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Harbin Bank Co., Ltd.

哈爾濱銀行股份有限公司*

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

(Stock Code: 6138)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board hereby announces that a resolution in relation to the proposed amendments to the Articles of Association of the Bank has been passed at a meeting of the Board held on 31 March 2022. The Proposed Amendments are subject to the approval by the Shareholders at the General Meeting of the Bank by way of a special resolution, as well as the approval by the banking and insurance regulatory authority of the State Council.

A circular of the Bank containing detailed information of the Proposed Amendments will be dispatched to the Shareholders in due course.

The board of directors (the “**Board**”) of Harbin Bank Co., Ltd. (the “**Bank**”) hereby announces that, in accordance with *the Notice of the CBIRC on the Issue of Corporate Governance Code of Banking and Insurance Institutions* (《中國銀保監會關於印發銀行保險機構公司治理準則的通知》), *the Notice of the CBIRC on the Issue of Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial)* (《中國銀保監會關於印發銀行保險機構大股東行為監管辦法(試行)的通知》), *the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions* (《銀行保險機構關聯交易管理辦法》), *the Measures on Assessment of the Performance of Duties of Directors and Supervisors of Banking and Insurance Institutions (Trial)* (《銀行保險機構董事監事履職評價辦法(試行)》) as well as other related requirements and regulatory requirements, the Bank proposed to make relevant amendments to the articles of association of the Company (the “**Articles of Association**”) currently in effect (the “**Proposed Amendments**”).

The Proposed Amendments have been approved at a meeting of the Board held on 31 March 2022, details of which are set out in the appendix.

The Proposed Amendments are subject to the approval by the shareholders of the Bank (the “**Shareholders**”) at the general meeting of the Bank (the “**General Meeting**”) by way of a special resolution, as well as the approval by the banking and insurance regulatory authority of the State Council.

The Board also proposes to the General Meeting to authorize the Board and the senior management authorised by the Board to make relevant adjustments and revisions to the Articles of Association in accordance with the requirements and opinions of the relevant government departments and regulatory authorities (including but not limited to adjustments and revisions to characters, chapters and articles).

A circular of the Bank containing detailed information of the Proposed Amendments will be dispatched to the Shareholders in due course.

By order of the Board of Directors
Harbin Bank Co., Ltd.
Deng Xinquan
Chairman

Harbin, the PRC, 31 March 2022

As at the date of this announcement, the Board of the Bank comprises Deng Xinquan as executive director; Zhao Hongbo, Zhang Xianjun, Yu Hong and Lang Shufeng as non-executive directors; and Sun Yan, Zhang Zheng, Hou Bojian and Jin Qinglu as independent non-executive directors.

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

**APPENDIX DETAILS OF THE PROPOSED AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before the Amendment	After the Amendment
<p>Article 1 Harbin Bank Co., Ltd. (hereinafter referred to as the “Company”) is a joint-stock limited liability company established in accordance with the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as the “<i>Company Law</i>”) and other relevant laws and administrative regulations of the PRC.</p>	<p>Article 1 Harbin Bank Co., Ltd. (hereinafter referred to as the “Company”) is a joint-stock limited liability company established in accordance with the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as the “<i>Company Law</i>”) and other relevant laws and administrative regulations of the PRC.</p>
<p>Article 6 The domicile of the Company: No. 160 Shangzhi Street, Daoli District, Harbin City; postal code: 150010; Tel: (86) 0451-86779933; Fax number: (86)0451-86779829.</p>	<p>Article 6 The domicile of the Company: No. 160 Shangzhi Street No. 888 Shangjiang Street, Daoli District, Harbin City; postal code: 150010; Tel: (86) 0451-86779933; Fax number: (86)0451-86779829.</p>
<p>Article 11 The Articles of Association shall be binding upon the Company, its shareholders, directors, supervisors, president and other senior management personnel, all of whom are entitled to claim their rights in relation to the Company’s affairs in accordance with the Articles of Association.</p> <p>.....</p>	<p>Article 11 The Articles of Association shall be binding upon the Company, its shareholders, directors, supervisors, president and other senior management personnel, all of whom are entitled to claim their rights in relation to the Company’s affairs in accordance with the Articles of Association.</p> <p>.....</p>
<p>(New Section)</p>	<p><u>Article 13 The governing subjects such as shareholders, directors, supervisors and senior management personnel, or relevant personnel of the Company shall not obstruct the normal operation of the corporate governance mechanism by such means as interfering in the normal convening of shareholders’ general meetings, board meetings or supervisor meetings, or impair the Company’s interests.</u></p>

Before the Amendment	After the Amendment
(New Section)	<u>Article 18</u> When proposing decisions on wages, welfares, safety and labor protection and labor insurance, non-reappointment (or dismissal) of the employees of the Company and other issues involving the vital interests of employees, the Company should listen to the views of the labor union in advance.
<p>Article 30 The Company may, based on its demands of operation and business development and in accordance with the relevant laws and regulations and subject to the resolutions approved by the general meeting as well as approval by the banking and insurance regulatory authority of the State Council, approve an increase of capital in the following ways:</p> <p>.....</p>	<p><u>Article 32</u> Article 30 The Company may, based on its demands of operation and business development and in accordance with the laws, regulations or <u>listing rules of the stock exchanges on which the Company's shares are listed</u> and subject to the resolutions approved by the general meeting as well as approval by the banking and insurance regulatory authority of the State Council, approve an increase of capital in the following ways:</p> <p>.....</p>
<p>Article 31 In accordance with the provisions of the Articles of Association, the Company may reduce its registered capital. The Company's reduction of its registered capital shall be approved by the banking and insurance regulatory authority of the State Council and shall follow procedures set out in the <i>Company Law</i>, the <i>Commercial Banking Law</i> and the Articles of Association and other relevant regulations.</p>	<p><u>Article 33</u> Article 31 In accordance with the provisions of the Articles of Association, the Company may reduce its registered capital. The Company's reduction of its registered capital shall be approved by the banking and insurance regulatory authority of the State Council and shall follow procedures set out in the <i>Company Law</i>, the <i>Commercial Banking Law</i>, <u>the listing rules of the stock exchanges on which the Company's shares are listed</u>, the Articles of Association and other relevant regulations.</p>

Before the Amendment	After the Amendment
<p>Article 39 Foreign shares listed overseas (H shares) listed on the Hong Kong Stock Exchange which was fully paid can be transferred freely pursuant to the Articles of Association. However, unless the transfer complies with the following conditions, the Board may refuse to recognise any transfer documents without stating any reasons therefor:</p> <p>(1) any transfer documents and other documents relating to or affecting the title to any shares shall be registered and the fee levied pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited shall be paid to the Company;</p> <p>.....</p>	<p>Article 41 Article 39 Foreign shares listed overseas (H shares) listed on the Hong Kong Stock Exchange which was fully paid can be transferred freely pursuant to the Articles of Association. However, unless the transfer complies with the following conditions, the Board may refuse to recognise any transfer documents without stating any reasons therefor:</p> <p>(1) any transfer documents and other documents relating to or affecting the title to any shares shall be registered and the fee levied pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited <u>the Listing Rules of the Hong Kong Stock Exchange</u> shall be paid to the Company</p> <p>.....</p>
<p>Article 42 The total capital of the Company held by the transferee and related parties in the share transfer of the Company shall not exceed the maximum statutory limit stipulated by the banking and insurance regulatory authority of the State Council. Acquisition and change of stock rights of the Company shall be implemented in accordance with the banking and insurance regulatory authority of the State Council.</p>	<p>(Delete)</p>

