2) the sending time and status of the notice of meeting;</p> <p>(3) the convener and presider of the meeting;</p> <p>(4) the attendance of the meeting;</p> <p>(5) the proposals considered at the meeting, the main points of the speeches of the supervisors and main opinions in respect of relevant matters and voting intentions for the proposals;</p> <p>(6) the voting method and result for each proposal (the voting result shall set out the respective number of votes for, against or abstention);</p> <p>(7) other issues that the attending supervisors think should be included into the minutes.</p> <p>For a meeting of the Board of Supervisors held by correspondence, the office of the Board of Supervisors shall sort out the minutes in accordance with the preceding provision.</p>	<p>Article 28Article 43 Office clerks of the Board of Supervisors shall keep minutes of on-site meetings. <u>The Board of Supervisors shall prepared the minutes.</u></p> <p>The minutes <u>of the Board of Supervisors</u> shall include the following information:</p> <p>(1) the number of session, time, venue and form of the meeting;</p> <p>(2) the sending time and status of the notice of meeting;</p> <p>(3) the convener and presider of the meeting;</p> <p>(4) the attendance of the meeting;</p> <p>(5) the proposals considered at the meeting, the main points of the speeches of the supervisors and main opinions in respect of relevant matters and voting intentions for the proposals;</p> <p>(6) the voting method and result for each proposal (the voting result shall set out the respective number of votes for, against or abstention);</p> <p>(7) other issues that the attending supervisors think should be included into the minutes.</p>

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
	<p><u>(1) the date and place of the meeting;</u></p> <p><u>(2) the names of the convener and the person taking minutes;</u></p> <p><u>(3) the names of the supervisors attending the meeting and the names of the supervisors (proxies) appointed by other supervisors to attend the meeting;</u></p> <p><u>(4) the agenda of the meeting;</u></p> <p><u>(5) the main points of the speeches of the supervisors; and</u></p> <p><u>(6) the methods and results of the voting for each proposal (the voting results shall state the numbers of votes for, against or abstention).</u></p> <p>For a meeting of the Board of Supervisors held by correspondence, the office of the Board of Supervisors shall sort out the minutes in accordance with the preceding provision.</p>

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
<p>Article 29 The minutes shall be signed and confirmed by the attending supervisors. Where a supervisor holds different opinions on the minutes, written explanation may be attached upon signing. Where necessary, they shall responsively report to the regulatory authorities or announce public statements.</p> <p>...</p> <p>Where a supervisor neither confirms with signature as stipulated by the preceding paragraph nor provides written explanation for his different opinions or reports to regulatory authorities or gives public statement, the said supervisor shall be deemed as agreeing with what was in the minutes of the meeting.</p>	<p>Article 29 The minutes shall be signed and confirmed by the attending supervisors. Where a supervisor holds different opinions on the minutes, written explanation may be attached upon signing. Where necessary, they shall responsively report to the regulatory authorities or announce public statements.</p> <p>Where a supervisor neither confirms with signature as stipulated by the preceding paragraph nor provides written explanation for his different opinions or reports to regulatory authorities or gives public statement, the said supervisor shall be deemed as agreeing with what was in the minutes of the meeting.</p> <p><u>Article 44 Minutes of meetings of the Board of Supervisors shall be recorded by the personnel designated by the office of the Board of Supervisors and prepared in Chinese and circulated to the supervisors. Supervisors attending the meeting shall have the right to request that an explanatory note be made in the minutes regarding their comments made at the meeting. The minutes shall be signed and confirmed by the supervisors attending the meeting in person, the authorized representatives and the persons preparing the minutes, and shall be kept by the office of the Board of Supervisors permanently.</u></p>

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
<p>Article 34 Archives of meetings of the Board of Supervisors, including notices of meetings, meeting materials, attendance book, meeting recordings, ballot papers, minutes signed by the attending supervisors and announcement of resolutions, shall be kept by a person designated by the chairman of the Board of Supervisors.</p> <p>The archives of meetings of the Board of Supervisors shall be kept for more than ten years.</p>	<p>Article 34Article 45 Archives of meetings of the Board of Supervisors, including notices of meetings, meeting materials, attendance book, meeting recordings, ballot papers, minutes signed by the attending supervisors and announcement of resolutions, shall be kept by a person designated by the chairman of the Board of Supervisors.</p> <p>The archives of meetings of the Board of Supervisors shall be kept for more than ten yearspermanently.</p>
<p>Article 30 The performance of duties by the Board of Supervisors shall be supervised by the shareholders’ general meeting of the Company according to laws. The Board of Supervisors shall report its work to the shareholders’ general meeting at least once a year, and the report shall include:</p> <p>(1) particulars arising out of the supervision of the Board of Directors and members of senior management of the Company, namely their work performance, financial activities, internal controls and risk management;</p> <p>(2) particulars of the work carried out by the Board of Supervisors;</p> <p>(3) any independent opinions expressed regarding related matters;</p> <p>(4) results of assessment on the work performance of the supervisors; and</p> <p>(5) other matters that the Board of Supervisors considers appropriate to be reported to the shareholders’ general meeting.</p>	<p>Article 30 The performance of duties by the Board of Supervisors shall be supervised by the shareholders’ general meeting of the Company according to laws. The Board of Supervisors shall report its work to the shareholders’ general meeting at least once a year, and the report shall include:</p> <p>(1) particulars arising out of the supervision of the Board of Directors and members of senior management of the Company, namely their work performance, financial activities, internal controls and risk management;</p> <p>(2) particulars of the work carried out by the Board of Supervisors;</p> <p>(3) any independent opinions expressed regarding related matters;</p> <p>(4) results of assessment on the work performance of the supervisors; and</p> <p>(5) other matters that the Board of Supervisors considers appropriate to be reported to the shareholders’ general meeting.</p>

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
Article 31 Employee supervisors shall also accept the supervision of the employee representative meeting, employee meeting or other democratic forms, and report to the employee representative meeting etc. regularly.	Article 31 Employee supervisors shall also accept the supervision of the employee representative meeting, employee meeting or other democratic forms, and report to the employee representative meeting etc. regularly.
Article 33 Supervisors shall urge relevant personnel to implement the resolutions of the Board of Supervisors. The chairman of the Board of Supervisors shall report at the subsequent meetings of the Board of Supervisors on the implementation of the resolutions.	Article 33 Supervisors shall urge relevant personnel to implement the resolutions of the Board of Supervisors. The chairman of the Board of Supervisors shall report at the subsequent meetings of the Board of Supervisors on the implementation of the resolutions.
Addition of chapter number	Chapter 10 Supplementary Provisions
Article 35 Unless otherwise specified, the terms used herein shall have the same meanings as those in the Articles and Association of the Company.	Article 35 Article 46 Unless otherwise specified, the terms used herein shall have the same meanings as those in the Articles and Association of the Company.
Article 36 Any matters not covered herein or in conflict with the laws, administrative regulations, departmental rules and normative documents, the Listing Rules or the Articles of Association promulgated or amended after these Rules come into effect shall be subject to the laws, administrative regulations, departmental rules and normative documents, the Listing Rules or the Articles of Association.	Article 36 Any matters not covered herein or in conflict with the laws, administrative regulations, departmental rules and normative documents, the Listing Rules or the Articles of Association promulgated or amended after these Rules come into effect shall be subject to the laws, administrative regulations, departmental rules and normative documents, the Listing Rules or the Articles of Association.
Article 37 In these Rules, “above” shall include that number, and “over” shall exclude that number.	Article 37 Article 47 In these Rules, “above” shall include that number; and <u>whereas</u> “over” and “less than” shall exclude that number.

