

---

**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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Everbright Bank Company Limited, you should at once hand this circular together with the accompanying proxy form and the reply slip to the purchaser or the 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 the transferee.

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

---



中國光大銀行股份有限公司

**China Everbright Bank Company Limited**

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

**(Stock code: 6818)**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND  
THE RULES OF PROCEDURES OF THE GENERAL MEETING, THE BOARD  
OF DIRECTORS AND THE BOARD OF SUPERVISORS,  
ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR,  
ADJUSTMENT TO THE REMUNERATION STANDARD OF INDEPENDENT  
NON-EXECUTIVE DIRECTORS,  
ADJUSTMENT TO THE REMUNERATION STANDARD OF EXTERNAL  
SUPERVISORS,  
AND  
NOTICE OF THE 2020 FIRST EXTRAORDINARY GENERAL MEETING**

---

The letter from the Board is set out on pages 2 to 6 of this circular.

The notice convening the EGM to be held at the conference room of 3rd Floor, Tower A, China Everbright Center, No. 25 Taipingqiao Avenue, Xicheng District, Beijing, PRC on Thursday, 26 March 2020 at 14:30 p.m., together with the relevant reply slip and proxy form, are sent to the Shareholders on Monday, 10 February 2020.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the relevant proxy form in accordance with the instructions printed thereon. For holder of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited in person or by post not less than 24 hours before the time appointed for holding the EGM (i.e. not later than 14:30 p.m. on Wednesday, 25 March 2020) or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

10 February 2020

*References to dates and time in this circular are to Hong Kong dates and time.*

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	2
1. INTRODUCTION .....	3
2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES OF PROCEDURES OF THE GENERAL MEETING, THE BOARD OF DIRECTORS AND THE BOARD OF SUPERVISORS .....	3
3. ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR .....	3
4. ADJUSTMENT TO THE REMUNERATION STANDARD OF INDEPENDENT NON-EXECUTIVE DIRECTORS .....	5
5. ADJUSTMENT TO THE REMUNERATION STANDARD OF EXTERNAL SUPERVISORS .....	5
6. THE EGM .....	6
7. RECOMMENDATIONS .....	6
<b>APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED</b> .....	7
<b>APPENDIX II COMPARISON TABLE OF THE AMENDMENTS TO THE RULE OF PROCEDURES OF THE GENERAL MEETING OF CHINA EVERBRIGHT BANK COMPANY LIMITED</b> .....	19
<b>APPENDIX III COMPARISON TABLE OF THE AMENDMENTS TO THE RULE OF PROCEDURES OF THE BOARD OF DIRECTORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED</b> .....	24
<b>APPENDIX IV COMPARISON TABLE OF THE AMENDMENTS TO THE RULE OF PROCEDURES OF THE BOARD OF SUPERVISORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED</b> .....	27
<b>NOTICE OF THE 2020 FIRST EXTRAORDINARY GENERAL MEETING</b> .....	29

---

## DEFINITIONS

---

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

“Company” or “Bank”	China Everbright Bank Company Limited (中國光大銀行股份有限公司), a joint stock limited company incorporated in the PRC and the H Shares and A Shares of which are listed on the Stock Exchange (stock code: 6818) and the Shanghai Stock Exchange (stock code: 601818), respectively
“Board”	the board of Directors of the Company
“Director(s)”	director(s) of the Company
“EGM”	the first extraordinary general meeting for 2020 of the Company to be held at the conference room of 3rd Floor, Tower A, China Everbright Center, No. 25 Taipingqiao Avenue, Xicheng District, Beijing, PRC on Thursday, 26 March 2020 at 14:30 p.m.
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	overseas listed foreign shares of par value RMB1.00 each in the share capital of the Company which are listed on the Stock Exchange and traded in Hong Kong dollars
“PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of par value RMB1.00 each in the share capital of the Company (including A Shares and/or H Shares)
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“CBIRC”	China Banking and Insurance Regulatory Commission
“Articles of Association”	the articles of association of China Everbright Bank Company Limited
“Rules of Procedures of the General Meeting, the Board of Directors and the Board of Supervisors”	the rules of procedures of the general meeting of China Everbright Bank Company Limited, the rules of procedures of the Board of Directors of China Everbright Bank Company Limited, and the rules of procedures of the Board of Supervisors of China Everbright Bank Company Limited

---

LETTER FROM THE BOARD

---



中國光大銀行股份有限公司

**China Everbright Bank Company Limited**

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

**(Stock code: 6818)**

*Chairman of the Board, Non-executive Director:*

Mr. LI Xiaopeng

*Executive Director:*

Mr. LU Hong

*Non-executive Directors:*

Mr. CAI Yunge

Mr. WANG Xiaolin

Mr. SHI Yongyan

Mr. DOU Hongquan

Mr. HE Haibin

Mr. LIU Chong

Ms. YU Chunling

*Registered Office:*

China Everbright Center

No. 25 and 25A Taipingqiao Avenue

Xicheng District

Beijing 100033, China

*Principal Place of Business*

*in Hong Kong:*

30/F

Far East Finance Centre

16 Harcourt Road

Admiralty

Hong Kong

*Independent Non-executive Directors:*

Ms. FOK Oi Ling Catherine

Mr. XU Hongcai

Mr. FENG Lun

Mr. WANG Ligu

Mr. SHAO Ruiqing

Mr. HONG Yongmiao

10 February 2020

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND  
THE RULES OF PROCEDURES OF THE GENERAL MEETING, THE BOARD  
OF DIRECTORS AND THE BOARD OF SUPERVISORS, ELECTION OF  
INDEPENDENT NON-EXECUTIVE DIRECTOR, ADJUSTMENT TO THE  
REMUNERATION STANDARD OF INDEPENDENT NON-EXECUTIVE  
DIRECTORS, ADJUSTMENT TO THE REMUNERATION STANDARD OF  
EXTERNAL SUPERVISORS,  
AND  
NOTICE OF THE 2020 FIRST EXTRAORDINARY GENERAL MEETING**

---

## LETTER FROM THE BOARD

---

### 1 INTRODUCTION

The purpose of this circular is to provide you with information regarding the undermentioned matters and certain other matters, which will be submitted to the EGM for consideration and approval.

### 2 PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES OF PROCEDURES OF THE GENERAL MEETING, THE BOARD OF DIRECTORS AND THE BOARD OF SUPERVISORS

Reference is made to the announcement dated 4 November 2019 of the Company, in relation to the proposed amendments to the Articles of Association.

Pursuant to the Code of Corporate Governance for Listed Companies (2018 Revision), Guidelines on Articles of Association of Listed Companies (2019 Revision), Corporate Governance Guidelines for Commercial Banks, other relevant regulatory rules and practical and operational needs, the Company proposes to make the relevant amendments to the Articles of Association, and the Rules of Procedures of the General Meeting, the Board of Directors and the Board of Supervisors. For the avoidance of doubt, the share repurchase as stated in Article 28 of the amended Articles of Association is applicable only to the repurchase of A Shares of the Company. Share repurchase of H Shares of the Company will be conducted in accordance with relevant requirements and restrictions under the Hong Kong Listing Rules, including but not limited to Rule 10.05, 10.06, 19A.24 and 19A.25 of the Listing Rules.

The amended Articles of Association will become effective upon the consideration and approval at the EGM and the approval of the CBIRC. The Rules of Procedures of the General Meeting, the Board of Directors and the Board of Supervisors and the amended Articles of Association shall take effect at the same time.

It is proposed to submit to the EGM to authorise the Board and the Board of Supervisors, in accordance with the confirmation, opinions or requirements (if any) from relevant regulatory authorities (including but not limited to the CBIRC), to make necessary and appropriate adjustments to the wordings of the proposed amendments to the Articles of Association and the Rules of Procedures of the General Meeting, the Board of Directors and the Board of Supervisors accordingly.

Please refer to Appendix I to Appendix IV of this circular for the details of the proposed amendments to the Articles of Association and the Rules of Procedures of the General Meeting, the Board of Directors and the Board of Supervisors.

### 3. ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement dated 20 December 2019 of the Company, in relation to the proposed appointment of independent non-executive director.

According to the Policy on Diversity of Members of the Board of the Company, after considering a number of factors including gender, age, cultural and education background, professional experience, skills, knowledge and service tenure in a comprehensive manner, the Nomination Committee under the Broad has made a preliminary examination on qualifications and conditions of Mr. Li Yinquan, and has provided

---

## LETTER FROM THE BOARD

---

suggestions to the Board. Pursuant to the law, regulations and the Articles of Association, after the approval of the Board, Mr. Li Yinquan has been nominated as a candidate for the position of independent non-executive director of the eighth session of the Board of the Company. His appointment is subject to the consideration of and approval by the EGM, as well as the approval by the CBIRC. His term of office will come to effect on the date when the approval of the CBIRC is obtained.

The biographical details of Mr. Li Yinquan are as follows:

**Mr. Li Yinquan**, aged 64, is currently the director of China Merchants Capital Investment Co., Ltd. He is also the independent non-executive director of Genertec Universal Medical Group Company Limited, Million Cities Holdings Limited and Hong Kong Shanghai Alliance Holdings Limited and Kimou Environmental Holding Limited. He served as the assistant to the general manager, cadre at deputy general manager level of the International Business Department, person in charge of the Preparatory Group of the New York Branch, deputy general manager of the Personnel and Education Department and deputy general manager of the Hong Kong Branch of the Agricultural Bank of China. He also served as the general manager of the Planning and Finance Department, chief financial officer, vice president and chief accountant of China Merchants Group Co., Ltd., as well as the general manager, CEO and chairman of China Merchants Capital Investment Co., Ltd. and the executive director of China Merchants Holdings (International) Company Limited, the non-executive director of China Merchants Bank Co., Ltd., the executive director of China Merchants Energy Shipping Co., Ltd. and the executive director of China Merchants China Direct Investments Limited. He graduated from the Graduate School of the People's Bank of China from which he obtained a master's degree in economics. He later obtained a master's degree in finance for development in Finafrica Institute, Italy. He is a senior economist.