Before the Amendment	After the Amendment
<p>Article 46 Shares of the Company shall be in registered form.</p> <p>The items specified on the share certificates of the Company shall, in addition to those provided in the <i>Company Law</i>, contain the following items required to be specified by the stock exchange(s) on which the shares of the Company are listed:</p> <p>.....</p> <p>If the share capital of the Company includes shares with no voting right, words of “no voting right” shall be added to the name of such shares. If the equity capital includes shares with different voting rights, words of “restricted voting right” or “limited voting right” shall be added to the name of each category of shares (except for shares with the most preferential voting rights).</p>	<p>Article 47 Article 46 Shares of the Company shall be in registered form.</p> <p>The items specified on the share certificates of the Company shall, in addition to those provided in the <i>Company Law</i>, contain the following items required to be specified by the stock exchange(s) on which the shares of the Company are listed:</p> <p>.....</p> <p>If the share capital of the Company includes shares with no voting right, words of “no voting right” shall be added to the name of such shares. If the equity capital includes shares with different voting rights, words of “restricted voting right” or “limited voting right” shall be added to the name of each category of shares (except for shares with the most preferential voting rights).</p>
<p>Article 49 The Company may, in accordance with the mutual understanding and agreements made between the securities regulatory authority of the State Council and overseas securities regulatory authorities, maintain its register of shareholders of overseas-listed foreign shares outside the PRC and appoint overseas agent(s) to manage such register. The original register of holders of H shares shall be maintained in Hong Kong.</p> <p>The Company shall maintain a duplicate of the register of holders of overseas listed foreign shares at the Company’s domicile; the appointed overseas agent(s) shall ensure the consistency between the original and the duplicate of the register of holders of overseas-listed foreign shares at all times.</p> <p>If there is any inconsistency between the original and the duplicate of the register of holders of foreign shares listed overseas, the original shall prevail.</p>	<p>Article 50 Article 49 The Company may, in accordance with the mutual understanding and agreements made between the securities regulatory authority of the State Council and overseas securities regulatory authorities, maintain its register of shareholders of overseas-listed foreign shares outside the PRC <u>for shareholders’ inspection</u> and appoint overseas agent(s) to manage such register. The original register of holders of H shares shall be maintained in Hong Kong. The Company shall maintain a duplicate of the register of holders of overseas listed foreign shares at the Company’s domicile; the appointed overseas agent(s) shall ensure the consistency between the original and the duplicate of the register of holders of overseas-listed foreign shares at all times.</p> <p>If there is any inconsistency between the original and the duplicate of the register of holders of foreign shares listed overseas, the original shall prevail.</p>

Before the Amendment	After the Amendment
<p>Article 52 If the relevant laws, administrative regulations, department rules and the listing rules of the stock exchange where the Company’s shares are listed stipulate that registration of change in the H share register of members due to shares transfer prior to the date of a general meeting or the record date set by the Company for the purpose of distribution of dividends shall not be allowed, such provisions shall prevail.</p>	<p>Article 53 Article 52 If the relevant laws, administrative regulations, department rules and the listing rules of the stock exchange where the Company’s shares are listed stipulate that registration of change in the H share register of members due to shares transfer prior to the date of a general meeting or the record date set by the Company for the purpose of distribution of dividends shall not be allowed, such provisions shall prevail. <u>The aforesaid period when registration of change of the register of shareholders is suspended shall not amount to over 30 days within a year, but another 30 days may be extended upon approval by the shareholders’ general meeting through deliberation. Upon receipt of an application for inquiry of the register of shareholders during the aforesaid period, the Company shall issue the certificate signed by the secretary of the Company to the applicant to specify the approval authority and duration of the abovementioned suspension.</u></p>
<p>Article 55 Any shareholder who is registered in, or any person who requests to have his name registered in, the register of shareholders may, if his share certificates (the “original certificates”) are lost, stolen or ruined, apply to the Company for a replacement share certificate in respect of such shares (the “relevant shares”).</p> <p>.....</p>	<p>Article 56 Article 55 Any shareholder who is registered in, or any person who requests to have his name registered in, the register of shareholders may, if his share certificates (the “original certificates”) are lost, stolen or ruined; apply to the Company for a replacement share certificate in respect of such shares (the “relevant shares”).</p> <p>.....</p>

Before the Amendment	After the Amendment
Chapter XIII Party Organization (Party Committee)	Chapter V Chapter XIII Party Organization (Party Committee)
<p>Article 306 The Committee of the Communist Party of Harbin Bank Co., Ltd. (hereinafter the “Party Committee”) shall be established and the commission for discipline inspection of the Communist Party of Harbin Bank Co., Ltd. (hereinafter the “Discipline Inspection Committee”) shall be established within the Bank. The Party Committee shall consist of one secretary and the number of deputy secretaries as well as other members of the Party Committee shall be established according to the approval by higher-level Party organizations. One secretary to the Discipline Inspection Committee shall be established, and the number of deputy secretaries and other members of the Discipline Inspection Committee shall be established according to the approval by higher-level Party organizations. The secretary to the Party Committee and the chairman of the Board of Directors of the Bank shall be the same person, and a member of the Party Committee shall be designated to assist the secretary to the Party Committee in carrying out Party-building work. By insisting on and improving the leadership mechanism of “Dual Entry and Cross Appointment”, eligible members of the Party Committee can become members of the Board of Directors, the Board of Supervisors and the senior management through legal procedures, while eligible members of the Board of Directors, the Board of Supervisors and the senior management can also join the Party Committee in accordance with relevant rules and procedures.</p>	<p>Article 59 Article 306 The Committee of the Communist Party of Harbin Bank Co., Ltd. (hereinafter the “Party Committee”) shall be established and the commission for discipline inspection of the Communist Party of Harbin Bank Co., Ltd. (hereinafter the “Discipline Inspection Committee”) shall be established within the Bank. The Party Committee shall consist of one secretary and the number of deputy secretaries as well as other members of the Party Committee shall be established according to the approval by higher-level Party organizations. One secretary to the Discipline Inspection Committee shall be established, and the number of deputy secretaries and other members of the Discipline Inspection Committee shall be established according to the approval by higher-level Party organizations. The secretary to the Party Committee and the chairman of the Board of Directors of the Bank shall be the same person, and a deputy secretary or a member of the Party Committee may be designated to assist the secretary to the Party Committee in carrying out Party-building work. The deputy secretary is generally assumed by the president who is a Party member. By insisting on and improving the leadership mechanism of “Dual Entry and Cross Appointment”, eligible members of the Party Committee can become members of the Board of Directors, the Board of Supervisors and the senior management through legal procedures, while eligible members of the Board of Directors, the Board of Supervisors and the senior management can also join the Party Committee in accordance with relevant rules and procedures.</p>

Before the Amendment	After the Amendment
<p>Article 308 Significant operation and management matters of the Company shall be decided by the Board of Directors or senior management after study and discussion of the Party Committee; members of the Party committee who also serve as members of the Board of Directors and senior management shall implement the opinions or decisions of the Party organization. Matters that are subject to the study and discussion of the Party committee mainly include:</p> <p>(1) thorough implementation of the decisions and deployments of the Party Central Committee and important measures of national development strategies;</p> <p>(2) the development strategies, medium and long term development plans and important reform proposals of the Company;</p> <p>(3) the establishment of and adjustment to the Company’s organizational structure and the formulation and amendment of the Company’s important rules and systems;</p> <p>(4) important matters regarding the Company’s safe production, maintenance of stability, interests of employees and social responsibilities;</p> <p>.....</p>	<p>Article 61 Article 308 Significant operation and management matters of the Company shall be decided by the Board of Directors or senior management after study and discussion of the Party Committee; members of the Party committee who also serve as members of the Board of Directors and senior management shall implement the opinions or decisions of the Party organization. Matters that are subject to the study and discussion of the Party committee mainly include:</p> <p>(1) thorough implementation of the decisions and deployments of the Party Central Committee and important measures of national development strategies;</p> <p>(2) the development strategies, medium and long term development plans and important reform proposals of the Company;</p> <p>(3) the establishment of and adjustment to the Company’s organizational structure and the formulation and amendment of the Company’s important rules and systems;</p> <p>(4) important matters regarding the Company’s safe production, maintenance of stability, interests of employees and social responsibilities;</p> <p>.....</p>