Existing Provisions of Rules of Procedure of the Board of Supervisors	Amended Provisions of Rules of Procedure of the Board of Supervisors
<p>Article 38 These Rules shall be formulated by the Board of Supervisors and shall become effective upon approval by the shareholders' general meeting. The original Rules of Procedure of the Board of Supervisors of Bank of Tianjin Co., Ltd. (Tian Yin Jian [2016] No. 12) which was considered and approved at the 2015 Second Extraordinary General Meeting was abolished. Amendments to these Rules shall also be submitted by the Board of Supervisors to the shareholders' general meeting for approval.</p>	<p>Article 38Article 48 These Rules <u>are effective from the date of approval at the shareholders' general meeting and issuance by the Bank.</u> shall be formulated by the Board of Supervisors and shall become effective upon approval by the shareholders' general meeting. <u>The original Rules of Procedure of the Board of Supervisors of Bank of Tianjin Co., Ltd. (Tian Yin Jian [2018] No. 36) was abolished on the same day. When these Rules are amended, the Board of Supervisors shall propose a resolution for amendment, which shall take effect from the date of approval by the shareholders' general meeting and issuance by the Bank. These Rules shall be formulated by the Board of Supervisors and shall take effect upon approval by the shareholders' general meeting. The original Rules of Procedure of the Board of Supervisors of Bank of Tianjin Co., Ltd. (Tian Yin Jian [2016] No. 12) which was considered and approved at the 2015 Second Extraordinary General Meeting was abolished. Amendments to these Rules shall also be submitted by the Board of Supervisors to the shareholders' general meeting for approval.</u></p>
<p>Article 39 Any matters not covered herein shall be dealt with in accordance with relevant national laws, administrative regulations, departmental rules and normative documents, the Listing Rules and the Articles of Association.</p>	<p>Article 39 Any matters not covered herein shall be dealt with in accordance with relevant national laws, administrative regulations, departmental rules and normative documents, the Listing Rules and the Articles of Association.</p>
<p>Article 40 These Rules shall be interpreted by the Board of Supervisors.</p>	<p>Article 40Article 49 These Rules shall be interpreted by the Board of Supervisors.</p>

The English version of the amendments to the Rules of Procedure of the Board of Supervisors is for reference only. In the event of any discrepancies between the English and the Chinese versions, the Chinese version shall prevail.

APPENDIX VI BIOGRAPHIES OF CANDIDATES FOR DIRECTORS

Biographical details of the Director Candidates for the seventh session of the Board of Directors are set out as follows:

Executive Directors

Mr. SUN Ligu (孫利國), aged 58. Mr. Sun has served as the secretary of the Party Committee of the Bank since July 2020. Mr. Sun was appointed as our executive Director in February 2017 and acted as our Chairman since August 2020. He is responsible for any duties related to the Party Committee of head office and the Board and is in charge of the audit work. He is also in charge of the management of Audit Department. From August 2016 to July 2020, Mr. Sun served as the deputy secretary of the Party Committee of the Bank. From February 2017 to August 2020, he served as the President of the Bank. From August 2016 to December 2016, Mr. Sun also worked as the chairman of the board of supervisors of China Bohai Bank Co., Ltd. From July 2016 to August 2016, Mr. Sun also worked as the chairman of the labour union of China Bohai Bank Co., Ltd. From June 2015 to August 2016, he worked as deputy secretary of the party committee and chairman of the board of supervisors of China Bohai Bank Co., Ltd. From December 2009 to June 2015, he also served as the vice president of China Bohai Bank Co., Ltd. From December 2005 to June 2015, Mr. Sun served as a member of the party committee and the secretary to the board of China Bohai Bank Co., Ltd.. From August 2005 to December 2005, he acted as the person-in-charge of the proposed board secretariat of China Bohai Bank Co., Ltd. (in planning). From December 2003 to August 2005, Mr. Sun served as an assistant to the head of General Office of the Planning and Establishment Lead Group of China Bohai Bank (渤海銀行籌建工作領導小組辦公室) and was responsible for the daily work of such General Office. From January 1998 to December 2003, he worked as the head of general office of China Construction Bank, Tianjin Branch. From December 1990 to January 1998, Mr. Sun served successively as the vice president and president of China Construction Bank (formerly known as People's Construction Bank of China), Tianjin Nankai Sub-branch (中國人民建設銀行天津南開支行). From April 1988 to December 1990, he served as an assistant to the director of the Tianjin Seamless Steel Tube Project Office of People's Construction Bank of China (中國人民建設銀行天津無縫鋼管工程辦事處). From August 1985 to April 1988, Mr. Sun served as a staff of the Project Inspection Division of People's Construction Bank of China, Tianjin Branch (中國人民建設銀行天津市分行項目審查處).

Mr. Sun graduated from the Faculty of Construction Management at Tianjin University (天津大學) in July 1985 majoring in construction management engineering of infrastructure. He also obtained a master's degree in business administration from Tianjin University and a master's degree in economics from the Faculty of Finance at Nankai University (南開大學), majoring in monetary banking in July 1997. In January 2012, he received a doctorate degree in management science and engineering from Tianjin University. He is a qualified senior engineer, accredited by China Construction Bank (中國建設銀行) in 1999.

APPENDIX VI BIOGRAPHIES OF CANDIDATES FOR DIRECTORS

Mr. WU Hongtao (吳洪濤), aged 50. Mr. Wu has served as the deputy secretary of the Party Committee of the Bank since September 2020. Mr. Wu has served as our executive Director since January 2021 and acted as our President since November 2020. He is responsible for the overall work of our Bank's operation and management and is in charge of the assets and liabilities management. He is also in charge of the Assets and Liabilities Management Department. From January 2020 to September 2020, Mr. Wu served as the president and a partner of Southern China area of New Hope Group; the president and executive director of Guangdong Huaxing Bank from November 2018 to October 2019; the president of Guangdong Huaxing Bank from February 2018 to November 2018; the deputy secretary of the party committee, vice chairman and president of Jiangxi Bank from May 2016 to January 2018; the vice chairman and president of Jiangxi Bank from December 2015 to May 2016; the deputy secretary of the party committee, vice chairman and president of Bank of Nanchang from March 2013 to December 2015; the party committee member and vice president of China Guangfa Bank, Guangzhou branch from April 2011 to March 2013; successively the supervisor of the research and development department, deputy general manager of the office, deputy general manager of the bank card department, deputy general manager of the financial interbank department, the general manager of the financial interbank and consolidation department and the general manager of the financial institution department of China Guangfa Bank from January 2001 to April 2011. From May 1997 to January 2001, Mr. Wu successively served as the staff and deputy director of the office of China Guangfa Bank, Nanjing branch, and served as the staff of GF Securities of China Guangfa Bank from August 1995 to May 1997.

From April 2020 to October 2020, Mr. Wu served as the director of Shenzhen Gas Corporation Ltd. (601139.SH).

Mr. Wu graduated from the department of international economics of the school of economics of Peking University in July 1995, and obtained a master's degree in laws from the department of laws and political science of East China Normal University with a major in political science in October 1997. He obtained a doctor's degree in economics from the department of finance of the East China Normal University with a major in global economics in July 2003. Mr. Wu has also obtained the qualification of senior economist and the qualification as a lawyer in the PRC.