Mr. Li Yinquan has many years of experience in the financial and economic management field, and was the independent non-executive director of multiple companies. He is able to facilitate diversification of the members of the Board, and will make contribution to the Board with his professional financial knowledge and corporate governance direction, in order to help the Board better promote the implementation of development strategy plans of the Company.

Save as disclosed above, Mr. Li Yinquan has not held directorships in any other listed companies in the past three years, does not hold any other positions with the Company or other group members of the Company, does not have any relationships with other directors, senior management or substantial shareholders or controlling shareholders of the Company, and he is not interested in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

In accordance with the Articles of Association, the term of a director is three years, and the directors are eligible for re-election upon expiry of their terms, but the consecutive terms of the independent non-executive directors shall not exceed six years.

The basic annual pre-tax director's emolument of Mr. Li Yinquan is RMB280,000 which shall be adjusted accordingly based on (i) the remuneration standard of the independent non-executive directors submitted by the Board of the Company to the shareholders' general meeting for approval, and (ii) the responsibilities of Mr. Li Yinquan in the Company.

---

## LETTER FROM THE BOARD

---

Save as disclosed in this circular, there are no other matters that need to be brought to the attention of the shareholders of the Company or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to the aforesaid proposed appointment.

#### 4 ADJUSTMENT TO THE REMUNERATION STANDARD OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Pursuant to practical and operational needs, the proposed adjustment to the remuneration standard of independent non-executive directors is presented as follows:

The basic remuneration to be increased from RMB280,000/person/year to RMB300,000/person/year (before tax); the allowance for Chairmen of the Special Committees to be increased from RMB30,000/person/year to RMB40,000/person/year (before tax), and the allowance for members to be increased from RMB20,000/person/year to RMB30,000/person/year (before tax). A Supervisor acting as Chairman or member of more than one Committee can receive remuneration on a cumulative basis. Details are set out as follows:

	<b>Basic Remuneration</b> <i>(RMB0'000/ person/year)</i>	<b>Allowance for Chairmen</b> <i>(RMB0'000/ person/year)</i>	<b>Allowance for Members</b> <i>(RMB0'000/ person/year)</i>
Current Standard	28	3	2
Standard after Adjustment	30	4	3

If the above remuneration standard is considered and passed at the EGM, it shall be implemented from 2020 onwards.

#### 5 ADJUSTMENT TO THE REMUNERATION STANDARD OF EXTERNAL SUPERVISORS

Pursuant to practical and operational needs, the proposed adjustment to the remuneration standard of external supervisors is presented as follows:

The basic remuneration to be increased from RMB250,000/person/year to RMB270,000/person/year (before tax); the allowance for Chairmen of the Special Committees to be increased from RMB30,000/person/year to RMB40,000/person/year (before tax), and the allowance for members to be increased from RMB20,000/person/year to RMB30,000/person/year (before tax). A Supervisor acting as Chairman or member of more than one Committee can receive remuneration on a cumulative basis. Details are set out as follows:

	<b>Basic Remuneration</b> <i>(RMB0'000/ person/year)</i>	<b>Allowance for Chairmen</b> <i>(RMB0'000/ person/year)</i>	<b>Allowance for Members</b> <i>(RMB0'000/ person/year)</i>
Current Standard	25	3	2
Standard after Adjustment	27	4	3

---

## LETTER FROM THE BOARD

---

If the above remuneration standard is considered and passed at the EGM, it shall be implemented from 2020 onwards.

### 6 THE EGM

The EGM will be held at the conference room of 3rd Floor, Tower A, China Everbright Center, No. 25 Taipingqiao Avenue, Xicheng District, Beijing, PRC on Thursday, 26 March 2020 at 14:30 p.m. The EGM notice and relevant proxy form and reply slip for the EGM are dispatched to the Shareholders on Monday, 10 February 2020.

### 7 RECOMMENDATIONS

The Directors consider that the resolutions as stated in the notice of EGM are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of such resolutions to be proposed at the EGM.

On Behalf of the Board  
**China Everbright Bank Company Limited**  
**LI Xiaopeng**  
*Chairman*

*As at the date of this circular, the Executive Director of the Company is Mr. Lu Hong; the Non-executive Directors are Mr. Li Xiaopeng, Mr. Cai Yunge, Mr. Wang Xiaolin, Mr. Shi Yongyan, Mr. Dou Hongquan, Mr. He Haibin, Mr. Liu Chong and Ms. Yu Chunling; and the Independent Non-executive Directors are Ms. Fok Oi Ling Catherine, Mr. Xu Hongcai, Mr. Feng Lun, Mr. Wang Ligu, Mr. Shao Ruiqing and Mr. Hong Yongmiao.*



**APPENDIX I**

**COMPARISON TABLE OF THE AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION OF  
CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
Article 1	<p>In order to protect the lawful interests of China Everbright Bank Company Limited (hereinafter referred to as the “Bank”), its shareholders and creditors, and to regulate the organization and activities of the Bank, the Articles of Association (hereinafter referred to as the “Articles”) are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to a “Securities Law”), Commercial Banking Law of the People’s Republic of China (hereinafter referred to as “Commercial Banking Law”), Special Provisions on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies issued by the State Council (hereinafter referred to as “Special Provisions”, Mandatory Provisions for Articles of Association of Companies Listing Overseas (hereinafter referred to as “Mandatory Provisions”), the Guidelines on Articles of Association of Listed Companies (hereinafter referred to as “Guidelines on Articles”), the State Council’s Guiding Opinions on the Launching of the Preference Shares Pilot Scheme, the Administrative Measures on Preference Shares, and other relevant laws, regulations, rules and regulatory documents.</p>	<p>In order to protect the lawful interests of China Everbright Bank Company Limited (hereinafter referred to as the “Bank”), its shareholders and creditors, and to regulate the organization and activities of the Bank, the Articles of Association (hereinafter referred to as the “Articles”) are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to a “Securities Law”), Commercial Banking Law of the People’s Republic of China (hereinafter referred to as “Commercial Banking Law”), Special Provisions on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies issued by the State Council (hereinafter referred to as “Special Provisions”, Mandatory Provisions for Articles of Association of Companies Listing Overseas (hereinafter referred to as “Mandatory Provisions”), <b><u>the Code of Corporate Governance for Listed Companies</u></b>, the Guidelines on Articles of Association of Listed Companies (hereinafter referred to as “Guidelines on Articles”), <b><u>the Corporate Governance Guidelines for Commercial Banks</u></b>, the State Council’s Guiding Opinions on the Launching of the Preference Shares Pilot Scheme, the Administrative Measures on Preference Shares, and other relevant laws, regulations, rules and regulatory documents.</p>	Add the basis of formulation.
Article 2	<p>The Bank was previously a national commercial bank established on 18 June 1992 upon approval of the People’s Bank of China (Yin Fu [1992] No. 152). Following the approval of the People’s Bank of China (Yin Fu [1995] No. 70), the Bank was restructured as a joint stock commercial bank on 6 July 1999. The Bank was registered at the State Administration of Industry and Commerce and obtained a business license. The business license number of the Bank is 10000000011748.</p> <p>.....</p>	<p>The Bank was previously a national commercial bank established on 18 June 1992 upon approval of the People’s Bank of China (Yin Fu [1992] No. 152). Following the approval of the People’s Bank of China (Yin Fu [1995] No. 70), the Bank was restructured as a joint stock commercial bank on 6 July 1999. The Bank was registered at the State Administration of Industry and Commerce and obtained a business license. <del>The business license number of the Bank is 10000000011748.</del> <b><u>The unified social credit code of the Bank is 91110000100011743X.</u></b></p> <p>.....</p>	China implements a unified social credit code system for legal persons and other organizations based on organizational code. The Company’s business license number has been changed to a unified social credit code.

APPENDIX I

COMPARISON TABLE OF THE AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION OF  
CHINA EVERBRIGHT BANK COMPANY LIMITED

Articles	Before amendment	After amendment	Basis
Article 14	The objectives of the Bank are to operate stably, adhere to principle of credibility, provide scientific management, provide high-level service, conduct various commercial banking services in accordance with law, persist in sustainable development, create maximum value for the shareholders and the stakeholders, and make contribution for development of national economy. With the operation principles of safety, liquidity and efficiency, the Bank has independent operation, assume its own risks, take full responsibility for its own profits and losses, and insist on self-discipline.	The objectives of the Bank are to operate stably, adhere to principle of credibility, provide scientific management, provide high-level service, conduct various commercial banking services in accordance with law, persist in sustainable development, <b><u>be active in practicing the concept of green development to integrate ecological and environmental protection requirements into the development strategy and corporate governance process, and proactively participate in ecological civilization construction, thereby play a demonstrating and leading role in pollution prevention, resource conservation, ecological protection, green finance and other aspects</u></b> , create maximum value for the shareholders and the stakeholders, and make contribution for development of national economy.  With the operation principles of safety, liquidity and efficiency, the Bank has independent operation, assume its own risks, take full responsibility for its own profits and losses, and insist on self-discipline.	Article 86 of the Code of the Corporate Governance for Listed Companies (2018 Revision)  Listed Companies should be active in practicing the concept of green development to integrate ecological and environmental protection requirements into the development strategy and corporate governance process, and proactively participate in ecological civilization construction, thereby play a demonstrating and leading role in pollution prevention, resource conservation, ecological protection, green finance and other aspects.  Comprehensive consideration of the relevant regulatory requirements for the Green Credit of CBIRC and the actual work of the Company.
Article 28	.....  (III) giving the ordinary shares to staffs of the Bank as reward;  (IV) being requested to repurchase the ordinary shares held by the shareholders who object to the resolutions adopted at the shareholders' merger and division of the Bank;  (V) repurchasing the Preference Shares;  (VI) other circumstances permitted by laws, regulations, rules and regulatory documents.	.....  (III) <del>giving the ordinary shares to staffs of the Bank as reward;</del> <b><u>granting shares for staff shareholding plans or share option incentives;</u></b>  (IV) being requested to repurchase the ordinary shares held by the shareholders who object to the resolutions adopted at the shareholders' merger and division of the Bank;  (V) <b><u>utilizing shares for conversion into convertible corporate bonds issued by the Bank;</u></b>  (VI) <b><u>being deemed necessary by the Bank for the protection of the Company's value and shareholders' interests;</u></b>  ( <del>VII</del> ) repurchasing the Preference Shares;  ( <del>VIII</del> ) other circumstances permitted by laws, regulations, rules and regulatory documents.	Article 23 of the Guidelines on Articles of Association of Listed Companies (2019 Revision)  The Company may not repurchase its own shares, save as under the following circumstances:  (I) reduction of the registered capital of the Company;  (II) merging with another companies holding holds shares in the Company;  (III) granting shares for staff shareholding plans or share option incentives;  (IV) being requested to repurchase the ordinary shares held by the shareholders who object to the resolutions adopted at the shareholders' merger and division of the Company;  (V) utilizing shares for conversion into convertible corporate bonds issued by the Listed Company;  (VI) being deemed necessary by the Listed Company for the protection of the company's value and shareholders' interests.