Before the Amendment	After the Amendment
<p>Article 309 The Party Committee shall fully undertake the responsibility to strengthen Party self-discipline and governance, adhere to govern the Party with strict discipline, build the Party with thoughts and regulate the Party with systems, strength the ideology of regulating the Party, build and improve the accountability system in Party construction, focus on Party building to achieve a responsible and accountable end; the Party committee shall strengthen the building of grassroots Party organization and Party member team, enhance the guarantee basis of grassroots Party building, and fully implement the role of grassroots Party organization as militant bastions and to the role of Party members as vanguard and exemplary.</p>	<p><u>Article 62</u> Article 309 The Party Committee shall focus on the political direction, leading team, basic system, major decisions and Party building, fully undertake the responsibility to strengthen Party self-discipline and governance, adhere to govern the Party with strict discipline, build the Party with thoughts and regulate the Party with systems, strength the ideology of regulating the Party, build and improve the accountability system in Party construction, focus on Party building to achieve a responsible and accountable end; the Party committee shall strengthen the building of grassroots Party organization and Party member team, enhance the guarantee basis of grassroots Party building, and fully implement the role of grassroots Party organization as militant bastions and to the role of Party members as vanguard and exemplary.</p>
<p>Article 311 The Party Committee shall support the Company to abide by laws and regulations of the State, supervision and management system of banking and insurance regulatory authority of the State Council, support and promote the lawful operation of the Company.</p>	<p><u>Article 64</u> Article 311 The Party Committee shall abide by the Articles of Association and safeguard the interests of investors, customers, the Company and employee’s legitimate rights and interests.</p> <p><u>The Company shall constantly improve the democratic management system in the basic form of the staff representatives assembly under the leadership of the Party Committee, and listen to employees’ opinions when making major decisions. Major issues concerning immediate interests of the employees must be deliberated by the staff representatives assembly to guarantee that staff representatives can participate in the corporate governance in a legal and orderly manner.</u></p>

Before the Amendment	After the Amendment
<p>Article 59 The ordinary shareholders of the Company shall be entitled to the following rights:</p> <p>(1) the right to receive dividends and benefit distributions in other forms in proportion to the number of shares held;</p> <p>(2) the right to attend or entrust proxy to attend general meetings and to exercise the corresponding voting right thereat;</p> <p>(3) the right to supervise and manage the business activities of the Company and to put forward proposals and raise inquiries;</p> <p>(4) the right to transfer shares held by them in accordance with the laws, administrative regulations, rules, the relevant requirements of the securities regulatory authority in the place of listing of the shares of the Company and the provisions of the Articles of Association;</p> <p>(5) The right to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <p>.....</p> <p>(6) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of shares held;</p>	<p>Article 66 Article 59 The ordinary shareholders of the Company shall be entitled to the following rights:</p> <p>(1) the right to receive dividends and benefit distributions in other forms in proportion to the number of shares held;</p> <p>(2) the right to <u>request, convene, preside over</u>, attend or entrust proxy to attend general meetings <u>in accordance with the law</u> and to <u>deliver speeches</u> and exercise the corresponding voting right thereat;</p> <p>(3) the right to supervise and manage the business activities of the Company and to put forward proposals and raise inquiries;</p> <p>(4) the right to transfer, <u>bestow or pledge</u> shares <u>held by them</u> in accordance with the laws, administrative regulations, rules, the relevant requirements of the securities regulatory authority in the place of listing of the shares of the Company and the provisions of the Articles of Association;</p> <p>(5) The right to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <p>.....</p> <p>(6) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of shares held;</p>

Before the Amendment	After the Amendment
<p>(7) with respect to shareholders who vote against any resolution on the merger or division of the Company proposed at the a general meeting, the right to demand the Company to repurchase the shares held by them; and</p> <p>(8) other rights conferred by laws, administrative regulations, department rules and the Articles of Association.</p> <p>The Company shall not exercise any right against any person who fails to disclose any of his direct or indirect interest in the Company for the purpose of freezing or otherwise damaging the interest of such person as attached to shares.</p>	<p>(7) with respect to shareholders who vote against any resolution on the merger or division of the Company proposed at the general meeting, the right to demand the Company to repurchase the shares held by them; and</p> <p><u>(8) The right to maintain their legitimate rights and interests through civil proceedings or other legal means in accordance with laws and regulations, and report relevant situations to the regulatory authority; and</u></p> <p>(9) (8) other rights conferred by laws, administrative regulations, department rules and the Articles of Association.</p> <p>The Company shall not exercise any right against any person who fails to disclose any of his direct or indirect interest in the Company for the purpose of freezing or otherwise damaging the interest of such person as attached to shares.</p>
<p>Article 63 If Board members and senior management personnel violate laws, administrative regulations or stipulations of the Articles of Association when performing duties of the Company and thereby cause damage to the Company, shareholders who independently or jointly hold one percent (1%) or more of the shares of the Company for more than one hundred and eighty (180) days are entitled to apply in writing to the Board of Supervisors to file a suit to the People’s Court; if the Board of Supervisors violates laws, administrative regulations or stipulations of the Articles of Association when performing duties of the Company thereby causing damage to the Company, shareholders are entitled to apply in writing to the Board of Directors to file a suit to the People’s Court.</p> <p>.....</p>	<p>Article 70 Article 63 If Board members and senior management personnel violate laws, administrative regulations or stipulations of the Articles of Association when performing duties of the Company and thereby cause damage to the Company, shareholders who independently or jointly hold one percent (1%) or more of the shares of the Company for more than one hundred and eighty (180) days are entitled to apply in writing to the Board of Supervisors to file a suit to the People’s Court; if the Board of Supervisors violates laws, administrative regulations or stipulations of the Articles of Association when performing duties of the Company thereby causing damage to the Company, the <u>abovementioned</u> shareholders are entitled to apply in writing to the Board of Directors to file a suit to the People’s Court.</p> <p>.....</p>

Before the Amendment	After the Amendment
<p>Article 65 Shareholders of the Company shall perform the following obligations:</p> <p>(1) to abide by laws, administrative regulations, regulatory authorities and the provisions under the Articles of Association;</p> <p>(2) to pay share capital according to the number of shares subscribed and the method of subscription;</p> <p>(3) not to withdraw the shares unless required by the laws and regulations;</p> <p>(4) not to abuse their shareholders' rights to harm the interests of the Company or other shareholders; and not to abuse the independent legal person status of the Company and the limited liability of shareholders to harm the interests of any creditor of the Company;</p> <p>(5) shareholders of the Company who abuse their shareholder's rights and thereby cause loss on the Company or other shareholders shall be liable for indemnity according to the law;</p> <p>(6) where shareholders of the Company abuse the Company's position as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly liable for the debts owed by the Company;</p>	<p>Article 72 Article 65 Shareholders of the Company shall perform the following obligations:</p> <p>(1) to abide by laws, administrative regulations, regulatory authorities and the provisions under the Articles of Association;</p> <p>(2) to pay share capital according to the number of shares subscribed and the method of subscription;</p> <p>(3) not to withdraw the shares unless required by the laws and regulations;</p> <p>(4) not to abuse their shareholders' rights to harm the interests of the Company or other shareholders; and not to abuse the independent legal person status of the Company and the limited liability of shareholders to harm the interests of any creditor of the Company;</p> <p>(5) shareholders of the Company who abuse their shareholder's rights and thereby cause loss on the Company or other shareholders shall be liable for indemnity according to the law;</p>

Before the Amendment	After the Amendment
<p>(7) the Company, in strict accordance with relevant regulations of the <i>Core Indicators for the Risk Regulation of Commercial Banks, Guidance for the Stress Test of Commercial Banks and Measures on Liquidity Risk Management of Commercial Bank</i> formulated by the banking and insurance regulatory authority of the State Council, defines and determines the state of “liquidity problem” of the Company and carries out the stress test. When liquidity problem of the Company may occur, shareholders who bear loans to the Company shall repay the due or undue loans immediately;</p>	<p>(7) (4) the Company, in strict accordance with relevant regulations of the <i>Core Indicators for the Risk Regulation of Commercial Banks (Trial), Guidance for the Stress Test of Commercial Banks and Measures on Liquidity Risk Management of Commercial Bank</i> formulated by the banking and insurance regulatory authority of the State Council, defines and determines the state of “liquidity problem” of the Company and carries out the stress test. When liquidity problem of the Company may occur, shareholders who bear loans to the Company shall repay the due or undue loans immediately; <u>when the capital adequacy ratio of the Company is lower than the mandatory standard and the supervision requirement of the banking and insurance regulatory authority of the State Council, shareholders shall support measures put forward by the Board of Director to improve the capital adequacy ratio;</u></p> <p>(6) (5) where shareholders of the Company abuse the Company’s position as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly liable for the debts owed by the Company;</p> <p>(7) the Company, in strict accordance with relevant regulations of the <i>Core Indicators for the Risk Regulation of Commercial Banks, Guidance for the Stress Test of Commercial Banks and Measures on Liquidity Risk Management of Commercial Bank</i> formulated by the banking and insurance regulatory authority of the State Council, defines and determines the state of “liquidity problem” of the Company and carries out the stress test. When liquidity problem of the Company may occur, shareholders who bear loans to the Company shall repay the due or undue loans immediately;</p>