Mr. ZHENG Ke (鄭可), aged 47. Mr. Zheng has served as the vice president of the Bank since January 2022. Mr. Zheng served as the line president of China Bohai Bank and the party secretary and president of Tianjin Branch of China Bohai Bank from November 2020 to October 2021; the line president of China Bohai Bank and the party secretary and president of Taiyuan Branch of China Bohai Bank from May 2019 to November 2020; the line president, the general manager of the asset management department and the general manager of the interbank business department of China Bohai Bank from April 2018 to May 2019; the general manager of the asset management department of China Bohai Bank from November 2011 to April 2018, and concurrently served as the general manager of the interbank business department from November 2014 to April 2018; successively served as the deputy general manager of the global market department and the deputy general manager of the financial

APPENDIX VI BIOGRAPHIES OF CANDIDATES FOR DIRECTORS

market department of China Bohai Bank from June 2009 to November 2011; the senior product manager of the capital business department of Beijing Branch of Bank of China from December 2007 to June 2009; the assistant to the president of Beijing Haidian sub-branch of Bank of China from May 2007 to December 2007; successively served as the staff member of the foreign exchange trading section of the capital planning department, product manager of the development team of the capital business department and head of the foreign exchange trading team of the capital business department of Beijing Branch of Bank of China from August 2003 to May 2007.

Mr. Zheng graduated from the School of Management of Harbin Institute of Technology majoring in foreign trade in September 1997, obtained a master's degree in management science and engineering from Jilin University of Technology in March 2000, and obtained a doctor's degree in management science and engineering from Beihang University in August 2003.

Ms. DONG Xiaodong (董曉東), aged 43, has served as the secretary of the Board of Directors of the Bank since March 2021, and is in charge of the daily work of the Board of Directors Office and strategic development work. She is also in charge of the Board of Directors Office and the Strategic Development Department. Ms. Dong served as the general manager of the Strategic Development Department of the Bank from October 2018. She has successively served as the deputy general manager and deputy general manager (presiding over the work) of the Strategic Development Department of the Bank from January 2017 to October 2018; the deputy director of Office of Legal Person of Tianjin Regulatory Bureau of China Banking Regulatory Commission (the "CBRC Tianjin Office") from August 2014 to January 2017; a staff, a deputy director staff and a director staff of CBRC Tianjin Office successively from September 2003 to August 2014, during which period she engaged in an exchange program at the Tianjin Branch of Shanghai Pudong Development Bank Co., Ltd. (上海浦東發展銀行天津分行) from February 2004 to January 2005; and a staff in the Tianjin Branch of the People's Bank of China (中國人民銀行天津分行) from July 2002 to September 2003.

Ms. Dong graduated from Tianjin University of Finance and Economics (天津財經學院) in July 2002, majoring in International Accounting and obtained a master's degree in economics from Tianjin University of Finance and Economics in December 2008. Ms. Dong has also obtained the qualification of intermediate economist.

As of the date of this circular, Ms. Dong held 58,564 domestic Shares of the Bank in aggregate, representing 0.00096% of the total share capital of the Bank.

NON-EXECUTIVE DIRECTORS

Ms. SUN Jingyu (孫靜宇), aged 53, was appointed as our non-executive Director in June 2018. She has served as the deputy general manager of Tianjin T&B Holding Co., Ltd. (天津天保控股有限公司) since September 2021. Prior to that, Ms. Sun's primary work experiences include serving as: (i) the director of Financial Planning Department of Tianjin T&B Holding Co., Ltd. from January 2017 to September 2021; (ii) executive director and general manager of Tianjin T&B Financial Management Co., Ltd. (天津天保財務管理有限公司), as well as the deputy director of Financial Planning Department of Tianjin T&B Holding Co., Ltd. from September 2015 to June 2016; (iii) general manager and director of Tianjin T&B Financial Management Co., Ltd., as well as the deputy director of Financial Planning Department of Tianjin T&B Holding Co., Ltd. from June 2016 to January 2017; (iv) deputy director of Financial Planning Department of Tianjin T&B Holding Co., Ltd. as well as the deputy general manager of Tianjin T&B Financial Management Co., Ltd. from August 2013 to September 2015; (v) the accountant, finance supervisor, senior finance supervisor, director assistant and deputy director of the Financial Planning Department of Tianjin T&B Holding Co., Ltd., successively, from March 2004 to August 2013; (vi) the financial manager of Tianjin Wanqiao Engineering Department Co., Ltd. (天津萬橋工程發展有限公司) from August 1997 to March 2004; (vii) the cadre of Tianjin Sanfeng Bus Co., Ltd. (天津三峰客車有限公司) from April 1992 to August 1997, during which she studied in the junior college class of the accounting major II in the Tianjin University of Finance and Economics (天津財經學院) from September 1994 to July 1996; and (viii) the cadre of the Tianjin Bus Factory (天津市客車廠) from July 1990 to April 1992.

Ms. Sun received a bachelor's degree in automobile and tractor from the mechanical engineering department I of the branch school of Tianjin University (天津大學分校) in July 1990. She is qualified as a senior accountant.

Ms. DONG Guangpei (董光沛), aged 41, was appointed as our non-executive Director in June 2020. She has served as the party branch secretary, executive director and general manager of Tianjin Port Free Trade Zone Investment Co., Ltd. (天津保稅區投資有限公司) since January 2020; the party branch secretary, executive director and deputy general manager of Tianjin Port Free Trade Zone Investment Co., Ltd. from October 2019 to January 2020; the deputy general manager of Tianjin Port Free Trade Zone Investment Co., Ltd. from September 2019 to October 2019 and the general manager assistant of Tianjin Port Free Trade Zone Investment Co., Ltd. from August 2018 to September 2019. Ms. Dong has served as the investment commissioner, investment manager and head of investment review department of Tianjin Port Free Trade Zone Investment Co., Ltd. from January 2011 to August 2018; the head of sales department of Tianjin Binhai Kaiyuan Property Development Co., Ltd. from January 2010 to December 2010; the head of sales department of Tianjin Tianbao Property Development Co., Ltd. from May 2005 to December 2009; the head of sales department of Hefu Huihuang Real Estate Marketing and Planning Co., Ltd. from December 2004 to May 2005; and the head of sales management department of Tianjin Shunchi Rongxin Real Estate Co., Ltd. from March 2004 to November 2004.

APPENDIX VI BIOGRAPHIES OF CANDIDATES FOR DIRECTORS

In addition to the above positions, Ms. Dong has served as a director of Tianjin Tianbao Energy Co., Ltd. (stock code: 01671.HK) from November 2019 and a supervisor of Tianjin Tianbao Infrastructure Co., Ltd. (stock code: 000965.SZ) from December 2018.

Ms. Dong graduated from the department of finance of Tianjin College of Finance and Economics with a bachelor's degree in economics in July 2003, and graduated from the department of international finance of Tianjin University of Finance and Economics with a master's degree in economics in December 2012. Ms. Dong has the qualification of senior economist.

Mr. Alistair Marshall BULLOCH (布樂達), aged 64, was appointed as our non-executive Director in June 2009. Mr. Bulloch has held a number of positions at ANZ and is currently a representative of ANZ in the Board of the Bank. Mr. Bulloch served as a director in various entities under ANZ from 2008 to 2019, namely ANZ Royal Bank (Cambodia) Ltd., United (Cambodia) Land Company Ltd, Jikk Pty Ltd., Votrait No. 113 Pty Ltd, ANZ Bank (Vietnam) Limited, ANZ Bank (Taiwan) Limited, Shanghai Rural Commercial Bank Co. Ltd., ANZ Rural Bank Co. Ltd., ANZ Insurance Broker Co., Ltd., ANZ Bank (Europe) Limited, ANZ, ANZ Pensions (UK) Limited, ANZ V-Trac International Leasing Company, ANZ Bank (Lao) Ltd, and ANZ Capital Private Ltd. He successively held positions in ANZ as Deputy CEO of Asia Pacific, Europe and America from December 2009 to September 2010 and as Managing Director and Senior Advisor of Asia Pacific, Europe and America from September 2010 to June 2014. He joined ANZ in March 2008 and held the positions of CEO of North East Asia and CEO of Hong Kong from March 2008 to December 2009.