**APPENDIX I**

**COMPARISON TABLE OF THE AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION OF  
CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
	<p>Any repurchase of the Bank's shares as a result of items (I) to (III) and item (V) referred to above shall be resolved at or authorized a shareholders' general meeting. After the Bank has repurchased its shares according to the above provision, in the event of item (I) or item (V), the same shall be cancelled within ten days from the date of repurchase; in the event of items (II) and (IV), the same shall be transferred or cancelled within six months.</p> <p>The shares of the Bank repurchased pursuant to item (III) of the first paragraph above shall not exceed five percent of the total number of shares issued by the Bank; funds used for the repurchase shall be paid from the after-tax profits of the Bank; the repurchased shares shall be transferred to the staff within one year.</p>	<p>Any repurchase of the Bank's shares as a result of items <del>(I), (II) and (VII) to (III)</del> and item (V) referred to <del>of the first paragraph above</del> shall be resolved at <del>or authorized</del> a shareholders' general meeting; <del>any repurchase of the Bank's shares as a result of items (III), (V) and (VI) may be subject to a resolution of the Board meeting where over two-thirds of the directors are present according to the provisions of the Articles or as authorized by the shareholders' general meeting.</del></p> <p>After the Bank has repurchased its shares according to the provision of <del>the first paragraph above</del>, in the event of item (I) or item <del>(VII)</del>, the same shall be cancelled within ten days from the date of repurchase; in the event of items (II) and (IV), the same shall be transferred or cancelled within six months.</p> <p>If the Bank repurchases its own shares <del>The shares of the Bank repurchased pursuant to items (III), (V) and (VI) of the first paragraph above,</del> <u>the transaction(s) shall be carried out in a public and centralized manner and the total shares held shall not exceed five ten percent of the total number of shares issued by the Bank; funds used for the repurchase shall be paid from the after tax profits of the Bank;</u> the repurchased shares shall be transferred <del>to the staff or cancelled</del> within <del>one three</del> years.</p> <p><u>The repurchase of overseas listed foreign shares of the Bank shall comply with the Hong Kong Listing Rules and other relevant regulatory requirements of the place where the Company is listed.</u></p>	<p>Unless mentioned above, the Company shall not be involved in the purchases of its own shares.</p> <p>Note: A company that issues preference shares should also make specific provisions in its articles of association regarding the options for repurchasing preference shares to be exercised by the issuer or shareholders, the conditions, prices and proportions of repurchases. According to the company's articles of association, if the issuer is required to repurchase the preference shares, the dividends owed must be paid in full, except for the case where a commercial bank issues preference shares to supplement capital.</p> <p>Article 24</p> <p>Repurchase of the Company's shares can be carried out in a public and centralized manner, or other ways approved by the laws and regulations and the CSRC.</p> <p>Repurchase of the Company's shares in the circumstances as stipulated in items (III), (V) and (VI) of the first paragraph of Article 23 of the Articles of Association shall be carried out in a public and centralized manner.</p> <p>Article 25</p> <p>Repurchase of the Company's shares in the circumstances as stipulated in items (I) and (II) of the first paragraph of Article 23 of the Articles of Association shall be resolved at a Shareholders' general meeting; repurchase of the Company's shares in the circumstances as stipulated in the items (III), (V) and (VI) of the first paragraph of Article 23 of the Articles of Association may be resolved by the Board meeting attended by more than two thirds of the Directors in accordance with requirements of the Articles of Association or the mandate of the Shareholder's general meeting.</p>

APPENDIX I

COMPARISON TABLE OF THE AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION OF  
CHINA EVERBRIGHT BANK COMPANY LIMITED

Articles	Before amendment	After amendment	Basis
			<p>Shares repurchased in accordance with item (I) of the first paragraph of Article 23 of the Articles of Association by the Company shall be cancelled within ten days from the date of repurchase; shares repurchased in accordance with item (II) or (IV) shall be transferred or cancelled within six months from the date of repurchase; shares repurchased in accordance with items (III), (V) or (VI) where the shares of the Company held be the Company do not exceed 10% of the Company's total issued shares shall be transferred or cancelled within three years from the date of repurchase.</p> <p>Note: Upon the repurchase of preferred shares by the Company in accordance with the provisions of this Article, it shall write down the total number of outstanding preference shares.</p>
<p>Article 70</p>	<p>.....</p> <p>The above matters within the scope of powers of the shareholders' general meeting shall be discussed and decided by the shareholder's general meeting, but the shareholders' general meeting may authorize the Board of Directors to decide such matters under circumstances that are necessary, reasonable and legal. The content of authorization shall be clear and specific.</p> <p>.....</p>	<p>.....</p> <p>The above matters within the scope of powers of the shareholders' general meeting shall be discussed and decided by the shareholder's general meeting, but the shareholders' general meeting may authorize the Board of Directors to decide such matters under circumstances that are necessary, reasonable and legal. The content of authorization shall be clear and specific. <b><u>The shareholders' general meeting shall not delegate the functions and powers legally exercised by the shareholders' general meeting to the Board of Directors.</u></b></p> <p>.....</p>	<p>Article 14 of the Code of the Corporate Governance for Listed Companies (2018 Revision)</p> <p>Listed company shall stipulate the principles on authorization by the shareholders' general meeting to the Board in its, and the content of the authorization shall be clear and specific. The shareholders' general meeting shall not delegate the functions and powers legally exercised by the shareholders' general meeting to the Board.</p>
<p>Article 71</p>	<p>The Board of Directors shall draft the rules of procedures for the shareholders' general meeting including the meeting notice, way of convening the meeting, document preparation, way of voting, proposal submission system, meeting minutes, signature and abstention of related shareholders, and the rules shall be executed after being examined and approved by the shareholders' general meeting.</p>	<p>The Board of Directors shall draft the rules of procedures for the shareholders' general meeting including the meeting notice, way of convening the meeting, document preparation, way of voting, proposal submission system, meeting minutes, signature and abstention of related shareholders, and the rules shall be executed after being examined and approved by the shareholders' general meeting. <b><u>The Rules of Procedures of the shareholders' general meeting is an appendix to the Articles.</u></b></p>	<p>Article 12 of the Code of the Corporate Governance for Listed Companies (2018 Revision)</p> <p>A listed company shall stipulate procedures for the convening, holding and voting of the shareholders' general meeting in its articles of association. A listed company shall formulate rules of procedure for the shareholders' general meeting and include it in the company's articles of association or as an annex to the articles of association.</p>

**APPENDIX I**

**COMPARISON TABLE OF THE AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION OF  
CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
<p>Article 74</p>	<p>.....</p> <p>The Bank shall, on the premise of ensuring the lawfulness and validity of the shareholders' general meeting, provide facilities to the shareholders attending the shareholders' general meeting by adopting various methods and channels including the provision of up-to-date information technology measures such as online voting platforms.</p>	<p>.....</p> <p><u>After the notice of shareholders' general meeting is issued, the venue of the on-site meeting of shareholders' general meeting shall not be changed without proper reasons. If it is necessary to change, the convener shall make an announcement and give the reasons at least two trading days prior to the on-site meeting.</u></p> <p>The Bank shall, on the premise of ensuring the lawfulness and validity of the shareholders' general meeting, provide facilities to the shareholders attending the shareholders' general meeting by adopting various methods and channels including the provision of up-to-date information technology measures such as online voting platforms. <u>If a shareholder participates in the shareholders' general meeting in the above manner, he/she shall be deemed to be present.</u></p>	<p>Article 44 of the Guidelines on Articles of Association of Listed Companies (2019 Revision)</p> <p>The place where the company holds the shareholders' general meeting is: [specific location] The shareholders' general meeting shall be held at a meeting place in the form of on-site meeting. The company may also provide convenience for shareholders attending the shareholders' general meeting by means of on-line voting. If a shareholder participates in the shareholders' general meeting in the above manner, he/she shall be deemed to be present.</p> <p>Note: The Articles of Association may stipulate that the place where the shareholders' general meeting is convened shall be the place of residence of the company or other clear place. The choice of the time and place of the on-site meeting should be convenient for shareholders to participate. After the notice of shareholders' general meeting is issued, the venue of the on-site meeting of shareholders' general meeting shall not be changed without proper reasons. If it is necessary to change, the convener shall make an announcement and give the reasons at least two trading days prior to the on-site meeting.</p>