Before the Amendment	After the Amendment
<p>(8) shareholders shall safeguard interests of the Company. Conditions for credit extension to the shareholders by the company shall not be superior to those for other money lenders of the same kind. If shareholders make use of its status as a shareholder to maliciously hinder the legal business activities of the Company or impair interests of the Company, the Company shall be entitled to file a suit to the People’s Court to stop such unlawful acts;</p> <p>(9) when the capital adequacy ratio of the Company is lower than the mandatory standard and the supervision requirement of the banking and insurance regulatory authority of the State Council, shareholders shall support measures put forward by the Board of Director to improve the capital adequacy ratio;</p> <p>(10) the relationships between a shareholder and its controlling shareholder, actual controller, related parties, person acting in concert, ultimate beneficiary and other parties shall be clear and transparent; and that of the shareholding ratio of a shareholder and its related party and person acting in concert shall be calculated on a consolidated basis;</p>	<p>(8) (6) shareholders shall safeguard interests of the Company. Conditions for credit extension to the shareholders by the company shall not be superior to those for other money lenders of the same kind. If shareholders make use of its status as a shareholder to maliciously hinder the legal business activities of the Company or impair interests of the Company, the Company shall be entitled to file a suit to the People’s Court to stop such unlawful acts;</p> <p>(9) when the capital adequacy ratio of the Company is lower than the mandatory standard and the supervision requirement of the banking and insurance regulatory authority of the State Council, shareholders shall support measures put forward by the Board of Director to improve the capital adequacy ratio;</p> <p>(10) the relationships between a shareholder and its controlling shareholder, actual controller, related parties, person acting in concert, ultimate beneficiary and other parties shall be clear and transparent; and that of the shareholding ratio of a shareholder and its related party and person acting in concert shall be calculated on a consolidated basis;</p>

Before the Amendment	After the Amendment
<p>(11) shareholders shall lawfully fulfil the fiduciary duty to the Company, and shall ensure the truthfulness, completeness and validity of the submitted information on shareholder qualification; shareholders shall report to the Board of Directors timely, truly and completely the situations of connected enterprises, the connected relationship with other shareholders, situations of other commercial banks which they hold shares and situations of its related transaction with the Company and other information, and shall timely report to the Board of Directors in case of any changes in the aforesaid information. Material changes in matters such as the legal representatives, name of the Company, registered address and related parties by the legal person shareholder shall be reported to the Board of Director of the Company timely; shareholders who fail to apply to the regulatory authority for approval or fail to report to the regulatory authority, despite being required to do so, are not permitted to exercise the right to request convening of a general meeting of shareholders, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.;</p> <p>(12) shareholders shall comply with laws and regulations and relevant provisions issued by the banking and insurance regulatory authority of the State Council in respect of related party transactions, and shall not be allowed to conduct inappropriate related party transactions with the Company, or exert its influence on the operation and management of the Company to gain illegitimate benefits;</p>	<p>(11) (7) shareholders shall lawfully fulfil the fiduciary duty to the Company, and shall ensure the truthfulness, completeness and validity of the submitted information on shareholder qualification; shareholders shall report to the Board of Directors the Company timely, truly and completely the situations of connected enterprises, the connected relationship with other shareholders, situations of other commercial banks which they hold shares <u>financial information, shareholding structure, source of contributed funds, controlling shareholder, actual controller, related parties, person acting in concert, ultimate beneficiary, investment in other financial institutions</u>, and situations of its related transaction with the Company and other information, and shall timely report to the Board of Directors in case of any changes in the aforesaid information. Material changes in matters such as the legal representatives, name of the Company, registered address and related parties by the legal person shareholder shall be reported to the Board of Director of the Company timely; shareholders who fail to apply to the regulatory authority for approval or fail to report to the regulatory authority, despite being required to do so, are not permitted to exercise the right to request convening of a general meeting of shareholders, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.; <u>shareholders shall promptly notify the Company of any changes in writing in accordance with laws, regulations and regulatory requirements;</u></p>

Before the Amendment	After the Amendment
<p>(13) for a shareholder that makes any false statement, abuses shareholders' rights or otherwise damages the interests of the Company, the banking and insurance regulatory authority of the State Council may restrict or prohibit related party transactions between the Company and the shareholder, restrict the limit of equity held in the Company, and equity pledge ratio, etc., and restrict its right to request convening of a general meeting of shareholders, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.;</p> <p>(14) the shareholders shall fulfill the obligation of capital contribution in strict accordance with the laws and regulations and the provisions issued by the banking and insurance regulatory authority of the State Council; shall not entrust or be entrusted by others to hold the Company's equity. Shareholders shall subscribe shares of the Company with their own funds and ensure the funds are obtained from legal sources, and shall not subscribe shares with entrusted funds, debt funds and other funds not owned by themselves, unless otherwise provided by laws and regulations;</p> <p>(15) if the Company is subject to risk disposal, takeover or other measures taken by the banking and insurance regulatory authority of the State Council or its dispatched offices due to the occurrence of a major risk event or major violation of laws or regulations, shareholders shall actively cooperate with the banking and insurance regulatory authority of the State Council or its dispatched offices to conduct risk disposal or other work;</p>	<p><u>(8) shareholders shall forthwith notify the Company of relevant situations in writing in accordance with laws, regulations and regulatory requirements where they are merged, divided, ordered to suspend business for rectification, have custodians appointed, taken over, revoked or have other measures imposed, or enter into dissolution, bankruptcy or liquidation procedures, or have material changes in the legal representative, name of the Company, premises, business scope and other important matters; shareholders who fail to apply to the regulatory authority for approval or fail to report to the regulatory authority, despite being required to do so, are not permitted to exercise the right to request convening of a general meeting of shareholders, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.;</u></p> <p><u>(9) shareholders shall abide by laws, regulations and regulatory requirements, and shall not impair the interests of other shareholders and the Company when they transfer or pledge their shares of the Company, or have related party transactions with the Company; shareholders shall forthwith notify the Company of relevant situations in writing in accordance with laws, regulations and regulatory requirements where their shares of the Company are involved in litigations, arbitrations or legal compulsory measures by judicial organs, pledged or the pledge is released;</u></p>

Before the Amendment	After the Amendment
<p>(16) other obligations imposed by laws, administrative regulations and the Articles of Association.</p> <p>Shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.</p>	<p><u>(10) shareholders and their controlling shareholders and actual controllers shall not abuse shareholders’ rights or make use of their connected relationship to impair the legitimate interests of the Company, other shareholders and stakeholders, interfere with the decision making power and the rights of management enjoyed by the Board of Directors and the senior management pursuant to the Articles of Association, bypass the Board of Directors and senior management to interfere directly with the operation and management of the Company; shareholders of the Company who abuse their shareholder’s rights and thereby cause losses on the Company or other shareholders shall be liable for indemnity according to the law; should shareholders fail to do so, the Company will take relevant measures to maintain its rights and interests, and report relevant situations to the banking and insurance regulatory authority of the State Council;</u></p> <p><u>(11)</u> (12) shareholders shall comply with laws and regulations and relevant provisions issued by the banking and insurance regulatory authority of the State Council in respect of related party transactions, and shall not be allowed to conduct inappropriate related party transactions with the Company, or exert its influence on the operation and management of the Company to gain illegitimate benefits;</p> <p><u>(12)</u> (13) for a shareholder that makes any false statement, abuses shareholders’ rights or otherwise damages the interests of the Company, the banking and insurance regulatory authority of the State Council may restrict or prohibit related party transactions between the Company and the shareholder, restrict the limit of equity held in the Company, and equity pledge ratio, etc., and restrict its right to request convening of a general meeting of shareholders, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.;</p>