Mr. Bulloch obtained a bachelor of arts degree in business studies from Dundee College of Technology in Scotland, the United Kingdom in January 1980.

Mr. ZHAO Wei (趙煒), aged 52, was appointed as our non-executive Director in December 2014. He has served as the deputy general manager of Tianjin Pharmaceutical Holdings Ltd. since December 2013, chief financial officer of Tianjin Pharmaceutical Holdings Ltd. since 24 September 2019 and deputy general manager and secretary to the board of directors of Tianjin Pharmaceutical Holdings Ltd. since 30 December 2021. Prior to that, he served successively as deputy general manager of Tsinlien Group (Tianjin) Assets Management Company Limited (香港津聯集團(天津)資產管理有限公司), general manager of the financial market department of Tsinlien Group Company Limited in Hong Kong, general manager of Tianjin Development Assets Management Company Limited (天津發展資產管理有限公司) and assistant to general manager of Tsinlien Group Company Limited in Hong Kong from September 2005 to December 2013. Between July 1992 and September 2005, Mr. Zhao held a number of positions at Northern International Trust and Investment Corporation (北方國際信託投資股份有限公司), including being assistant to manager of the international business department, assistant to manager of the trading department, manager of the international business department and deputy general manager of the securities investment department.

APPENDIX VI BIOGRAPHIES OF CANDIDATES FOR DIRECTORS

Mr. Zhao received his bachelor's degree in international economic cooperation and his master's degree in economics from the Faculty of Finance at Tianjin University of Finance and Economics (天津財經學院) in Tianjin, China in July 1992 and September 1999, respectively.

Mr. WANG Shunlong (王順龍), aged 45, was appointed as our non-executive Director in June 2020. Mr. Wang has served as the chief accountant of Tianjin Bohai Chemical Industry Group Co., Ltd. (天津渤海化工集團有限責任公司) since January 2020. From November 2016 to January 2020, Mr. Wang successively served as head of the investment department, head of the finance department and deputy chief economist of Tianjin Water Group Co., Ltd. (天津水務集團有限公司); from March 2012 to November 2016, Mr. Wang successively served as deputy chief accountant and chief accountant of Tianjin Water Works Group Co., Ltd. (天津市自來水集團有限公司); from March 2008 to March 2012, Mr. Wang successively served as head of financial assets department, deputy chief accountant and general manager assistant of Tianjin Pipeline Engineering Group Co., Ltd. (天津市管道工程集團有限公司); from July 2000 to March 2008, Mr. Wang successively served as finance chief, head of general management department and deputy chief accountant of TPEG Preinsulated Pipe Factory (天津市管道工程集團有限公司保溫管廠).

Mr. Wang studied in University of Shanghai for Science and Technology from September 1996 to July 2000 and obtained the bachelor's degree in management and he has the qualification of senior accountant.

Ms. LI Jun (李峻), aged 49, was appointed as our non-executive Director in June 2018. She has been the chief accountant of CSSC (Hong Kong) Shipping Company Limited (中國船舶(香港)航運租賃有限公司) (a company listed on the Hong Kong Stock Exchange, stock code: 03877) since February 2017. Prior to that, Ms. Li's primary work experiences include serving as: (i) the deputy chief accountant and chief accountant of CSSC Chengxi Shipbuilding (Guangzhou) Company Limited (中船澄西船舶(廣州)有限公司) from July 2011 to February 2017; (ii) several positions in CSSC Offshore & Marine Engineering (Group) Company Limited (a company listed on the Hong Kong Stock Exchange (stock code: 00317) and the Shanghai Stock Exchange (stock code: 600685)) from March 1995 to July 2011, such positions included serving as manager, assistant to the director and deputy director of the finance department.

Ms. Li received a bachelor's degree in economics from Beijing College of Commerce (北京商學院) (currently known as Beijing Technology and Business University (北京工商大學)) in July 1994 and received a master's degree in engineering from Huazhong University of Science and Technology (華中科技大學) in December 2010. She obtained the non-practicing Chinese Certified Public Accountant qualification in December 2002.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. JIN Qingjun (靳慶軍), aged 64, was appointed as our independent non-executive Director in February 2017. Since September 2002, he has been a partner of Beijing King & Wood Mallesons. In 2012, Mr. Jin was among the Top 10 PRC Lawyers of the Year and also earned the title of the PRC Securities Lawyer of the Year. From October 1993 to August 2002, he was a partner of Shu Jin Law Firm (信達律師事務所). From April 1989 to October 1993, he was an attorney at Chinatrust Law Firm (中信律師事務所). From August 1987 to April 1989, he successively worked as an exchange attorney at a Hong Kong law firm and a UK law firm. From August 1984 to July 1987, he studied at China University of Political Science and Law (中國政法大學) and earned a master's degree of law. From January 1982 to August 1984, he worked as a teaching assistant at the School of Library at Anhui University. From March 1975 to March 1977, he was a teacher at Anhui Bengbu No. 21 Secondary School (安徽蚌埠市第二十一中學).

Since December 2019, Mr. Jin has served as an independent director of Goldstream Investment Limited (金湧投資有限公司). Since September 2018, he has served as an independent director of Shenzhen Cheng Chung Design Co., Ltd. (深圳市鄭中設計股份有限公司) (stock code: 002811). Since September 2018, he has served as a director of Shenzhen Kingkey Smart Agriculture Times Co., Ltd. (深圳市京基智農時代股份有限公司) (stock code: 000048). Since October 2017, he has served as an independent director of Zhong Fa Zhan Holdings Limited (stock code: 00475). Since March 2016, he has served as an independent director of Sino-Ocean Group Holding Limited. Since October 2015, he has served as an independent director of Times China Holdings Limited. From January 2013 to June 2021, he served as an independent director of Guotai Junan Securities Co., Ltd. (Hong Kong Stock Exchange stock code: 02611, Shanghai Stock Exchange stock code: 601211).

Mr. Jin studied at Anhui University (安徽大學) from March 1978 to January 1982, and earned a bachelor's degree of arts in English and American literature. He also studied at China University of Political Science and Law from August 1984 to July 1987, and earned a master's degree of law.

Mr. Jin has solid academic background and extensive practical experience in legal, risk management and compliance operations, which can continuously bring professional and scientific insights to the Board. The re-election of Mr. Jin as an independent non-executive Director of the Bank is beneficial to the work of the Board and in compliance with the diversity requirements of the Board of the Bank. Mr. Jin has confirmed in writing his independence with the Bank in accordance with Rule 3.13 of the Hong Kong Listing Rules. The Board of Directors also considers that Mr. Jin complies with the independence guidelines set out in Rule 3.13 of the Hong Kong Listing Rules.

Mr. Jin is serving as independent non-executive director of seven listed companies, since his appointment as an independent non-executive Director of the Bank in February 2017, his attendance rate for Board meeting has been 100%. He also actively participates in the training for Directors and Supervisors organized by the Bank and made significant contributions to the compliance operations of the Board of the Bank. Therefore, the Bank believes that he can still devote sufficient time to perform his duties as a Director.

APPENDIX VI BIOGRAPHIES OF CANDIDATES FOR DIRECTORS

Mr. HUA Yaogang (華耀綱), aged 64, was appointed as our independent non-executive Director in June 2018. He has retired from the position of the general manager of the education department and director of the party committee publicity department of the ICBC headquarters (中國工商銀行總行) (which he started to hold office since January 2014) since October 2017. Prior to that, Mr. Hua's primary work experiences include serving as: (i) the president of Tianjin Branch of the Industrial and Commercial Bank of China (中國工商銀行天津分行) from April 2006 to January 2014; (ii) the president of Chongqing Branch of the Industrial and Commercial Bank of China (中國工商銀行重慶分行) from November 2003 to April 2006; (iii) the deputy president and executive vice president of Tianjin Branch of the Industrial and Commercial Bank of China and concurrently general manager of China Huarong (Tianjin) (中國華融資產管理公司(天津)) from November 1994 to November 2003; (iv) the deputy director of the fund planning office, the general manager of the business department and the assistant to president of Tianjin Branch of the Industrial and Commercial Bank of China, successively, from January 1985 to November 1994; and (v) the grass-root branch cadre of the People's Bank of China (中國人民銀行) from October 1974 to January 1985.