APPENDIX I

COMPARISON TABLE OF THE AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION OF  
CHINA EVERBRIGHT BANK COMPANY LIMITED

Articles	Before amendment	After amendment	Basis
<p>Article 130</p>	<p>Unless otherwise required by the Articles, the methods and general procedures to nominate and elect directors are as follows:</p> <p>(I) the candidates for directors may be nominated by the Nomination Committee under the Board of Directors according to the number of directors to be elected to the extent of the number specified by the Articles; shareholders individually or jointly holding no less than three percent of the total voting shares issued by the Bank may nominate the candidates for directors to the Board of Directors;</p> <p>.....</p> <p>The shareholders' general meetings shall not dismiss any director before the expiry of his/her term without reasons. Subject to compliance with the requirements of relevant laws and administrative regulations, any director whose term has not yet expired may be removed by the way of passing of an ordinary resolution at the shareholders' general meeting (without prejudice to claims that may be made under any contracts).</p>	<p>Unless otherwise required by the Articles, the methods and general procedures to nominate and elect directors are as follows:</p> <p>(I) the candidates for directors may be nominated by the Nomination Committee under the Board of Directors according to the number of directors to be elected to the extent of the number specified by the Articles; shareholders individually or jointly holding no less than three percent of the total voting shares issued by the Bank may nominate the candidates for directors to the Board of Directors;</p> <p><b><u>A shareholder or its related parties shall not nominate candidates for director and supervisor at the same time; where a candidate for director (or supervisor) nominated by a shareholder or its related parties is appointed as the Directors (or Supervisors), the same shareholder may not subsequently nominate any candidate for supervisor (or director) until the term of the appointed director (or supervisor) expires or the appointed director (or supervisor) is replaced; and as a principle directors as nominated by the same shareholder or its related parties shall not exceed one third of the number of members of the Board of Directors, unless otherwise provided by the government of the PRC;</u></b></p> <p>.....</p> <p><del>The shareholders' general meetings shall not dismiss any director before the expiry of his/her term without reasons.</del> Subject to compliance with the requirements of relevant laws and administrative regulations, any director whose term has not yet expired may be <del>removed</del> <b>dismissed</b> by the way of passing of an ordinary resolution at the shareholders' general meeting (without prejudice to claims that may be made under any contracts).</p>	<p>Article 15 of the Guidelines on the Corporate Governance of Commercial Banks</p> <p>Shareholders shall nominate candidates for directors and supervisors in strict accordance with the laws and regulations and the procedures stipulated in the articles of association of commercial banks.</p> <p>Commercial banks shall stipulate in the articles of association: A shareholder or its related parties shall not nominate candidates for director and supervisor at the same time; where a candidate for director (or supervisor) nominated by a shareholder or its related parties is appointed as the Directors (or Supervisors), the same shareholder may not subsequently nominate any candidate for supervisor (or director) until the term of the appointed director (or supervisor) expires or the appointed director (or supervisor) is replaced; and as principle directors as nominated by the same shareholder or its related parties shall not exceed one third of the number of members of the Board of Directors, unless otherwise provided by the government of the PRC.</p> <p>Article 96 of the Guidelines on Articles of Association of Listed Companies (2019 Revision)</p> <p>Directors shall be elected or removed by the shareholders' general meeting and may be dismissed by the Shareholders' general meeting prior to the expiration of their term of office, which is [years]. Upon the expiry, a director is eligible for re-appointment subject to re-election. ....</p>

**APPENDIX I**

**COMPARISON TABLE OF THE AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION OF  
CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
<p>Article 139</p>	<p>.....</p> <p>The qualifications of independent directors shall be approved by CBIRC. Independent directors shall have high professional qualities and good reputation, and shall, meanwhile, satisfy the following requirements:</p> <p>(I) satisfying the qualifications for holding the position of director in a listed company as stipulated by the laws, regulations, rules and regulatory documents;</p> <p>(II) 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>(III) having more than five years experience in law, economy, finance, accounting or other working experience which are helpful for performing the duties of an independent director;</p> <p>(IV) being familiar with the laws, regulations, rules and regulatory documents related to the operation and management of commercial banks;</p> <p>(V) being able to read, understand and analyze credit statistical report and financial statement of commercial banks;</p> <p>(VI) not holding other positions other than as independent directors and having no relation with the Bank and its substantial shareholders, de facto controllers or units or individuals having interests in the Bank that may impair their independent and objective judgment;</p>	<p>.....</p> <p>The qualifications of independent directors shall be approved by CBIRC. Independent directors shall have high professional qualities and good reputation, and shall, meanwhile, satisfy the following requirements:</p> <p>(I) satisfying the qualifications for holding the position of director in a listed company as stipulated by the laws, regulations, rules and regulatory documents;</p> <p><del>(II)</del> <b><u>complying with the relevant requirements of the regulatory requirements of the place where the Company is listed regarding the independence of independent directors;</u></b></p> <p><del>(III)</del> 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><del>(IV)</del> having more than five years experience in law, economy, finance, accounting or other working experience which are helpful for performing the duties of an independent director;</p> <p><del>(V)</del> being familiar with the laws, regulations, rules and regulatory documents related to the operation and management of commercial banks;</p> <p><del>(VI)</del> being able to read, understand and analyze credit statistical report and financial statement of commercial banks;</p>	<p>Article 3 of the Guiding Opinion on Establishment of Independent Director Systems by Listed Companies</p> <p>Independent Directors shall be independent. The following persons shall not serve as Independent Directors:</p> <p>(I) an employee of the listed company or its subsidiaries, or is the lineal relative, main social relation (lineal relative refers to spouse, parents, children etc.; main social relation refers to brother and sister, father-in-law, mother-in-law, daughter-in-law, son-in-law, brother-in-law, sister-in-law etc.) of such employee;</p> <p>(II) natural person shareholders directly or indirectly holding 1% or more of the total issued shares of the listed company or being the top 10 shareholders of the listed company and their immediate relatives;</p> <p>(III) shareholders directly or indirectly holding more than 5% of the issued shares of the listed company or persons holding positions in the top five shareholders' entities of the listed company or immediate family members thereof;</p> <p>(IV) has any of the three factors listed above in the past one year;</p> <p>(V) provides financial, legal, consulting services to the listed company or its subsidiaries;</p> <p>(VI) other persons as specified by the Articles of Association;</p> <p>(VII) other personnel identified by the CSRC.</p>

APPENDIX I

COMPARISON TABLE OF THE AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION OF  
CHINA EVERBRIGHT BANK COMPANY LIMITED

Articles	Before amendment	After amendment	Basis
	<p>(VII) having basic knowledge about the operation of a listed company and being familiar with the relevant laws, regulations, rules and regulatory documents;</p> <p>(VIII) ensuring enough time and energy to effectively perform duties and promising to duly perform duty of loyalty and diligence;</p> <p>(IX) other requirements as stipulated in the Articles.</p>	<p><del>(VII)</del> not holding other positions other than as independent directors and having no relation with the Bank and its substantial shareholders, de facto controllers or units or individuals having interests in the Bank that may impair their independent and objective judgment;</p> <p><del>(VIII)</del> having basic knowledge about the operation of a listed company and being familiar with the relevant laws, regulations, rules and regulatory documents;</p> <p><del>(IX)</del> ensuring enough time and energy to effectively perform duties and promising to duly perform duty of loyalty and diligence;</p> <p><del>(X)</del> other requirements as stipulated in the Articles.</p>	<p>Rule 3.13 of the Hong Kong Listing Rules sets out the criteria for judging independence.</p>
Article 143	<p>.....</p> <p>(II) shareholders who individually or jointly hold no less than one percent of the issued voting shares of the Bank shall nominate candidate who satisfy the requirements for independent directors;</p> <p>.....</p>	<p>.....</p> <p>(II) shareholders who individually or jointly hold no less than one percent of the issued voting shares of the Bank shall nominate candidate who satisfy the requirements for independent directors; <b><u>A shareholder who has already proposed a candidate for directorship shall not at the same time propose an independent director candidate;</u></b></p> <p>.....</p>	<p>Article 46 of the Guidelines on Corporate Governance of Commercial Banks</p> <p>The nomination and election procedures for independent directors should follow the following principles:</p> <p>(I) The commercial bank shall stipulate in the articles of association that the nomination committee of the Board and shareholders individually or collectively holding more than one percent of the total number of voting shares issued by commercial banks, may present candidates for independent directors to the Board, and shareholders who have nominated directors shall not nominate independent directors;</p> <p>(II) The candidates for the nominated independent directors shall be qualified by the Nomination Committee of the Board, and the review focuses on independence, professional knowledge, experience and ability;</p> <p>(III) The selection and appointment of independent directors shall mainly follow market principles.</p>