Before the Amendment	After the Amendment
	<p>(13) (14) the shareholders shall fulfill the obligation of capital contribution in strict accordance with the laws and regulations and the provisions issued by the banking and insurance regulatory authority of the State Council; <u>the relationships between a shareholder and its controlling shareholder, actual controller, related parties, person acting in concert, ultimate beneficiary and other parties shall be clear and transparent, the shareholding ratio shall be calculated on a consolidated basis, and the shareholding ratio and number of shareholding institutions shall comply with regulatory requirements;</u> shareholders shall not entrust or be entrusted by others to hold the Company's equity shares. <u>Shareholders shall fulfill the obligation of capital contribution in strict accordance with the laws and regulations and the provisions issued by the banking and insurance regulatory authority of the State Council,</u> and subscribe shares of the Company with their own funds and ensure the funds are obtained from legal sources, and shall not subscribe shares with entrusted funds, debt funds and other funds not owned by themselves, unless otherwise provided by laws, regulations <u>or regulatory requirements;</u></p> <p>(14) (15) if the Company is subject to risk disposal, takeover or other measures taken by the banking and insurance regulatory authority of the State Council or its dispatched offices due to the occurrence of a major risk event or major violation of laws or regulations, shareholders shall actively cooperate with the banking and insurance regulatory authority of the State Council or its dispatched offices to conduct <u>on-site inspection, investigation,</u> risk disposal or other work, <u>strictly implement relevant regulatory measures and requirements, proactively maintain the stable operation of the Company, and bear the shareholders' responsibilities and obligations in accordance with the law;</u></p>

Before the Amendment	After the Amendment
	<p><u>(15)</u> (16)—other obligations of shareholders imposed by laws, administrative regulations and the Articles of Association.</p> <p>Shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.</p>
<p>Article 66 Where a shareholder pledges his equity interests in the Company, he shall comply with the following provisions:</p> <p>.....</p> <p>(5) Where the number of shares of the Company pledged by a shareholder reaches or exceeds 50% of the shares held by such shareholder in the Company, its voting rights at the general meeting of shareholders and the voting rights of its dispatched directors at the meetings of the board of directors will be restricted.</p>	<p>Article 73 Article 66 Where a shareholder pledges his equity interests in the Company, he shall comply with the following provisions:</p> <p>.....</p> <p>(5) Where the number of shares of the Company pledged by a shareholder reaches or exceeds 50% of the shares held by such shareholder in the Company, its voting rights at the general meeting of shareholders and the voting rights of its dispatched/<u>nominated</u> directors at the meetings of the board of directors will be restricted.</p>

Before the Amendment	After the Amendment
<p>Article 67 The controlling shareholder and the actual controller shall not use their connected relationship to act in detriment to the interests of the Company. If they have violated this provision and caused damage to the Company, they shall bear the liability for such damages.</p> <p>.....</p>	<p><u>Article 74</u> Article 67 The controlling shareholder and the actual controller shall not use their connected relationship to act in detriment to the interests of the Company. If they have violated this provision and caused damage to the Company, they shall bear the liability for such damages.</p> <p><u>The controlling shareholders, the actual controllers and related parties of the Company shall not interfere with the normal appointment procedures of the senior management, or bypass the Board of Directors to directly appoint or dismiss the senior management.</u></p> <p>The controlling shareholder and the actual controller of the Company shall have fiduciary duties towards the Company and public shareholders of the company. The controlling shareholder shall exercise its rights as a contributor in strict compliance with the laws. The controlling shareholder shall not do harm to the legitimate interests of the Company and public shareholders of the company through means such as profit distribution, asset restructuring, overseas investment, possession of capital and lending guarantees and shall not make use of its controlling status against the interests of the Company and public shareholders of the company.</p> <p>.....</p>

Before the Amendment	After the Amendment
<p>Article 69 The term “controlling shareholder” referred to in the preceding Article means a person who satisfies any one of the following conditions:</p> <p>(1) a person who, acting alone or in concert with others, has the right to elect more than half of the Board members;</p> <p>(2) a person who, acting alone or in concert with others, has the right to exercise or to control the exercise of 30% or more of the voting rights in the Company;</p> <p>(3) a person who, acting alone or in concert with others, holds 30% or more of the issued and outstanding shares of the Company; and</p> <p>(4) a person who, acting alone or in concert with others, has real control of the Company in any other way.</p>	<p>(Delete)</p>
<p>(New Section)</p>	<p><u>Article 76 The Company supports the establishment of the communication and negotiation mechanism between shareholders, and encourages the proper communication and negotiation between shareholders on exercising rights.</u></p> <p><u>The Company shall establish a smooth and effective communication mechanism with shareholders, fairly treat all the shareholders, and guarantee the right of information, participation in decision-making and supervision of shareholders, especially medium and minor shareholders, concerning major issues of the Company.</u></p> <p><u>Large shareholders shall encourage and support all the shareholders, especially medium and minor shareholders, to carry out proper communication and negotiation on exercising shareholders’ rights, and coordinate and cooperate with medium and minor shareholders to exercise legitimate rights such as right of information or right of inquiry in accordance with the law.</u></p>

Before the Amendment	After the Amendment
Section II Major Shareholder	Section II Major Shareholder Management of Large Shareholders and Major Shareholders
<p>Article 70 Major shareholders of the Company are those who hold or control 5% or more of the shares or voting rights of the Company, or hold less than 5% of the total capital or total shares of the Company but have a significant impact on the operation and management of the Company.</p> <p>The aforementioned “significant impact” shall include, but is not limited to, dispatching directors, supervisors or senior management personnel to the Company, exerting an impact on the financial and operation management decision-making of the Company by way of agreement or through other means, and other circumstances as determined by banking and insurance regulatory of the State Council or its dispatched offices.</p>	<p>Article 77 Article 70 Major shareholders of the Company are those who hold or control 5% or more of the shares or voting rights of the Company, or hold less than 5% of the total capital or total shares of the Company but have a significant impact on the operation and management of the Company.</p> <p>The aforementioned “significant impact” shall include, but is not limited to, nominating or dispatching directors, supervisors or senior management personnel to the Company, exerting an impact on the financial and operation management decision-making of the Company by way of agreement or through other means, and other circumstances as determined by banking and insurance regulatory of the State Council or its dispatched offices.</p>

Before the Amendment	After the Amendment
(New Section)	<p><u>Article 79 Large shareholders of the Company refer to those who satisfy any of the following conditions:</u></p> <p>(1) holding 10% or more of the shares of the Company;</p> <p>(2) actually holding the most shares of the Company with the shareholding ratio no less than 5% (including shareholders with the same number of shares of the Company they hold);</p> <p>(3) nominating more than two directors;</p> <p>(4) having controlling influence on the operation and management of the Company in the opinion of the Board of Directors;</p> <p>(5) other circumstances recognized by the banking and insurance regulatory authority of the State Council.</p> <p><u>The shareholding ratio of a shareholder and its related party and person acting in concert shall be calculated on a consolidated basis. Relevant shareholders with the total shareholding ratio satisfying the above requirements will be under management as large shareholders.</u></p>
(New Section)	<p><u>Article 80 Large shareholders shall support the establishment of an independent and sound corporate governance structure with effective balance in the Company, and encourage the organic integration of the Party leadership and corporate governance.</u></p>