Mr. Hua received a doctoral degree in economics from Nankai University (南開大學). He is qualified as a senior economist.

Mr. Hua has solid academic background and extensive practical experience in banking operations, financial management and macro economy, which plays an important role in the operation of the Board of the Bank and can continuously bring professional and scientific insights to the Board. The re-election of Mr. Hua as an independent non-executive Director of the Bank is beneficial to the work of the Board and in compliance with the diversity requirements of the Board of the Bank. Mr. Hua has confirmed in writing his independence with the Bank in accordance with Rule 3.13 of the Hong Kong Listing Rules. The Board of Directors also considers that Mr. Hua complies with the independence guidelines set out in Rule 3.13 of the Hong Kong Listing Rules.

Mr. HE Jia (何佳), aged 67, was appointed as our independent non-executive Director in June 2018. He has been the chair professor of Chang Jiang Scholars Program since September 2008, the Qiushi chair professor (求是講座教授) at Zhejiang University (浙江大學) since May 2021, a chair professor at Shandong University (山東大學) since October 2021, the double employed professor of Tsinghua University (清華大學) from September 2005 to October 2020, and the leading professor of Southern University of Science and Technology (南方科技大學) from May 2014 to November 2020. Prior to that, Mr. He's primary work experiences in education industry include serving as: (i) the director of finance in Shanghai Jiaotong University (上海交通大學) from September 2006 to August 2007; (ii) the EMBA core professor of CEIBS (中歐國際工商管理學院) from September 2003 to August 2006; (iii) the part-time professor of Graduate School of the People's Bank of China (人民銀行研究生部) from September 1998 to August 2008; (iv) the professor of CUHK (香港中文大學) Business School and director of the Chinese Academy of Finance Reform and Development, CUHK from August 1998 to July 2015; (v) the adjunct professor of Faculty of Engineering, CUHK from August 1996 to July 1998; (vi) the adjunct professor (tenure) of University of Houston (休斯頓大學) from April 1996 to August 1999; (vii) the assistant professor of University of Houston from September 1991 to August 1995; (viii) the assistant professor of DePaul University (德

APPENDIX VI BIOGRAPHIES OF CANDIDATES FOR DIRECTORS

保羅大學) from September 1989 to August 1991; (ix) the assistant professor of Baruch College (美國紐約市立大學柏魯克學院) from September 1988 to August 1989; and (x) the research assistant (RA) of Link Project (L. R. Klein as Project leader) from September 1984 to August 1986.

Mr. He's primary work experiences in listed companies include serving as: (i) the independent director of Xinlong Holding (Shenzhen Stock Exchange: 000955) since February 2020; (ii) the independent director of Junshi Biosciences (君實生物) (Hong Kong Stock Exchange: 01877) from December 2018 to July 2020; (iii) the independent director and remuneration committee chairman of Northern International (北方國際) (Shenzhen Stock Exchange: 000065) since May 2016; (iv) the independent director and chairman of related party transaction committee of CITIC Securities (中信証券) (Shanghai Stock Exchange: 600030; Hong Kong Stock Exchange: 06030) from March 2016 to April 2021; (v) the independent director and remuneration committee chairman of China Chengtong Group (中國誠通集團) (Hong Kong Stock Exchange: 00217) since July 2015; (vi) the independent director and chairman of the audit committee of the board of directors of Tsinghua Tongfang (清華同方) (Shanghai Stock Exchange: 600100) from March 2015 to March 2020; (vii) the independent director of NEXGO (新國都) (Shenzhen Stock Exchange: 300130) from November 2012 to June 2019; (viii) the independent director and chairman of the audit committee of the board of directors of Huayu Mining (西藏華域礦業) (Shanghai Stock Exchange: 601020) from October 2012 to October 2018; (ix) the independent director and chairman of corporate governance committee of the board of directors of Oriental Patron (香港東英投資) (Hong Kong Stock Exchange: 01140) since September 2003; and (x) the independent director of Missfresh Limited (Nasdaq: MF) since November 2021.

Mr. He's primary work experiences in non-listed companies include serving as: (i) the external director of CFHI Group Financial Corporation Limited (中國一重集團財務有限公司) since December 2020; (ii) the independent director of China Galaxy International (銀河國際) since June 2016; (iii) the chairman of Sincere Capital (信熹資本) since March 2016; (iv) the independent director of Western Leadbank FMC (梅隴西部基金公司) from June 2010 to June 2013; and (v) the independent director and chairman of corporate governance committee of the board of directors of China Investment Securities (中投證券) from February 2005 to March 2017.

Mr. He's primary work experiences in governmental organs include serving as: (i) the member of the Finance Development Decision-making Advisory Committee of Shenzhen (深圳市金融發展決策諮詢委員會) since June 2019; (ii) the financial adviser of Quanzhou Municipal Government (泉州市政府) since January 2015; (iii) the financial adviser of Chengdu Municipal Government (成都市政府) since July 2009; (iv) the financial adviser of Wuhan Municipal Government (武漢市政府) from November 2008 to November 2011; (v) the head of comprehensive research institute of Shenzhen Stock Exchange (深圳證券交易所) from June 2001 to October 2002; (vi) the member of CSRC Planning and Development Committee (中國證監會規劃發展委員會) from June 2001 to August 2002; and (vii) the academic director general of postdoctoral workstation at the Shenzhen Stock Exchange from April 2001 to October 2002.

APPENDIX VI BIOGRAPHIES OF CANDIDATES FOR DIRECTORS

Mr. He studied as a worker-peasant-soldier student (工農兵學員) in the mathematics department of Heilongjiang University (黑龍江大學) from September 1975 to August 1978. He received a master's degree in computer and decision-making from Shanghai Jiaotong University (上海交通大學) in November 1983, and a PhD degree in finance from Wharton School, University of Pennsylvania, the USA (美國賓夕法尼亞大學沃頓商學院) in August 1988.

Mr. He has solid academic background and extensive practical experience in financial policy research, macroeconomic development and financial investment, and has rich relevant academic achievements, which can continuously bring professional and scientific insights to the Board. The re-election of Mr. He as an independent non-executive Director of the Bank is beneficial to the Board's continuous and effective work and in compliance with the diversity requirements of the Board of the Bank. Mr. He has confirmed in writing his independence with the Bank in accordance with Rule 3.13 of the Hong Kong Listing Rules. The Board of Directors also considers that Mr. He complies with the independence guidelines set out in Rule 3.13 of the Hong Kong Listing Rules.

Mr. ZENG Jianhua (曾儉華), aged 63. Mr. Zeng has served as the chairman of Beijing Huahan Consulting Co., Ltd. (北京華函諮詢有限公司) since 2021 and the chairman of Gongqingcheng Huajian Function Investment Management Co., Ltd. (共青城華建函數投資管理有限公司) since 2019. From March 2017 to August 2019, Mr. Zeng served as the chairman of the board of directors and president of Kong Sun Holdings Limited. From September 2013 to March 2017, Mr. Zeng served as the chief risk officer of China Construction Bank. From March 2011 to September 2013, Mr. Zeng served as the chief financial officer of China Construction Bank. From July 2007 to February 2011, Mr. Zeng served as the president and secretary of the party committee of Guangdong Branch of China Construction Bank. From October 2004 to July 2007, Mr. Zeng served as the president and secretary of the party committee of Shenzhen Branch of China Construction Bank. From July 2003 to October 2004, Mr. Zeng served as the deputy general manager of the asset and liability management department of the head office of China Construction Bank. From February 1996 to July 2003, Mr. Zeng served as the vice president and a member of the party committee of Hunan Branch of China Construction Bank. From July 1980 to February 1996, Mr. Zeng successively held various positions in the People's Construction Bank of China, including staff member and deputy director of the planning and capital department of Hunan Branch, president and secretary of the party committee of Hunan Electric Power Branch, and director of the general office of Hunan Branch.