**APPENDIX I**

**COMPARISON TABLE OF THE AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION OF  
CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
Article 157	.....	<p>.....</p> <p><u>The aforesaid matters within the terms of reference of the Board of Directors shall be considered and determined by the Board of Directors, but in necessary, reasonable and legal cases, the Board of Directors may authorize the chairman and the president to exercise part of the powers. Such authorization shall be clear and specific. The Board of Directors shall not delegate the functions and powers legally exercised by the Board of Directors to the chairman and the president.</u></p>	<p>Article 33 of the Code of the Corporate Governance for Listed Companies (2018 Revision)</p> <p>Where the Board authorizes the chairman to exercise part of the powers of the Board during the intersessional period of the Board, the listed company shall clearly specify the principle and specific content of the authorization in the company's articles of association. The major matters of a listed company shall be decided by the Board collectively. The authority to be exercised by the Board shall not be delegated to the chairman or general manager for exercise.</p>
Article 177	The Board of Directors shall establish the office of the Board of Directors, which shall handle the preparation for shareholders' general meetings, board meetings and meetings of the special committees under the Board of Directors, information disclosure, and other daily matters delegated by the Board of Directors and the special committees under the Board of Directors.	The Board of Directors shall establish the office of the Board of Directors, which shall handle the preparation for shareholders' general meetings, board meetings and meetings of the special committees under the Board of Directors, information disclosure, <b>functions and powers affairs</b> , and other daily matters delegated by the Board of Directors and the special committees under the Board of Directors.	Revised according to the Interim Measures for the Equity Management of Commercial Banks and the actual situation of the Company.
Article 178	The Board of Directors shall formulate the rules of procedure of the Board of Directors, including the meeting notice, way of convening the meeting, documents preparation, way of voting, proposal submission mechanism, meeting minutes and endorsement, and authorization rules of the Board of Directors, in order to improve work efficiency and ensure reasonable decision-making, and such rules shall be submitted to the shareholders' general meeting for discussion and approval.	The Board of Directors shall formulate the rules of procedure of the Board of Directors, including the meeting notice, way of convening the meeting, documents preparation, way of voting, proposal submission mechanism, meeting minutes and endorsement, and authorization rules of the Board of Directors, in order to improve work efficiency and ensure reasonable decision-making, and such rules shall be submitted to the shareholders' general meeting for discussion and approval. <b>The Rules of Procedures of the Board of Directors is an appendix to the Articles.</b>	<p>Article 29 of the Code of the Corporate Governance for Listed Companies (2018 Revision)</p> <p>A listed company shall formulate rules of procedure for the Board, report it to the shareholders' meeting for approval, and include it in the company's articles of association or as an annex to the articles of association.</p>

**APPENDIX I**

**COMPARISON TABLE OF THE AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION OF  
CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
<p>Article 184</p>	<p>.....</p> <p>Each special committee shall have one chairman and, based on the need, may have one vice chairman. In principle, the chairman of each special committee shall not be the chairman of other special committees. The Audit Committee, Remuneration Committee and Related Party Transaction Control Committee shall be chaired by an independent director, and the Nomination Committee shall, in principle, be chaired by an independent director. The chairman of the Risk Management Committee shall have experience in the assessment and management of various risks.</p>	<p>.....</p> <p>Each special committee shall have one chairman and, based on the need, may have one vice chairman. In principle, the chairman of each special committee shall not be the chairman of other special committees. The Audit Committee, <b>Nomination Committee</b>, Remuneration Committee and Related Party Transaction Control Committee shall be chaired by an independent director, <del>and the Nomination Committee shall, in principle, be chaired by an independent director, and the chairman of the Audit Committee shall be an accounting professional.</del> The chairman of the Risk Management Committee shall have experience in the assessment and management of various risks.</p>	<p>Article 107 of the Guidelines on Articles of Association of Listed Companies (2019 Revision)</p> <p>.....The Board of the company may set up an audit committee, and set up special committees such as [strategy], [nomination], [remuneration and assessment] as needed. Special committees shall be accountable to the Board and perform their responsibilities in accordance with the Articles of Association and the authorization of the Board. Proposals by special committees shall be submitted to the Board for determination. Special committees shall only comprise directors. The audit committee, [nomination committee], and [remuneration and appraisal committee] shall be comprised mostly of and chaired by independent directors. The chairman of the audit committee shall be an accounting professional. The Board is responsible for formulating the working procedures of the special committees and regulating their operations.</p>
<p>Article 224</p>	<p>The Bank shall pay the external supervisor the remuneration and allowances with reference to the payment standards for the independent director.</p>	<p>The Bank shall pay the external supervisor the remuneration and allowances with reference to the payment standards <del>for the independent director.</del> <b><u>formulated by the Nomination Committee of the Board of Supervisors according to that of independent directors and submitted to the shareholders' general meetings for approval after the consideration and approval of the Board of Supervisors.</u></b></p>	<p>Article 44 of the Guidelines for the Board of Supervisors of Commercial Bank</p> <p>The remuneration (or allowance) arrangement of the supervisor shall be proposed by the Board of Supervisors, reviewed and determined by the shareholders' general meeting or the shareholders' meeting. Supervisors should not participate in the decision-making process related to their own performance evaluation and remuneration (or allowance) except for the self-assessment of performance evaluation.</p> <p>The remuneration of the full-time shareholder supervisors implements deferred payment system. More than 40% of its performance remuneration should adopt deferred payment, and the deferred payment period is generally not less than 3 years.</p>

**APPENDIX I**

**COMPARISON TABLE OF THE AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION OF  
CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
Article 243	The Board of Supervisors shall formulate its rules of procedure, including the meeting notice, way of convening meeting, documents preparation, way of voting, proposal submission mechanism, meeting minutes and endorsement. It shall also specify explicitly the method of discussion and the voting procedure of the Board of Supervisors to ensure its efficiency and scientific decision-making, and such rules shall be submitted to the shareholders' general meeting for discussion and approval.	The Board of Supervisors shall formulate its rules of procedure, including the meeting notice, way of convening meeting, documents preparation, way of voting, proposal submission mechanism, meeting minutes and endorsement. It shall also specify explicitly the method of discussion and the voting procedure of the Board of Supervisors to ensure its efficiency and scientific decision-making, and such rules shall be submitted to the shareholders' general meeting for discussion and approval. <u>The Rules of Procedures of the Board of Supervisors is an appendix to the Articles.</u>	Article 44 of the Code of Corporate Governance for Listed Companies (2018 Revision)  The selection procedures for supervisors, the rules of procedure of the Board of Supervisors and the meetings of the Board of Supervisors shall be implemented in accordance with the relevant provisions of the Code on the directors and the Board of Directors. Employee supervisors are elected in accordance with laws and regulations.
Article 248	.....  The personnel assuming the functions of office other than that of the director at the units of the controlling shareholder and the ultimate controlling owner of the Bank shall not act as the senior management personnel of the Bank.	.....  The personnel assuming the <u>administrative</u> functions of office other than that of the director <u>and supervisor</u> at the units of the controlling shareholder and the ultimate controlling owner of the Bank shall not act as the senior management personnel of the Bank.	Article 69 of the Code of Corporate Governance for Listed Companies (2018 Revision)  The personnel of a listed company shall be independent of the controlling shareholder. The senior management of a listed company shall not hold any other administrative positions other than directors and supervisors in the controlling shareholder. If the senior management of the controlling shareholder concurrently serves as the director and supervisor of the listed company, he/she shall ensure that there is enough time and energy to undertake the work of the listed company.

**APPENDIX I**

**COMPARISON TABLE OF THE AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION OF  
CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
Article 272 (newly-added)		<u>The compensation for directors, supervisors and senior management of the Bank due to loss of position or retirement shall conform to the principle of fairness, shall not damage the legitimate rights and interests of the Bank, and shall not use as benefit transfer.</u>	<p>Article 61 of the Code of Corporate Governance for Listed Companies (2018 Revision)</p> <p>The content involving the compensation for early dismissal of directors, supervisors and senior management in the articles of association of listed company or articles of association shall conform to the principle of fairness, shall not damage the legitimate rights and interests of the listed company, and shall not use as benefit transfer.</p> <p>Comprehensive consideration of the relevant provisions regarding compensation for losing position or retirement of directors and supervisors in Articles 128 and 129 of the Mandatory Provisions for Articles of Association of Companies Listing Overseas as well as Articles 270 and 271 of the Articles of Association of the Company.</p>
Article 292 (original Article 291)	.....	<p>.....</p> <p><u>Subject to the laws and regulations of Hong Kong and the relevant provisions of the securities regulatory authority, the Bank may exercise the right of confiscation for unclaimed H shares dividends, but the right may only be exercised at least six years after the date of dividend declaration.</u></p>	<p>Appendix III to the Hong Kong Listing Rules</p> <p>If the delegated power confiscates unclaimed dividends, the power may only be exercised at least six years after the date of dividend declaration.</p>

*Note:* the numbering of the relevant articles shall be adjusted based on the above amendments.

**APPENDIX II**

**COMPARISON TABLE OF THE AMENDMENTS TO THE  
RULES OF PROCEDURES OF THE GENERAL MEETING  
OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Article	Before amendment	After amendment	Basis
Article 1	<p>In order to protect the lawful interests of China Everbright Bank Company Limited (hereinafter referred to as the “Bank”), its shareholders and creditors, and to regulate the organization and activities of the general meeting of the Bank, the Articles of Association (hereinafter referred to as the “Articles”) are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), the Securities Law of the People’s Republic of China, Commercial Banking Law of the People’s Republic of China, Special Provisions on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies issued by the State Council, Mandatory Provisions for Articles of Association of Companies Listing Overseas, the Rules for the Shareholders’ Meeting of Listed Companies, Articles of Association of China Everbright Bank Company Limited (hereinafter referred to as “Articles of Association of the Bank”) and other relevant laws, regulations, rules and regulatory documents.</p>	<p>In order to protect the lawful interests of China Everbright Bank Company Limited (hereinafter referred to as the “Bank”), its shareholders and creditors, and to regulate the organization and activities of the general meeting of the Bank, the Articles of Association (hereinafter referred to as the “Articles”) are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), the Securities Law of the People’s Republic of China, Commercial Banking Law of the People’s Republic of China, Special Provisions on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies issued by the State Council, Mandatory Provisions for Articles of Association of Companies Listing Overseas, <u>the Code of Corporate Governance for Listed Companies, the Guidelines on Articles of Association of Listed Companies, the Corporate Governance Guidelines for Commercial Banks</u>, the Rules for the Shareholders’ Meeting of Listed Companies, Articles of Association of China Everbright Bank Company Limited (hereinafter referred to as “Articles of Association of the Bank”) and other relevant laws, regulations, rules and regulatory documents.</p>	<p>Add the basis of the measures.</p>
Article 18	<p>Shareholders who individually or jointly hold more than three percent of voting shares of the Bank may provide an interim proposal and submit it in writing to the Board of Directors ten days before the shareholders’ general meeting is convened. The Board of Directors shall issue a supplementary notice for the shareholders’ general meeting within two days upon receipt of the proposal and submit such proposal to the shareholders’ general meeting for approval. The content of the interim proposal shall be within the scope of authority of the shareholders’ general meeting and there shall be clear and definite topics and specific matters to be resolved.....</p>	<p>Shareholders who individually or jointly hold more than three percent of voting shares of the Bank may provide an interim proposal and submit it in writing to the Board of Directors <del>ten</del> <u>twelve trading</u> days before the shareholders’ general meeting is convened. The Board of Directors shall issue a supplementary notice for the shareholders’ general meeting within two days upon receipt of the proposal and submit such proposal to the shareholders’ general meeting for approval. The content of the interim proposal shall be within the scope of authority of the shareholders’ general meeting and there shall be clear and definite topics and specific matters to be resolved.....</p>	<p>Remain consistent with Article 75 of the Articles of Association of the Company (2018 Second Revision).</p>