Before the Amendment	After the Amendment
(New Section)	<p><u>Article 81 Large shareholders shall fully understand the industry attributes, risk features and prudent operation rules of the banking industry, as well as the rights and obligations of large shareholders, proactively maintain the stable operation of the Company and stability of the financial market, protect consumers' rights and interests, support the Company to provide better service for the real economy, prevent and control financial risks.</u></p>
<p>Article 72 When major shareholders subscribe shares of the Company, they shall make a written commitment to comply with laws and regulations, regulatory requirements and the Articles of Association, and shall explain their purpose of subscribing shares of the Company. Major shareholders shall report the following information to the Company in a timely, accurate and complete manner:</p> <p>(1) Their own operating status, financial information and shareholding structure;</p> <p>(2) The sources of their funds used to subscribe shares of the Company;</p> <p>(3) Their controlling shareholders, actual controllers, related parties, persons acting in concert and ultimate beneficiaries and any changes therein;</p> <p>(4) Litigation preservation measures taken against, or enforcement carried out on, the shares of the Company held by them;</p> <p>(5) Any of their shares of the Company that is pledged or the pledge being released;</p> <p>(6) Any change in their names;</p> <p>(7) Any mergers and spin-offs;</p> <p>(8) They are ordered to suspend business for rectification, have had custodians appointed, were taken over or revoked or have other regulatory measures imposed, or enter into dissolution, bankruptcy or liquidation procedures;</p>	<p><u>Article 82</u> Article 72 When <u>large shareholders and</u> major shareholders subscribe shares of the Company, they shall make a written commitment to comply with laws and regulations, regulatory requirements and the Articles of Association, explain their purpose of subscribing shares of the Company <u>and proactively fulfill their commitments.</u> <u>Large shareholders</u> and major shareholders shall report the following information to the Company in a timely, <u>authenticate</u>, accurate and complete manner:</p> <p>(1) Their own operating status, financial information and shareholding structure;</p> <p>(2) The sources of their funds used to subscribe shares of the Company; <u>large shareholders shall also provide active cooperation in the examination of sources of funds by the banking and insurance regulatory authority of the State Council and the Company;</u></p> <p>(3) Their controlling shareholders, actual controllers, related parties, persons acting in concert and ultimate beneficiaries and any changes therein;</p> <p><u>(4) Information related to investments in other financial institutions;</u></p> <p><u>(5) (4) Litigation, arbitration or</u> preservation measures taken against, or <u>enforcement compulsory measures</u> carried out <u>by judicial organs</u> on, the shares of the Company held by them;</p>

Before the Amendment	After the Amendment
<p>(9) Any other circumstances that may affect changes in the qualifications of shareholders or cause changes in the shares of the Company held by them.</p>	<p>(6) (5) Any information of their shares of the Company that is pledged or the pledge being released;</p> <p>(7) (6) Any change in their names;</p> <p>(8) (7) Any mergers and spin-offs;</p> <p>(9) (8) They are ordered to suspend business for rectification, have had custodians appointed, were taken over or revoked or have other regulatory measures imposed, or enter into dissolution, bankruptcy or liquidation procedures;</p> <p>(10) Changes in the legal representative, name of company, premises, business scope and other materials changes;</p> <p>(11) (9) Any other circumstances that may affect changes in the qualifications of shareholders or cause changes in the shares of the Company held by them.</p>
<p>(New Section)</p>	<p><u>Article 83 Large shareholders of the Company shall strengthen the capital restriction, maintain moderate level of leverage, and make scientific layout on the investment in banking and insurance institutions, in order to guarantee that the investment behavior matches its capital scale, continuous capital contribution capability and operation and management level. The amount of investment in banking and insurance institutions shall comply with relevant regulatory requirements.</u></p>
<p>Article 73 Major shareholders shall make a long-term commitment of capital replenishment to the Company in written form, which shall be treated as a part of the capital planning of the Company; major shareholders shall supply additional capital to the Company when necessary, and shall make report on their capacity of capital replenishment annually through the Company to the banking and insurance regulatory authority of the State Council or its dispatched offices.</p>	<p>Article 84 Article 73 Large shareholders and major shareholders shall make a long-term commitment of capital replenishment to the Company in written form, which shall be treated as a part of the capital planning of the Company; major shareholders shall supply additional capital to the Company when necessary, and shall make report on their capacity of capital replenishment annually through the Company to the banking and insurance regulatory authority of the State Council or its dispatched offices.</p>

Before the Amendment	After the Amendment
<p>Article 74 A major shareholder shall state its shareholding structure level by level up to its actual controller and ultimate beneficiary, as well as its relationship as a related party or a person acting in concert with any other shareholder.</p> <p>A major shareholder shall disclose the information on its related parties to the Board of Directors in a complete, timely and accurate manner, and undertake to report any changes in such related relationship to the Board of Directors.</p>	<p><u>Article 85</u> Article 74 <u>Large shareholders and</u> A major shareholders shall state its shareholding structure level by level up to its actual controller and ultimate beneficiary, as well as its relationship as a related party or a person acting in concert with any other shareholder, <u>in order to guarantee that the equity relationship is authentic and transparent, and prohibit any illegal behavior such as hiding actual controllers, concealing connected relationship, holding equity on a commission basis and making agreements in private.</u></p> <p><u>Large shareholders and</u> A major shareholders shall disclose the information on its related parties to the Board of Directors in a complete, timely and accurate manner, and undertake to report any changes in such related relationship to the Board of Directors.</p>
<p>(New Section)</p>	<p><u>Article 86 Direct or indirect cross-shareholding between large shareholders and the Company is prohibited, unless otherwise stipulated by the State Council.</u></p> <p><u>Where large shareholders invest in institutions such as private equity, they shall disclose their corporate governance and voting policies of the Company to the ultimate beneficiary of the shares of the Company held by them and the Company, including relevant procedures for deciding upon the use of voting right.</u></p>

Before the Amendment	After the Amendment
<p>Article 75 Major shareholders shall not transfer any equity they hold within five years from the date of obtaining the equity of the Company.</p> <p>As to equity transfer as a result of risk disposal measures approved by the banking and insurance regulatory authority of the State Council or its dispatched offices, or ordered by the banking and insurance regulatory authority of the State Council or its dispatched offices, or involving judicial enforcement, or made between different entities controlled by the same investor, or under any other particular circumstance, the provisions of the preceding paragraph shall not apply.</p>	<p><u>Article 87 Article 75 Large shareholders and</u> major shareholders shall not transfer any equity they hold within five years from the date of obtaining the equity of the Company.</p> <p><u>Large shareholders shall focus on long-term investment and value investment rather than speculation or cashing; they shall maintain the relevant stability of the Company's equity structure, and shall not transfer the shares of the Company held by them actually or in any disguised form within the period when equity transfer is limited.</u></p> <p>As to equity transfer as a result of risk disposal measures approved by the banking and insurance regulatory authority of the State Council or its dispatched offices, or ordered by the banking and insurance regulatory authority of the State Council or its dispatched offices, or involving judicial enforcement, or made between different entities controlled by the same investor, or under any other particular circumstance, the provisions of the preceding paragraph shall not apply.</p>

Before the Amendment	After the Amendment
<p>Article 76 Shareholders, especially the major shareholders of the Company, shall exercise their rights and fulfill their obligations as capital contributors in strict accordance with laws, regulations, regulatory requirements and the Articles of Association, and shall not make improper gains, abuse shareholders' rights or utilize their influence to interfere with the decision making power and the rights of management enjoyed by the Board of Directors and the senior management pursuant to the Articles of Association, bypass the Board of Directors and senior management to interfere directly with or utilize their influence to interfere with the operation and management of the Company, conduct tunneling, or damage the legitimate rights and interests of any depositor, the Company or any other shareholder in any other forms.</p>	<p><u>Article 88</u> Article 76 Shareholders, especially the major shareholders of the Company, shall <u>Large shareholders, major shareholders and the controlling shareholders and actual controllers of the aforesaid entities shall properly exercise their shareholders' rights through corporate governance procedures, maintain the independent operation of the Company, fulfill shareholders' obligations stipulated in the Article 72 of the Articles of Association. Improper intervention or limitation on the Company is strictly prohibited unless otherwise stipulated by laws and regulations or recognized by CBIRC. Specific requirements are as follows:</u></p> <p>(1) exercise their rights and fulfill their obligations as capital contributors in strict accordance with laws, regulations, regulatory requirements and the Articles of Association, <u>participate in the corporate governance in a diligent, legal and effective manner;</u> and shall not make improper gains, abuse shareholders' rights or utilize their influence to interfere with the decision making power and the rights of management enjoyed by the Board of Directors and the senior management pursuant to the Articles of Association, bypass the Board of Directors and senior management to interfere directly with or utilize their influence to interfere with the operation and management of the Company, conduct tunneling, or damage the legitimate rights and interests of any depositor, the Company or any other shareholder in any other forms;</p>