Mr. Zeng has served as the independent non-executive director of Zhejiang Furun Digital Technology Co., Ltd. (stock code: 600070) since May 2020 and the independent non-executive director of Jiangsu Tongda Technology Co., Ltd. (stock code: 002576) since January 2020.

Mr. Zeng graduated from Hunan University with a doctor's degree in corporate management and is a distinguished professor of the University for Peace and qualified as a senior economist.

APPENDIX VI BIOGRAPHIES OF CANDIDATES FOR DIRECTORS

Mr. Zeng has solid academic background and extensive practical experience in banking operations, risk management, financial management and financial investment, which can continuously bring professional and scientific insights to the Board. The appointment of Mr. Zeng as an independent non-executive Director of the Bank is beneficial to the work of the Board and is in compliance with the diversity requirements of the Board of the Bank. Mr. Zeng has confirmed in writing his independence with the Bank in accordance with Rule 3.13 of the Hong Kong Listing Rules. The Board of Directors also considers that Mr. Zeng complies with the independence guidelines set out in Rule 3.13 of the Hong Kong Listing Rules.

Mr. Lu Jianzhong (陸建忠), aged 67. Mr. Lu has served as a certified accountant at Da Hua Certified Public Accountants LLP since October 2016; a partner of Shanghai De'An Certified Public Accountants LLP, the marketing director of WUYIGE Certified Public Accountants LLP and a partner of Zhongxinghua Certified Public Accountants LLP from July 2012 to September 2016; a certified accountant and a partner of the audit department of PricewaterhouseCoopers Zhong Tian LLP from September 1997 to June 2012; a lecturer and an associate professor of Finance and Accounting at the Shanghai Maritime University from September 1986 to August 1997; a section member of the Finance Section of Shanghai Daily Hardware Industry Company from December 1982 to August 1986.

Mr. Lu has served as an independent director of Bomesc Marine Engineering Co., Ltd. (Shanghai Stock Exchange stock code: 603727) since December 2021; an independent director of Shanghai Xinnanyang Only Education & Technology Co., Ltd. (Shanghai Stock Exchange stock code: 600661) since January 2019; an independent director of COSCO SHIPPING Development Co., Ltd. (Hong Kong Stock Exchange stock code: 02866, Shanghai Stock Exchange stock code: 601866) since January 2017; an independent director of Shanghai Vico Precision Mold & Plastics Co., Ltd. since May 2021; an independent director of Hangzhou Hikvision Digital Technology Co., Ltd. (Shenzhen Stock Exchange stock code: 002415) from September 2015 to March 2021, and as a supervisor of Hangzhou Hikvision Digital Technology Co., Ltd. since March 2021. Prior to that, Mr. Lu served as an independent director of Ningbo Lehui International Engineering Equipment Co., Ltd. (Shanghai Stock Exchange stock code: 603076) from March 2016 to November 2021; an independent director of Changshu Fengfan Power Equipment Co., Ltd. (Shanghai Stock Exchange stock code: 601700) from September 2015 to September 2021.

Mr. Lu graduated from Shanghai University of Finance and Economics with a bachelor's degree in economics in 1982. He formerly served as a member of the Expert Group for Evaluation and Assessment of Economic Indicators of State-owned Enterprises under the Ministry of Finance and an external expert of the Asset Securitization Task Group under the Development Research Center of the State Council, and is a qualified Chinese Certified Public Accountant.

Mr. Lu has solid academic background and extensive practical experience in accounting and auditing, which can continuously bring professional and scientific insights to the Board. The appointment of Mr. Lu as an independent non-executive Director of the Bank is beneficial to the work of the Board and in compliance with the diversity requirements of the Board of the Bank. Mr. Lu has confirmed in writing his independence with the Bank in accordance with Rule 3.13 of the Hong Kong Listing Rules. The Board of Directors also considers that Mr. Lu complies with the independence guidelines set out in Rule 3.13 of the Hong Kong Listing Rules.

Biographical details of the Supervisor Candidates for the seventh session of the Board of Supervisors (excluding employee Supervisors) are set out as follows:

SHAREHOLDER SUPERVISOR

Mr. YU Yang (于陽), aged 42, was appointed as our shareholder Supervisor in June 2018. Mr. Yu has over 10 years of experience in the operations and management of banking and securities. Mr. Yu has served as the deputy general manager of Tianjin Jinrong Investment Service Group Co., Ltd. since January 2020. From October 2017 to January 2020, he served as assistant to the general manager of Tianjin Jinrong Investment Service Group Co., Ltd. From January 2009 to October 2017, Mr. Yu served as assistant to the general manager, deputy general manager and general manager of Tianjin Port Free Trade Zone Investment Co., Ltd. Mr. Yu served as the head of the asset management department of Tianjin T&B Holding Co., Ltd. from April 2007 to December 2008. Mr. Yu served as senior manager at Bohai Securities Co., Ltd. from September 2003 to March 2007.

Mr. Yu graduated from Nankai University (南開大學) in Tianjin, China in June 2001 with a bachelor's degree of economics in real estate operation and management from the Department of Economics.

EXTERNAL SUPERVISORS

Mr. LAW Yee Kwan, Quinn (羅義坤), aged 69, was appointed as our independent non-executive Director in October 2015. Mr. Law was a director and Vice President of the Hong Kong Business Accountants Association from October 2014 to July 2017 and has served as its consultant since August 2017. Mr. Law served as a council member cum audit committee chairman of the Hong Kong University of Science and Technology from August 2012 to July 2018 and has served as a court member of this university since October 2018. He had been a member of the Financial Affairs Expert Working Group of University Grants Committee from December 2013 to July 2018. He also served on a number of committees of the Hong Kong Institute of Certified Public Accountants from 2008 to 2018. Mr. Law has been an independent non-executive director of BOC Hong Kong (Holdings) Limited (a company listed on the Hong Kong Stock Exchange, stock code: 02388) since March 2019. Mr. Law has been an independent non-executive director of HKBN Limited (a company listed on the Hong Kong Stock Exchange, stock code: 01310) since February 2015 and an independent non-executive director of ENN Energy Holdings Limited (a company listed on the Hong Kong Stock Exchange, stock code: 02688) since May 2014. From March 2008 to March 2013, Mr. Law was the deputy chairman of the Board and the chief executive officer of the Urban Renewal Authority, a statutory organization in Hong Kong.

Mr. Law is a professional accountant. Mr. Law has been a fellow of the Hong Kong Institute of Certified Public Accountants since June 1985 and has been a fellow of the Association of Chartered Certified Accountants in the United Kingdom since December 1982. He has been an associate member of the Institute of Chartered Secretaries and Administrators in the United Kingdom since November 1980. Mr. Law is a Justice of Peace in Hong Kong and was awarded the Silver Bauhinia Star in 2014 by the Hong Kong Special Administrative Region and an Honorary University Fellowship from The Hong Kong University of Science and Technology in July 2020.