**APPENDIX II**

**COMPARISON TABLE OF THE AMENDMENTS TO THE  
RULES OF PROCEDURES OF THE GENERAL MEETING  
OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Article	Before amendment	After amendment	Basis
<p>Article 21</p>	<p>.....</p> <p>Shareholders' general meetings shall be held on-site at the designated place. The Bank shall, on the premise of ensuring the lawfulness and validity of the shareholders' general meeting, provide facilities to the shareholders attending the shareholders' general meeting by adopting various methods and channels including the provision of up-to-date information technology measures such as online voting platforms. Shareholders attending a shareholders' general meeting by any aforesaid means shall be deemed as present at the meeting.</p>	<p>.....</p> <p><u>After the notice of shareholders' general meeting is issued, the venue of the on-site meeting of shareholders' general meeting shall not be changed without proper reasons. If it is necessary to change, the convener shall make an announcement and give the reasons at least two trading days prior to the on-site meeting.</u></p> <p>Shareholders' general meetings shall be held on-site at the designated place. The Bank shall, on the premise of ensuring the lawfulness and validity of the shareholders' general meeting, <u>and according to law, administrative regulations and requirements of China Securities Regulatory Commission (hereinafter referred to as "CSRC") or the Articles of Association of the Bank</u>, provide facilities to the shareholders attending the shareholders' general meeting by adopting various methods and channels including the provision of up-to-date information technology measures such as online voting platforms. Shareholders attending a shareholders' general meeting by any aforesaid means shall be deemed as present at the meeting.</p>	<p>Amended simultaneously with the Article of Association of the Company.</p> <p>Article 20 of the Rules for the Shareholders' Meeting of Listed Companies (2016 Revision)</p> <p>The Company shall hold a shareholders' general meeting at its place of domicile or at the place specified in the articles of association. The shareholders' general meeting shall be held on-site at the designated place and shall, in accordance with law, administrative regulations and requirements of CSRC or articles of association, a safe, economic and convenient network and other means to facilitate shareholders' participation in the shareholders' meeting. Shareholders may attend the shareholders' general meeting in person and exercise their voting rights. They may also appoint another person to attend the meeting on their behalf and exercise their voting rights within the scope of authorization.</p>
<p>Article 25</p>	<p>After the notice of the shareholders' general meeting is issued, the shareholder's general meeting shall not be postponed or cancelled and the proposals stated in the notice of the shareholders' general meeting shall not be cancelled without a proper reason. In the event of any postponement or cancellation of the shareholders' general meeting, the convener shall issue an announcement and state the reasons at least two working days before the original date of the shareholders' general meeting.</p>	<p>After the notice of the shareholders' general meeting is issued, the shareholder's general meeting shall not be postponed or cancelled and the proposals stated in the notice of the shareholders' general meeting shall not be cancelled without a proper reason. In the event of any postponement or cancellation of the shareholders' general meeting, the convener shall issue an announcement and state the reasons at least two <del>working</del> trading days before the original date of the shareholders' general meeting.</p>	<p>Remain consistent with Article 75 of the Articles of Association of the Company (2018 Second Revision).</p>
<p>Article 35</p>	<p>The Bank shall be responsible for preparing the register of meetings of the Attendees of the shareholders' general meeting. The register of the attendees shall specify the attendees' name, identity document number, address or domicile, number of the held or represented shares with voting rights, name of the principal (or the name of the organizations) and other matters</p>	<p>The Bank shall be responsible for preparing the register of meetings of the Attendees of the shareholders' general meeting. The register of the attendees shall specify the attendees' name, identity document number, address or domicile, number of the held or represented shares with voting rights, <u>type of share</u>, name of the principal (or the name of the organizations) and other matters</p>	<p>With reference to the requirements of the Articles of Association of the industry and consider the actual amendments of work of the Bank.</p>

**APPENDIX II**

**COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF THE GENERAL MEETING OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Article	Before amendment	After amendment	Basis
Article 49	<p>When shareholders who have voting rights (including their proxies) attend the shareholders' general meeting, they shall exercise their voting rights according to the voting shares held by them, with each share representing one vote.</p> <p>The shares of the Bank held by the Bank do not have any voting right and such shares shall not be counted in the total voting shares held by the shareholders present at the shareholders' general meeting.</p> <p>The Board of Directors, independent directors and the shareholders who meet the relevant conditions may collect the shareholders' voting rights.</p>	<p>When shareholders who have voting rights (including their proxies) attend the shareholders' general meeting, they shall exercise their voting rights according to the voting shares held by them, with each share representing one vote.</p> <p><u>When the shareholders' general meeting considers matters that could materially affect the interest of medium and small investors, the votes by medium and small investors shall be counted by the Bank separately, and the results of such separate vote counting shall be disclosed promptly.</u></p> <p><u>The same voting right can only be exercised in only one form: onsite, over the network, or otherwise. Where the same voting right is exercised more than once, the voting result of the first time shall prevail.</u></p> <p>The shares of the Bank held by the Bank do not have any voting right and such shares shall not be counted in the total voting shares held by the shareholders present at the shareholders' general meeting.</p> <p>The Board of Directors, independent directors and the shareholders who meet the relevant conditions may collect the shareholders' voting rights.</p> <p><u>Information including the specific voting intention shall be fully disclosed to the shareholders from whom voting rights are being collected. Consideration or de facto consideration for collecting shareholders' voting rights is prohibited. The Bank shall not impose any minimum shareholding limitation for collecting voting rights.</u></p>	<p>Remain consistent with Article 96 of the Articles of Association of the Company (2018 Second Revision).</p>
Article 52	<p>.....</p> <p>When a voting is made on election of directors or supervisors at a shareholders' general meeting, the cumulative voting system may be adopted in accordance with the resolutions of the shareholders' general meeting.</p>	<p>.....</p> <p>When a voting is made on election of directors or supervisors at a shareholders' general meeting, the cumulative voting system may be adopted in accordance with the resolutions of the shareholders' general meeting. <u>If the proportion of equity shares held by a single shareholder of the Bank and its concerted parties reaches or exceeds 30%, the election of directors and supervisors in the shareholders' general meeting shall adopt a cumulative voting system.</u></p>	<p>Article 17 of the Code of Corporate Governance for Listed Companies (2018 Revision)</p> <p>The election of directors and supervisors shall fully reflect the views of minority shareholders. The shareholders' general meeting shall actively implement the cumulative voting system in the election of directors and supervisors. If a listed company has a proportion of equity shares held by a single shareholder and its concerted parties reaching or exceeding 30%, it shall adopt the cumulative voting system. ....</p> <p>With reference to the relevant requirements of the industry.</p>

**APPENDIX II**

**COMPARISON TABLE OF THE AMENDMENTS TO THE  
RULES OF PROCEDURES OF THE GENERAL MEETING  
OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Article	Before amendment	After amendment	Basis
Article 53	<p>The cumulative voting system as mentioned in the preceding article means that each share shall have the same number of votes as the number of directors or supervisors, and the voting right owned by the shareholders may be used cumulatively.</p>	<p>The cumulative voting system as mentioned in the preceding article means that each share shall have the same number of votes as the number of directors or supervisors, and the voting right owned by the shareholders may be used cumulatively. <b><u>Except as otherwise provided in the laws, administrative regulations and rules, and listing rules in the place where the Bank's shares are listed, the rules for the cumulative voting system are as follows:</u></b></p> <p>(1) <b><u>Where a cumulative vote system is used to elect directors and supervisors, the list of candidates of independent directors, non-independent directors and supervisors shall be divided into different proposal groups for voting at the shareholders' general meeting;</u></b></p> <p>(2) <b><u>Shareholders attending the shareholders' general meeting shall have the same number of votes as the number of directors or supervisors to be elected under each proposal group for each share held in the proposal subject to the cumulative voting system;</u></b></p> <p>(3) <b><u>The number of votes held by shareholders can be concentrated to vote for one candidate or several candidates. Shareholders should vote within the number of votes for each proposal group.</u></b></p>	<p>Article 17 of the Code of Corporate Governance for Listed Companies (2018 Revision)</p> <p>.....Listed companies adopting the cumulative voting system shall stipulate the detailed rules for implementation in the articles of association.</p> <p>The Detailed Rules for Implementation of Online Voting for Shareholders' General Meetings of Listed Companies of Shanghai Stock Exchange (2015 Revision)</p> <p>Article 11</p> <p>If a listed company adopts the cumulative voting system in the election of directors or supervisors, it shall list the candidates in the announcement of convening the general meeting according to the following proposal groups separately, and submit votes: (1) candidates for non-independent directors; (2) candidates for independent directors; and (3) candidates for supervisors.</p> <p>Article 23</p> <p>Shareholders attending the shareholders' general meeting shall have the same number of votes as the number of directors or supervisors to be elected under each proposal group for each share held in the proposal subject to the cumulative voting system. The number of votes owned by shareholders can be concentrated on one candidate or several candidates. ....</p> <p>With reference to the relevant requirements of the industry.</p>
Article 56	<p>The voting at shareholders' general meeting shall be conducted in the form of open ballot.</p> <p>The same voting right shall only be exercised by attending meeting in person, through the internet or any one of the other voting methods. The first vote cast shall prevail if repeated voting occurs in relation to the same voting right.</p>	<p>The voting at shareholders' general meeting shall be conducted in the form of open ballot.</p> <p><del>The same voting right shall only be exercised by attending meeting in person, through the internet or any one of the other voting methods. The first vote cast shall prevail if repeated voting occurs in relation to the same voting right.</del></p>	<p>Move paragraph 2 of this article to paragraph 3 of Article 49.</p>