Before the Amendment	After the Amendment
	<p><u>(2) support the formulation and implementation of the medium and long-term capital planning by the Company according to the Company's development strategy, business planning and risk status, promote the consistency between Company's capital demands and capital replenishment capability, and guarantee the Company's capital can continuously satisfy the regulatory requirements;</u></p> <p><u>(3) support the continuous capital replenishment via various channels by the Company, optimize the capital structure, and enhance the capability to serve the real economy and resist risks; should the Company fail to replenish the capital through other means than capital increase when ordered to do so by CBIRC and its dispatched offices, large shareholders shall fulfill the obligation of capital replenishment, and when they are not capable of capital replenishment or fail to participate in the capital increase, they shall not obstruct other shareholders or investors in capital increase with reasonable schemes;</u></p> <p><u>(4) not establish prior approval procedures of resolutions of the shareholders' general meetings and board meetings;</u></p> <p><u>(5) not intervene in the performance evaluation on the directors, supervisors and other staff of the Company;</u></p>

Before the Amendment	After the Amendment
	<p><u>(6) not interfere in the financial and accounting activities of the Company such as financial accounting, funds allocation, asset management and expense management;</u></p> <p><u>(7) not issue operation plans or orders to the Company;</u></p> <p><u>(8) not ask the Company to grant loans or provide guarantee in violation of requirements;</u></p> <p><u>(9) not impair the legitimate rights and interests of financial consumers, the Company and other shareholders by any other means, or intervene in the Company's independent operation by other means.</u></p>
(New Section)	<p><u>Article 89 Large shareholders shall prudently exercise the right to nominate the Company's directors, in order to guarantee the nominated candidate complies with relevant regulatory requirements. Large shareholders are encouraged to select the candidates for directors in marketized ways to constantly enhance the professional level of directors.</u></p> <p><u>Large shareholders shall strengthen supervision on the performance of directors and supervisors nominated by them, and make prompt adjustments on the staff who fail to perform their duties effectively in accordance with laws, regulations, provisions of the Articles of Association and regulatory requirements.</u></p>

Before the Amendment	After the Amendment
<p>Article 77 A major shareholder shall establish an effective risk isolation mechanism to prevent risk contagion and transfer among shareholders, the Company and other related parties.</p>	<p>Article 90 Article 77 A major shareholder shall establish an effective risk isolation mechanism to prevent risk contagion and transfer among shareholders, the Company and other related parties.</p> <p><u>Large shareholders shall not provide their shares of the Company to people other than themselves and related parties for guarantee, hold the shares on a commission basis in the form of equity pledge, hold shares through connected relationship in violation of regulations or transfer shares in a disguised form.</u></p> <p><u>The Company shall persist in independent operation, establish an effective risk isolation mechanism, and take prudent measures on equity isolation, assets, debts, management, finance, business and personnel, in order to realize respective and independent accounting and risk bearing with large shareholders, and effectively prevent interest conflicts and risk infection. The provisions of the banking and insurance regulatory authority of the State Council if any shall prevail.</u></p>
<p>Article 79 The credit balance granted by the Company to a major shareholder or its controlling shareholder, actual controller, related party, person acting in concert, or ultimate beneficiary as a single entity and a related party of the Company shall not exceed 10% of the net capital of the Company. The total credit balance granted by the Company to a single major shareholder and its controlling shareholders, actual controllers, related parties, persons acting in concert and ultimate beneficiaries shall not exceed 15% of the net capital of the Company. The total credit balance granted by the Company to a single group client, to whom a related party legal person or any other organization belongs, shall not exceed 15% of the net capital of the Company. The credit balance granted to all related parties shall not exceed 50% of the net capital of the Company.</p>	<p>(Delete)</p>

Before the Amendment	After the Amendment
<p>The credit granted as mentioned in the preceding paragraph includes loans (including trade financing), bill acceptance and discounts, overdrafts, bond investments, investments by specific purpose vehicles, issuance of letters of credit, factoring, guarantees, loan commitments, and other services of which credit risks are substantially borne by the Company or wealth management products issued by the Company. The Company shall confirm the identity of ultimate debtor according to the penetration principle. When calculating the credit balance in the preceding paragraph, the Company may deduct the amount of the deposits as security and the certificates of bank deposits and treasury bonds as pledge provided by the related parties at the time of granting credit.</p> <p>Where the Company's major shareholder or its controlling shareholder, actual controller, related party, person acting in concert, or ultimate beneficiary, among others, is a financial institution, the Company shall, when conducting interbank business with it, comply with laws and regulations and the relevant requirements of relevant regulatory departments on the interbank business. The Company shall regard the major shareholders and its controlling shareholders, actual controllers, related parties, persons acting in concert, and ultimate beneficiaries as its own related parties for management according to the penetration principle.</p>	

Before the Amendment	After the Amendment
<p>Article 82 The Company shall establish and improve an equity information management system and equity management rules, and effectively conduct equity information registration, management of related party transactions, information disclosure and other works.</p> <p>The Company shall strengthen communication with its shareholders and investors, and be responsible for work including applying for administrative approval relating to equity affairs, reporting of shareholders' information and relevant matters, and submission of materials.</p>	<p>Article 93 Article 82 The Company shall establish and improve an equity information management system and equity management rules, and effectively conduct equity information registration, management of related party transactions, information disclosure and other works.</p> <p>The Company shall strengthen communication with its shareholders and investors, and be responsible for work including applying for administrative approval relating to equity affairs, reporting of shareholders' information and relevant matters, and submission of materials.</p> <p><u>The Company shall strengthen the management of equity and related party transactions, focus on the behavior of large shareholders, take prompt measures to prevent the further aggravation where large shareholders and their actual controllers are found to have illegal behavior related to the Company, and forthwith report to the CBIRC or its dispatched offices.</u></p>
<p>Article 85 Where the Company's shareholder or its controlling shareholder, actual controller, related party, person acting in concert or ultimate beneficiary, among others, falls under any of the following circumstances, and causes the Company's violation of the rules for prudential operations, the CBIRC or its dispatched offices may, in accordance with the provision of Article 37 of the Banking Supervision Law of the People's Republic of China, order the controlling shareholder of the Company to transfer equity, and restrict the relevant rights of the said shareholder of the Company to participate in the operation management, including the right to request convening of a general meeting of shareholders, voting right, right of nomination, right of submitting proposals, and right of disposition, etc.:</p>	<p>Article 96 Article 85 Where the Company's shareholder or its controlling shareholder, actual controller, related party, person acting in concert or ultimate beneficiary, among others, falls under any of the following circumstances, and causes the Company's violation of the rules for prudential operations, the CBIRC or its dispatched offices may, in accordance with the provision of Article 37 of the Banking Supervision Law of the People's Republic of China, order the controlling shareholder of the Company to transfer equity, and restrict the relevant rights of the said shareholder of the Company to participate in the operation management, including the right to request convening of a general meeting of shareholders, voting right, right of nomination, right of submitting proposals, and right of disposition, etc.:</p>

Before the Amendment	After the Amendment
(New Section)	<p><u>Article 98 The Board of Directors shall evaluate the qualification, financial status, shares held, related party transactions of previous year, exercise of shareholders' rights, fulfillment of responsibilities, obligations and commitments, implementation of the Articles of Association and agreements, and observation of laws, regulations and regulatory requirements at least once a year, make notifications at the shareholders' general meeting or in writing, and copy to the banking and insurance regulatory authority of the State Council.</u></p> <p><u>During the aforesaid evaluation, the Company may carry out simultaneous evaluation on other shareholders that shall be evaluated in accordance with relevant regulatory requirements, and relevant evaluation reports may be submitted to the banking and insurance regulatory authority of the State Council together.</u></p>