Mr. LIU Baorui (劉寶瑞), aged 64, was appointed as our external Supervisor since June 2018. He has been serving as chairman of the board of Shenzhen First Financial Services Limited (深圳第一金融服務有限公司) since September 2013. Mr. Liu served as the executive director and CEO of China Financial International Investments Limited (中國金融國際投資有限公司) (a company listed on the Hong Kong Stock Exchange, stock code: 00721.HK) from February 2011 to January 2013, assistant to president, the deputy president, executive director, and deputy secretary of the party committee of Shenzhen Development Bank Co., Ltd. (深圳發展銀行股份有限公司) (currently known as Ping An Bank Co. Ltd., a company listed on the Shenzhen Stock Exchange, Stock Code: 000001.SZ) from August 1998 to December 2010. From April 1981 to August 1998, Mr. Liu successively served as staff, deputy director, director and branch president of Agricultural Bank of China Limited. From January 1976 to March 1981, Mr. Liu worked as a clerk at the People's Bank of China.

Since May 2021, Mr. Liu has been the representative of the seventh People's Congress of Shenzhen. From May 2010 to May 2021, Mr. Liu successively served as the representative of the fifth and the sixth People's Congress of Shenzhen.

Mr. Liu obtained a certificate of graduation from Tianjin Normal University in Tianjin, China in December 1986. He also obtained an executive master of business administration from Shanghai Jiao Tong University in Shanghai, China in April 2005. He is a senior economist accredited by the Agricultural Bank of China.

As of the date of this circular, Mr. Liu held 15,959 domestic Shares of the Bank in aggregate, representing 0.00026% of the total share capital of the Bank.

NOTICE OF EXTRAORDINARY GENERAL MEETING



BANK OF TIANJIN CO., LTD.*

天津银行股份有限公司*

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

(Stock Code: 1578)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 first extraordinary general meeting (the “**EGM**”) of Bank of Tianjin Co., Ltd.* (天津银行股份有限公司) (the “**Bank**”) will be held at The Astor Hotel Tianjin (No. 33 Taierzhuang Road, Heping District, Tianjin, the PRC) at 9:30 a.m. on Monday, 28 February 2022.

Terms used herein shall have the same meanings as those defined in the circular of the Bank dated 12 January 2022 (the “**Circular**”) unless the context requires otherwise.

In order to implement the decisions and arrangements of the Central Committee of the Communist Party of China and the State Council, the Bank will make every effort to prevent and control the COVID-19 pandemic and safeguard the health and safety of Shareholders and the attendees. The Board of Directors of the Bank (the “**Board**”) recommends that the Shareholders vote on the relevant resolutions by appointing the chairman of the EGM to attend the EGM (rather than in person).

Based on the current needs of prevention and control of COVID-19 pandemic, the Bank will also adopt a series of disease prevention measures at the EGM venue. The Bank reminds Shareholders and the attendees participating in the on-site meeting to perform personal protective precautions, and actively comply with disease prevention and control requirements by detecting body temperature and wearing surgical masks.

The following resolutions will be considered and, if thought fit, approved by the Shareholders of the Bank at the EGM:

SPECIAL RESOLUTIONS

1. to consider and approve the amendments to the Articles of Association of the Bank;
2. to consider and approve the Administrative Measures on the Authorization of Bank of Tianjin Co., Ltd.;

NOTICE OF EXTRAORDINARY GENERAL MEETING

ORDINARY RESOLUTIONS

3. to consider and approve the amendments to the Rules of Procedure of the Shareholders' General Meeting of the Bank;
4. to consider and approve the amendments to the Rules of Procedure of the Board of Directors of the Bank;
5. to consider and approve the amendments to the Rules of Procedure of the Board of Supervisors of the Bank;
6. to consider and approve the re-election and appointment of the Directors for the seventh session of the Board of Directors of the Bank, namely:
 - (1) the re-election of Mr. Sun Liguo as executive Director;
 - (2) the re-election of Mr. Wu Hongtao as executive Director;
 - (3) the appointment of Mr. Zheng Ke as executive Director;
 - (4) the appointment of Ms. Dong Xiaodong as executive Director;
 - (5) the re-election of Ms. Sun Jingyu as non-executive Director;
 - (6) the re-election of Ms. Dong Guangpei as non-executive Director;
 - (7) the re-election of Mr. Alistair Marshall Bulloch as non-executive Director;
 - (8) the re-election of Mr. Wang Shunlong as non-executive Director;
 - (9) the re-election of Mr. Zhao Wei as non-executive Director;
 - (10) the re-election of Ms. Li Jun as non-executive Director;
 - (11) the re-election of Mr. Jin Qingjun as independent non-executive Director;
 - (12) the re-election of Mr. Hua Yaogang as independent non-executive Director;
 - (13) the re-election of Mr. He Jia as independent non-executive Director;
 - (14) the appointment of Mr. Zeng Jianhua as independent non-executive Director;
and
 - (15) the appointment of Mr. Lu Jianzhong as independent non-executive Director;

NOTICE OF EXTRAORDINARY GENERAL MEETING

7. to consider and approve the re-election and appointment of the Supervisors for the seventh session of the Board of Supervisors of the Bank (excluding employee Supervisors), namely:
- (1) the re-election of Mr. Yu Yang as shareholder Supervisor;
 - (2) the re-election of Mr. Liu Baorui as external Supervisor; and
 - (3) the appointment of Mr. Law Yee Kwan, Quinn as external Supervisor.

By Order of the Board
Bank of Tianjin Co., Ltd.*
SUN Ligu
Chairman

Tianjin, China
12 January 2022

As at the date of this notice, the board of directors of the Bank comprises Mr. SUN Ligu and Mr. WU Hongtao as executive directors; Ms. SUN Jingyu, Ms. DONG Guangpei, Mr. Alistair Marshall BULLOCH, Mr. ZHAO Wei, Mr. WANG Shunlong and Ms. LI Jun as non-executive directors; Mr. FENG Heping, Mr. LAW Yee Kwan, Quinn, Mr. JIN Qingjun, Mr. HUA Yaogang and Mr. HE Jia as independent non-executive directors.

* *Bank of Tianjin Co., Ltd. is not an authorised institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorised to carry on banking/deposit-taking business in Hong Kong.*

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Registration procedures for attending the EGM

Individual Shareholders who wish to attend the meeting in person shall produce their identity cards or other effective document or proof of identity and stock account cards. Proxies of individual Shareholders shall produce their effective proof of identity and proxy form. A corporate Shareholder should attend the meeting by its legal representative or proxy appointed by the legal representative. A legal representative who wishes to attend the meeting should produce his/her identity card or other valid documents evidencing his/her capacity as a legal representative. If appointed to attend the meeting, the proxy should produce his/her identity card and an authorisation instrument duly signed by the legal representative of the corporate Shareholder.

2. Reply Slip

Holders of H Shares who intend to attend the EGM in person or by proxy should return the reply slip in person, by post or by facsimile to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, on or before Tuesday, 8 February 2022. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

3. Proxy

Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more persons (whether such person is a Shareholder or not) as his/her proxy or proxies to attend and vote on his/her behalf.

The instrument appointing a proxy must be in writing under the hand of the Shareholder or his/her attorney duly authorised in writing. For a corporate Shareholder, the proxy instrument must be affixed with the common seal or signed by its director or attorney duly authorised in writing.

The proxy form (together with a notarially certified copy of the power of attorney or other authority (if any) if this proxy form is signed by a person on behalf of the appointor) must be delivered by the holder of H Shares to the H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 9:30 a.m. on Sunday, 27 February 2022 (Hong Kong time). If no direction is given, the proxy will be entitled to vote or abstain as he/she thinks fit. The proxy will also be entitled to vote at his/her discretion on any resolution properly put forward at the EGM other than those referred to in the notice convening the EGM. Please note that 26 February 2022 and 27 February 2022 are not working days in Hong Kong and Computershare Hong Kong Investor Services Limited's offices will not be open on that day for physical delivery of the form of proxy. To be valid, all forms of proxy must be lodged with Computershare Hong Kong Investor Services Limited before the deadline.