**APPENDIX II**

**COMPARISON TABLE OF THE AMENDMENTS TO THE  
RULES OF PROCEDURES OF THE GENERAL MEETING  
OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Article	Before amendment	After amendment	Basis
Article 79	Matters requiring decision by the shareholders' general meeting under laws, regulations, department rules, regulatory documents and the Articles of Association of the Bank shall be considered and decided by the shareholders' general meeting, provided that the shareholders' general meeting may authorise the Board of Directors to decide on such matters under necessary, reasonable and legal circumstances. The content of authorisation shall be clear and specific. The authorisation methods are formulated separately.	Matters requiring decision by the shareholders' general meeting under laws, regulations, department rules, regulatory documents and the Articles of Association of the Bank shall be considered and decided by the shareholders' general meeting, provided that the shareholders' general meeting may authorise the Board of Directors to decide on such matters under necessary, reasonable and legal circumstances. The content of authorisation shall be clear and specific. <u>The shareholders' general meeting shall not authorise the Board of Directors to perform statutory duties that the shareholders' general meeting is supposed to.</u> The authorisation methods are formulated separately.	Amended simultaneously with the Article of Association of the Company.
Article 83	Unless otherwise specified, the meaning of the terms used in the Rules shall be the same as that in the Articles of Association of the Bank.	<u>This Rule is an appendix to the Articles of Association of the Bank.</u>  Unless otherwise specified, the meaning of the terms used in the Rules shall be the same as that in the Articles of Association of the Bank.	Article 12 of the Code of Corporate Governance for Listed Companies (2018 Revision)  Listed companies shall stipulate in the articles of association the procedures for convening, holding and voting at a shareholders' general meeting. Listed companies shall formulate rules of procedures of the shareholders' general meeting, which shall be included in the articles of association or as an appendix to the articles of association.

**APPENDIX III                      COMPARISON TABLE OF THE AMENDMENTS TO THE  
RULES OF PROCEDURES OF THE BOARD OF DIRECTORS  
OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Article	Before amendment	After amendment	Basis
Article 1	In order to establish a comprehensive corporate governance structure, regulate the decision-making process of the Board of Directors of China Everbright Bank Company Limited (hereinafter referred to as the “Bank”) and safeguard that the decision-making process of the Board of Directors is legal, scientific and systematic, the Rules of Procedures of the Board of Directors (hereinafter referred to as the “Rules”) are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as “Securities Law”), Commercial Banking Law of the People’s Republic of China, Special Provisions on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies issued by the State Council, Mandatory Provisions for Articles of Association of Companies Listing Overseas, Articles of Association of China Everbright Bank Company Limited (hereinafter referred to as “Articles of Association of the Bank”) and other relevant laws, regulations, rules and regulatory documents.	In order to establish a comprehensive corporate governance structure, regulate the decision-making process of the Board of Directors of China Everbright Bank Company Limited (hereinafter referred to as the “Bank”) and safeguard that the decision-making process of the Board of Directors is legal, scientific and systematic, the Rules of Procedures of the Board of Directors (hereinafter referred to as the “Rules”) are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as “Securities Law”), Commercial Banking Law of the People’s Republic of China, Special Provisions on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies issued by the State Council, Mandatory Provisions for Articles of Association of Companies Listing Overseas, <u>the Code of Corporate Governance for Listed Companies, the Guidelines on Articles of Association of Listed Companies, the Corporate Governance Guidelines for Commercial Banks</u> , Articles of Association of China Everbright Bank Company Limited (hereinafter referred to as “Articles of Association of the Bank”) and other relevant laws, regulations, rules and regulatory documents.	Add the basis of the measures.
Article 4	The Board of Directors of the Bank has established under it the Strategy Committee, Audit Committee, Risk Management Committee, Related Party Transaction Control Committee, Nomination Committee and Remuneration Committee. The Bank may establish other special committees as necessary.  .....  Each special committee shall have a chairman, and, if the work of the committee so requires, a vice chairman. In principle, the chairman of a special committee should not serve concurrently as the chairman of another special committee. The chairman of the Audit Committee, Nomination Committee, Remuneration Committee and Related Party Transaction Control Committee shall be taken up by an independent director. The chairman of the Risk Management Committee shall have experience in judgement and management of various risks.	The Board of Directors of the Bank has established under it the Strategy Committee, Audit Committee, Risk Management Committee, Related Party Transaction Control Committee, Nomination Committee <del>and</del> , Remuneration Committee <u>and Inclusive Finance Development and Consumer Rights and Interests Protection Committee</u> . <del>The Board of Directors of the Bank may establish other special committees as necessary-, or make adjustments to the existing special committees (primarily including discontinuance and consolidation, subdivision, change in name and responsibilities and obligations adjustment, etc).</del>  .....  Each special committee shall have a chairman, and, if the work of the committee so requires, a vice chairman. In principle, the chairman of a special committee should not serve concurrently as the chairman of another special committee. The chairman of the Audit Committee, Nomination Committee, Remuneration Committee and Related Party Transaction Control Committee shall be taken up by an independent director. <u>The chairman of the Audit Committee shall be an accounting professional</u> . The chairman of the Risk Management Committee shall have experience in judgement and management of various risks.	Remain consistent with Article 184 of the Articles of Association of the Company (2018 Second Revision), and is amended simultaneously with the amendments to the Articles of Association.

**APPENDIX III                      COMPARISON TABLE OF THE AMENDMENTS TO THE  
RULES OF PROCEDURES OF THE BOARD OF DIRECTORS  
OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Article	Before amendment	After amendment	Basis
Article 6	The Board of Directors shall establish the office of the Board of Directors, which shall assist the secretary to the Board of Directors in handling the preparation for shareholders' general meetings and meetings of the Board of Directors and special committees under the Board of Directors, information disclosure, investor relations management and other daily matters of the Board of Directors and special committees under the Board of Directors.	The Board of Directors shall establish the office of the Board of Directors, which shall assist the secretary to the Board of Directors in handling the preparation for shareholders' general meetings and meetings of the Board of Directors and special committees under the Board of Directors, information disclosure, <del>equity affairs investor relations management</del> and other daily matters of the Board of Directors and special committees under the Board of Directors.	Amended according to the Interim Measures for the Equity Management of Commercial Banks and the actual circumstances of the Bank.
Article 7	.....	<p style="text-align: center;">.....</p> <p><u>The aforesaid matters within the terms of reference of the Board of Directors shall be considered and determined by the Board of Directors as a whole, but in necessary, reasonable and legal cases, the Board of Directors may authorize the chairman and the president to exercise part of the powers. Such authorization shall be clear and specific. The Board of Directors shall not delegate the functions and powers legally exercised by the Board of Directors to the chairman and the president.</u></p>	Amended simultaneously with the Articles of Association of the Company.
Article 8 (newly-added)		<u>Before making decisions on material issues of the Bank, the Board of Directors shall consult with the CPC Committee for their opinions.</u>	Remain consistent with the provisions of Article 158 of the Articles of Association of the Company (2018 Second Revision).
Article 11 (newly-added)		<p><u>The Board of Directors of the Bank undertake the ultimate responsibilities of equity affairs management. The chairman of the Bank shall be the foremost responsible person for handling equity affairs. The secretary to the Board of Directors shall assist the chairman in the work related to equity management, and is the directly responsible person for handling equity affairs. Both the chairman and the secretary of the Board of Directors shall perform their duties faithfully, honestly and diligently.</u></p> <p><u>The Board of Directors of the Bank shall evaluate annually its substantial shareholders regarding their qualifications, performance of commitments, implementation of the Articles of Association or relevant agreements of the Bank, as well as their compliance with laws, regulations and regulatory requirements, and submit the evaluation reports thereof to China Banking and Insurance Regulatory Commission in a timely manner.</u></p>	Amended according to the Interim Measures for the Equity Management of Commercial Banks and the actual circumstances of the Bank, with reference to the requirements of the industry.

**APPENDIX III                      COMPARISON TABLE OF THE AMENDMENTS TO THE  
RULES OF PROCEDURES OF THE BOARD OF DIRECTORS  
OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Article	Before amendment	After amendment	Basis
Article 18 (original Article 16)	The Board of Directors shall hold at least one regular meeting quarterly, and board meetings shall be convened by the chairman. Notice of board meeting shall be sent to all directors in writing at least fourteen days before the date of the meeting.  .....	The Board of Directors shall hold at least one regular meeting quarterly, and board meetings shall be convened by the chairman. Notice of board meeting shall be sent to all directors in writing at least fourteen days before the date of the meeting. <b><u>The chairman should at least annually hold meetings with the independent directors without the presence of other directors.</u></b>  .....	Rule A.2.7 of Appendix 14 Corporate Governance Code and Corporate Governance Report of Hong Kong Listing Rules  The chairman should at least annually hold meetings with the independent non-executive directors without the presence of other directors.
Article 62 (original Article 60)	Unless otherwise specified, the meaning of the terms used in the Rules shall be the same as that in the Articles of Association of the Bank.	<b><u>This Rule is an appendix to the Articles of Association of the Bank.</u></b> Unless otherwise specified, the meaning of the terms used in the Rules shall be the same as that in the Articles of Association of the Bank.	Article 29 of the Code of Corporate Governance for Listed Companies (2018 Revision)  Listed companies shall formulate the rules of procedures of the board of directors, which shall be submitted to the shareholders' general meeting for approval and be included in the articles of association or as an appendix to the articles of association.