Where there are joint holders of any Shares, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto. However, if more than one of such joint holders is present at the EGM, either personally or by proxy, then one of the said persons so present whose name stands first in the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.

Completion and return of a proxy form will not preclude a Shareholder from attending in person and voting at the EGM or at any adjournment thereof if he/she so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked.

4. Closure of register of members

In order to determine the list of Shareholders who are entitled to attend and vote at the EGM on Monday, 28 February 2022, the register of members of the Bank will be closed from Saturday, 29 January 2022 to Monday, 28 February 2022 (both days inclusive). Shareholders whose names appear on the register of Shareholders of the Bank at the close of business on Friday, 28 January 2022 will be entitled to attend and vote at the EGM. In order to be qualified to attend and vote at the EGM, H Shareholders of the Bank must lodge all transfer documents accompanied by the relevant share certificates with the H Share Registrar, namely Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Friday, 28 January 2022.

NOTICE OF EXTRAORDINARY GENERAL MEETING

5. Publication of poll results

Pursuant to the Hong Kong Listing Rules, each of the resolutions set out in the notice of the EGM will be voted by poll. Results of the poll voting will be published on the Bank's website at www.bankoftianjin.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the EGM.

6. Others

The EGM is estimated to last no longer than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own traveling, dining and accommodation expenses.

NOTICE OF H SHARE CLASS MEETING



BANK OF TIANJIN CO., LTD.*

天津銀行股份有限公司*

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

(Stock Code: 1578)

NOTICE OF H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2022 first class meeting of H Shareholders (the “**H Share Class Meeting**”) of Bank of Tianjin Co., Ltd.* (天津銀行股份有限公司) (the “**Bank**”) will be held at The Astor Hotel Tianjin (No. 33 Taierzhuang Road, Heping District, Tianjin, the PRC) at 10:30 a.m. on Monday, 28 February 2022 (or immediately after the conclusion or adjournment of the Domestic Share Class Meeting).

Terms used herein shall have the same meanings as those defined in the circular of the Bank dated 12 January 2022 (the “**Circular**”) unless the context requires otherwise.

In order to implement the decisions and arrangements of the Central Committee of the Communist Party of China and the State Council, the Bank will make every effort to prevent and control the COVID-19 pandemic and safeguard the health and safety of Shareholders and the attendees. The Board of Directors of the Bank (the “**Board**”) recommends that the Shareholders vote on the relevant resolutions by appointing the chairman of the H Share Class Meeting to attend the H Share Class Meeting (rather than in person).

Based on the current needs of prevention and control of COVID-19 pandemic, the Bank will also adopt a series of disease prevention measures at the H Share Class Meeting venue. The Bank reminds Shareholders and the attendees participating in the on-site meeting to perform personal protective precautions, and actively comply with disease prevention and control requirements by detecting body temperature and wearing surgical masks.

The following resolutions will be considered and, if thought fit, approved by the Shareholders of the Bank at the H Share Class Meeting:

SPECIAL RESOLUTIONS

1. to consider and approve the amendments to the Articles of Association of the Bank;
and

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2. to consider and approve the amendments to the Rules of Procedure of the Shareholders' General Meeting of the Bank.

By Order of the Board
Bank of Tianjin Co., Ltd.*
SUN Ligu
Chairman

Tianjin, China
12 January 2022

As at the date of this notice, the board of directors of the Bank comprises Mr. SUN Ligu and Mr. WU Hongtao as executive directors; Ms. SUN Jingyu, Ms. DONG Guangpei, Mr. Alistair Marshall BULLOCH, Mr. ZHAO Wei, Mr. WANG Shunlong and Ms. LI Jun as non-executive directors; Mr. FENG Heping, Mr. LAW Yee Kwan, Quinn, Mr. JIN Qingjun, Mr. HUA Yaogang and Mr. HE Jia as independent non-executive directors.

* *Bank of Tianjin Co., Ltd. is not an authorised institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorised to carry on banking/deposit-taking business in Hong Kong.*

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Notes:

1. Registration procedures for attending the H Share Class Meeting

Individual Shareholders who wish to attend the meeting in person shall produce their identity cards or other effective document or proof of identity and stock account cards. Proxies of individual Shareholders shall produce their effective proof of identity and proxy form. A corporate Shareholder should attend the meeting by its legal representative or proxy appointed by the legal representative. A legal representative who wishes to attend the meeting should produce his/her identity card or other valid documents evidencing his/her capacity as a legal representative. If appointed to attend the meeting, the proxy should produce his/her identity card and an authorisation instrument duly signed by the legal representative of the corporate Shareholder.

2. Reply Slip

Holders of H Shares who intend to attend the H Share Class Meeting in person or by proxy should complete and return the reply slip in accordance with the instructions printed thereon and return it in person, by post or by facsimile to the H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong on or before Tuesday, 8 February 2022.

3. Proxy

Any Shareholder entitled to attend and vote at the H Share Class Meeting is entitled to appoint one or more persons (whether such person is a Shareholder or not) as his/her proxy or proxies to attend and vote on his/her behalf.

The instrument appointing a proxy must be in writing under the hand of the Shareholder or his/her attorney duly authorised in writing. For a corporate Shareholder, the proxy instrument must be affixed with the common seal or signed by its director or attorney duly authorised in writing.

The proxy form (together with a notarially certified copy of the power of attorney or other authority (if any) if this proxy form is signed by a person on behalf of the appointor) must be delivered by the holder of H Shares to the H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 10:30 a.m. on Sunday, 27 February 2022 (Hong Kong time). If no direction is given, the proxy will be entitled to vote or abstain as he/she thinks fit. The proxy will also be entitled to vote at his/her discretion on any resolution properly put forward at the H Share Class Meeting other than those referred to in the notice convening the H Share Class Meeting. Please note that 26 February 2022 and 27 February 2022 are not working days in Hong Kong and Computershare Hong Kong Investor Services Limited's offices will not be open on that day for physical delivery of the form of proxy. To be valid, all forms of proxy must be lodged with Computershare Hong Kong Investor Services Limited before the deadline.

Where there are joint holders of any Shares, any one of such persons may vote at the H Share Class Meeting, either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto. However, if more than one of such joint holders is present at the H Share Class Meeting, either personally or by proxy, then one of the said persons so present whose name stands first in the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.

Completion and return of a proxy form will not preclude a Shareholder from attending in person and voting at the H Share Class Meeting or at any adjournment thereof if he so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked.

4. Closure of register of members

In order to determine the list of Shareholders who are entitled to attend and vote at the H Share Class Meeting on Monday, 28 February 2022, the register of members of the Bank will be closed from Saturday, 29 January 2022 to Monday, 28 February 2022 (both days inclusive). Shareholders whose names appear on the H Share Registrar of the Bank at the close of business on Friday, 28 January 2022 will be entitled to attend and vote at the H Share Class Meeting. In order to be qualified to attend and vote at the H Share Class Meeting, H

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Shareholders of the Bank must lodge all transfer documents accompanied by the relevant share certificates with the H Share Registrar, namely Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Friday, 28 January 2022.

5. Publication of poll results

Pursuant to the Hong Kong Listing Rules, each of the resolutions set out in the notice of the H Share Class Meeting will be voted by poll. Results of the poll voting will be published on the Bank's website at www.bankoftianjin.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the H Share Class Meeting.

6. Others

The H Share Class Meeting is estimated to last no longer than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own traveling, dining and accommodation expenses.