*Note:* the numbering of the relevant articles shall be adjusted based on the above amendments.

**COMPARISON TABLE OF THE AMENDMENTS TO  
THE RULES OF PROCEDURES OF  
THE BOARD OF SUPERVISORS OF CHINA  
EVERBRIGHT BANK COMPANY LIMITED**

Article	Before amendment	After amendment	Basis
Article 1	<p>In order to regulate the supervision and decision-making process of the Board of Supervisors of China Everbright Bank Company Limited (hereinafter referred to as the “Bank”), enhance the supervisory mechanism, duly perform supervisory duties, promote the establishment of the corporate governance mechanism and safeguard the legitimate interests of the Bank and shareholders, the Rules of Procedures of the Board of Supervisors (hereinafter referred to as the “Rules”) are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), the Securities Law of the People’s Republic of China, Commercial Banking Law of the People’s Republic of China, Special Provisions on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies issued by the State Council, Mandatory Provisions for Articles of Association of Companies Listing Overseas, Articles of Association of China Everbright Bank Company Limited (hereinafter referred to as “Articles of Association of the Bank”) and other relevant laws, regulations, rules and regulatory documents.</p>	<p>In order to regulate the supervision and decision-making process of the Board of Supervisors of China Everbright Bank Company Limited (hereinafter referred to as the “Bank”), enhance the supervisory mechanism, duly perform supervisory duties, promote the establishment of the corporate governance mechanism and safeguard the legitimate interests of the Bank and shareholders, the Rules of Procedures of the Board of Supervisors (hereinafter referred to as the “Rules”) are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), the Securities Law of the People’s Republic of China, Commercial Banking Law of the People’s Republic of China, Special Provisions on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies issued by the State Council, Mandatory Provisions for Articles of Association of Companies Listing Overseas, <u>the Code of Corporate Governance for Listed Companies, the Guidelines on Articles of Association of Listed Companies, the Corporate Governance Guidelines for Commercial Banks</u>, Articles of Association of China Everbright Bank Company Limited (hereinafter referred to as “Articles of Association of the Bank”) and other relevant laws, regulations, rules and regulatory documents.</p>	Add the basis of the measures.
Article 27	<p>In principle, a proposal not stated in the notice of meeting shall not be considered at the meeting of the Board of Supervisors. In case of new proposal in special circumstances, the new proposal shall be served in writing on all supervisors three days prior to the meeting. Written consent from more than half of all supervisors is required for submitting the new proposal to the meeting of the Board of Supervisors for consideration.</p>	<p><del>In principle, a proposal not stated in the notice of meeting shall not be considered at the meeting of the Board of Supervisors. In case of new proposal in special circumstances, the new proposal shall be served in writing on all supervisors three days prior to the meeting. Written consent from more than half of all supervisors is required for submitting the new proposal to the meeting of the Board of Supervisors for consideration.</del></p> <p><u>After a written notice on the meeting of the Board of Supervisors is issued, if the time or venue or such other details of the meeting needs to be changed or the proposals for the meeting need to be supplemented, revised or cancelled, a written notice on changes specifying the circumstances, the relevant details of the new proposals, and other relevant materials shall be distributed three days before the original date of the meeting. If the meeting is less than three days away, the meeting shall be correspondingly postponed or held as originally scheduled with the unanimous approval of all supervisors attending the meeting.</u></p>	Amended according to the actual circumstances of the Company.

**APPENDIX IV**

**COMPARISON TABLE OF THE AMENDMENTS TO  
THE RULES OF PROCEDURES OF  
THE BOARD OF SUPERVISORS OF CHINA  
EVERBRIGHT BANK COMPANY LIMITED**

Article	Before amendment	After amendment	Basis
Article 50	Unless otherwise specified, the meaning of the terms used in the Rules shall be the same as that in the Articles of Association of the Bank.	<del>This Rule is an appendix to the Articles of Association of the Bank.</del> Unless otherwise specified, the meaning of the terms used in the Rules shall be the same as that in the Articles of Association of the Bank.	<p>Article 44 of the Code of Corporate Governance for Listed Companies (2018 Revision)</p> <p>The procedures for the election of supervisors, the formulation of the rules of procedures of the board of supervisors and the meetings of the board of supervisors shall be carried out in accordance with the relevant provisions of the Code for directors and the board of directors.</p> <p>Article 29</p> <p>Listed companies shall formulate the rules of procedures of the board of directors, which shall be submitted to the shareholders' general meeting for approval and be included in the articles of association or as an appendix to the articles of association.</p>

---

## NOTICE OF THE 2020 FIRST EXTRAORDINARY GENERAL MEETING

---

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



中國光大銀行股份有限公司

### China Everbright Bank Company Limited

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

**(Stock code: 6818)**

## NOTICE OF THE 2020 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting for 2020 (“EGM”) of China Everbright Bank Company Limited (the “Company”) will be held at the conference room of 3rd Floor, Tower A, China Everbright Center, No. 25 Taipingqiao Avenue, Xicheng District, Beijing, PRC on Thursday, 26 March 2020 at 14:30 p.m. to consider and, if thought fit, to pass the following resolutions:

### ORDINARY RESOLUTIONS

1. The resolution on the election of Mr. Li Yinquan as an independent non-executive director of the eighth session of the Board of Directors of China Everbright Bank Company Limited
2. The resolution on the adjustment to the remuneration standard of independent non-executive directors of China Everbright Bank Company Limited
3. The resolution on the adjustment to the remuneration standard of external supervisors of China Everbright Bank Company Limited

### SPECIAL RESOLUTION

1. The resolution on the amendments to the Articles of Association and the Rules of Procedures of the General Meeting, the Board of Directors and the Board of Supervisors of China Everbright Bank Company Limited:
  - 1.1 Amendments to the Articles of Association of China Everbright Bank Company Limited
  - 1.2 Amendments to the Rules of Procedures of the General Meeting of China Everbright Bank Company Limited
  - 1.3 Amendments to the Rules of Procedures of the Board of Directors of China Everbright Bank Company Limited

---

## NOTICE OF THE 2020 FIRST EXTRAORDINARY GENERAL MEETING

---

1.4 Amendments to the Rules of Procedures of the Board of Supervisors of China Everbright Bank Company Limited

Items 1.1 to 1.4 above shall be voted on item by item.

On Behalf of the Board  
**China Everbright Bank Company Limited**  
**LI Xiaopeng**  
Chairman

Beijing, the PRC  
10 February 2020

*As at the date of this notice, the Executive Director of the Company is Mr. Lu Hong; the Non-executive Directors are Mr. Li Xiaopeng, Mr. Cai Yunge, Mr. Wang Xiaolin, Mr. Shi Yongyan, Mr. Dou Hongquan, Mr. He Haibin, Mr. Liu Chong and Ms. Yu Chunling; and the Independent Non-executive Directors are Ms. Fok Oi Ling Catherine, Mr. Xu Hongcai, Mr. Feng Lun, Mr. Wang Liguo, Mr. Shao Ruiqing and Mr. Hong Yongmiao.*

Notes:

- (1) For further details on each of the proposed resolutions, please refer to the circular of the Company dispatched to shareholders on Monday, 10 February 2020.
- (2) **Closure of register of members and eligibility for attending the EGM**

Holders of H shares of the Company (“**H Shares**”) are advised that the register of members will be closed from Tuesday, 25 February 2020 to Thursday, 26 March 2020 (both days inclusive). Holders of H Shares whose names appear on the register of members of the Company maintained in Hong Kong on Thursday, 26 March 2020 are entitled to attend the EGM.

Holders of H Shares who wish to attend the EGM but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Monday, 24 February 2020.

- (3) **Proxy**

Shareholders entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in their stead. A proxy need not be a shareholder of the Company.

The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorised in writing. If the shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorised attorney(s). If the proxy form is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorisation documents must be notarised.

To be valid, the proxy form together with the power of attorney or other authorisation document (if any) must be lodged at the H Share registrar of the Company by hand or by post not less than 24 hours before the time fixed for holding the EGM (i.e. not later than 14:30 p.m. on Wednesday, 25 March 2020) or any adjournment thereof (as the case may be) by holders of H Shares. The H Share registrar of the Company is Computershare Hong Kong Investor Services



---

## NOTICE OF THE 2020 FIRST EXTRAORDINARY GENERAL MEETING

---

Limited, whose address is at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the EGM if he so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked.

**(4) Reply Slip**

Shareholders who intend to attend the EGM in person or by proxy should return the reply slip by hand or by fax or post to the Company's Board of Directors' Office or Computershare Hong Kong Investor Services Limited on or before Friday, 6 March 2020. The Company's Board of Directors' Office is located at Room 1015, Tower A, China Everbright Center, No. 25 Taipingqiao Avenue, Xicheng District, Beijing, PRC (Tel: (86 10) 6363 6388, Fax: (86 10) 6363 6713). The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Tel: (852) 2862 8555, Fax: (852) 2865 0990).

**(5)** The above resolutions will be voted by way of poll.

**(6) Other issues**

Shareholders (in person or by proxy) attending the EGM are responsible for their own expenses. Shareholders or their proxies attending the EGM shall produce their identification documents.

Registration for admission to the EGM will take place from 9:00 a.m. to 11:30 a.m. and 1:30 p.m. to 5:00 p.m. on Thursday, 19 March 2020 at the Company's Board of Directors' Office. Shareholders (in person or by proxy) attending the EGM who have not registered for admission to the EGM during the aforementioned periods in this paragraph shall register for admission at the venue of the EGM on the date of the EGM and produce their identification documents.

**(7)** References to dates and time in this notice are to Hong Kong dates and time.