Before the Amendment	After the Amendment
<p>Article 88 The shareholders' general meeting is the organ of power of the Company which exercises the following functions and powers according to law:</p> <p>(1) determining the Company's business policies and investment plans;</p> <p>(2) electing and replacing directors, and determining matters concerning remunerations to directors;</p> <p>(3) electing and replacing the supervisors not appointed from employee representatives, and determining remunerations to supervisors;</p> <p>(4) examining and approving reports of the Board of directors;</p> <p>(5) examining and approving reports of the Board of supervisors;</p> <p>(6) examining and approving the Company's annual financial budget and final account proposals;</p> <p>(7) examining and approving the Company's profit distribution plans and losses making up plans;</p> <p>(8) adopting resolutions concerning the increase or decrease of the Company's registered capital;</p> <p>(9) adopting resolutions on issuing bonds of the Company;</p>	<p>Article 99 Article 88 The shareholders' general meeting is the organ of power of the Company which exercises the following functions and powers according to law <u>within the scope stipulated by laws, regulations and the provisions of the Articles of Association:</u></p> <p>(1) determining the Company's business policies and investment plans;</p> <p>(2) electing and replacing directors, and determining matters concerning remunerations to directors;</p> <p>(3) electing and replacing the supervisors not appointed from employee representatives, and determining remunerations to supervisors;</p> <p>(4) examining and approving reports of the Board of directors;</p> <p>(5) examining and approving reports of the Board of supervisors;</p> <p>(6) examining and approving the Company's annual financial budget and final account proposals;</p> <p>(7) examining and approving the Company's profit distribution plans and losses making up plans;</p> <p>(8) adopting resolutions concerning the increase or decrease of the Company's registered capital;</p>

Before the Amendment	After the Amendment
<p>(10) make resolution on merger, division, dissolution and liquidation or form change of the Company;</p> <p>(11) modifying the Articles of Association;</p> <p>(12) adopting resolution on engagement, dismissing or discontinuing the appointment of an accounting firm;</p> <p>(13) examining fixed assets investments, external guarantees, external investments, and connected transaction matters which should be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations, departmental regulations, provisions of the securities regulators where the Company's stocks are listed for trading as well as the Company's Articles of Association and other internal system rules;</p> <p>(14) examining temporary proposals put forward by the shareholders who hold than 3% of the total voting shares of the Company individually or jointly;</p> <p>(15) examining and approving changes in use of the raised capital;</p> <p>(16) examining and approving equity incentive plans; and</p>	<p>(9) adopting resolutions on issuing bonds of the Company;</p> <p><u>(10) adopting resolutions on the listing of the Company;</u></p> <p><u>(11) (10) adopting resolutions on merger, division, dissolution and liquidation or form change of the Company;</u></p> <p><u>(12) adopting resolutions on the acquisition of the Company's shares that shall be submitted to the shareholders' general meeting in accordance with the law and provisions of the securities regulatory authority of the place in which the Company's shares are listed;</u></p> <p><u>(13) (11) modifying the Articles of Association;</u></p> <p><u>(14) (12) adopting resolution on engagement, dismissing or discontinuing the appointment of an accounting firm <u>which offers regular legal audits on the financial reports of the Company;</u></u></p> <p><u>(15) (13) examining fixed assets investments, external guarantees, external investments, and connected transaction matters which should be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations, departmental regulations, provisions of the securities regulators where the Company's stocks are listed for trading as well as the Company's Articles of Association and other internal system rules;</u></p>

Before the Amendment	After the Amendment
<p>(17) examining other matters which shall be decided by the shareholders' general meeting according to the laws, administrative regulations, departmental rules, securities regulatory body where the Company's stocks are listed for trading, the Articles of Association, and the Company's other internal rules.</p>	<p>(16) (14) examining temporary proposals put forward by the shareholders who hold than 3% of the total voting shares of the Company individually or jointly;</p> <p>(17) (15) examining and approving changes in use of the raised capital;</p> <p>(18) (16) examining and approving equity incentive plans and schemes; and</p> <p><u>(19) examining and approving the rules of procedures of the shareholders' general meetings, board meetings and supervisors' meetings;</u></p> <p>(20) (17) examining other matters which shall be decided by the shareholders' general meeting according to the laws, administrative regulations, departmental rules, securities regulatory body where the Company's stocks are listed for trading, the Articles of Association, and the Company's other internal rules.</p> <p><u>The powers of the shareholders' general meeting stipulated in the Articles of Association shall not be granted to the Board of Directors, other institutions or individuals.</u></p>
<p>Article 90 The shareholders' general meeting consists of the annual meeting and temporary meetings. The annual meeting shall be held once every year within six (6) months upon conclusion of the previous fiscal year.</p>	<p><u>Article 101</u> Article 90 The shareholders' general meeting consists of the annual meeting and temporary meetings. The annual meeting shall be held once every year within six (6) months upon conclusion of the previous <u>every</u> fiscal year.</p>

Before the Amendment	After the Amendment
<p>Article 91 The Company shall convene an extraordinary shareholders' general meeting within two (2) months since the date of the occurrence of any of the following circumstances:</p> <p>(1) The number of directors is less than the statutory minimum number prescribed by the Company Law or two thirds (2/3) of the number prescribed in the Articles of Association;</p> <p>(2) The Company's loss not made up reaches one third (1/3) of the total paid-in equity;</p> <p>(3) Written request has been put forward by the shareholders who have more than ten percent (10%) of the total voting shares of the Company individually or jointly held;</p> <p>(4) The Board of directors deems it as necessary;</p> <p>(5) The Board of supervisors proposes to convene; and</p> <p>(6) Other circumstances stipulated by laws, administrative regulations, departmental regulations or the Articles of Association.</p> <p>The number of shares of the aforesaid Item (3) shall be calculated as of the date when shareholders put forward a written request.</p>	<p>Article 102 Article 91 The Company shall convene an extraordinary shareholders' general meeting within two (2) months since the date of the occurrence of any of the following circumstances:</p> <p>(1) The number of directors is less than the statutory minimum number prescribed by the Company Law or two thirds (2/3) of the number prescribed in the Articles of Association;</p> <p>(2) The Company's loss not made up reaches one third (1/3) of the total paid-in equity;</p> <p>(3) Written request has been put forward by the shareholders who have more than ten percent (10%) of the total voting shares of the Company individually or jointly held;</p> <p>(4) The Board of directors deems it as necessary;</p> <p>(5) The Board of supervisors proposes to convene; and</p> <p><u>(6) More than half (1/2) and no less than two independent directors propose to convene; and</u></p> <p><u>(7)</u> (6) Other circumstances stipulated by laws, administrative regulations, departmental regulations or the Articles of Association.</p> <p>The number of shares of the aforesaid Item (3) shall be calculated as of the date when shareholders put forward a written request.</p>
<p>(New Section)</p>	<p><u>Article 103 Should the annual general meeting or extraordinary general meeting fail to be convened within the period stipulated by laws, regulations, regulatory requirements and the provisions of the Articles of Association, the Company shall make a report and explain reasons to the banking and insurance regulatory authority of the State Council.</u></p>

Before the Amendment	After the Amendment
<p>Article 92 The location for the Company to convene a shareholders’ general meeting shall be the Company’s domicile or other places specified in the notice of the shareholders’ general meeting.</p> <p>The shareholders’ general meeting will set up an assembly room and be held in the form of live meeting. The Company may also provide network or other means for the convenience of shareholders to attend the general meeting according to the relevant provisions. Shareholders attend the general meeting through the aforesaid means shall be considered as present.</p>	<p>Article 104 Article 92 The location for the Company to convene a shareholders’ general meeting shall be the Company’s domicile or other places specified in the notice of the shareholders’ general meeting.</p> <p>The shareholders’ general meeting will set up an assembly room and be held in the form of by way of live meeting. The Company may also provide safe, economical and convenient network or other means for the convenience of shareholders to attend the general meeting according to the relevant provisions. Shareholders attend the general meeting through the aforesaid means shall be considered as present.</p>
<p>Article 93 More than half of and no less than two (2) independent directors shall have the right to propose for an extraordinary general meeting of shareholders to the board of directors. The board of directors shall give a written reply on agreeing or disagreeing to convene an extraordinary general meeting of shareholders according to the provisions of the laws, administrative regulations and the Articles of Association within 10 days after receiving a proposal put forward by independent directors on convening an extraordinary general meeting of shareholders.</p> <p>The board of directors will issue a notice to convene a shareholders’ general meeting within 5 days after making the resolution where it agrees to convene an extraordinary general meeting of shareholders; where the board of directors disagree to convene a shareholders’ general meeting, it shall explain the reasons and make a public notice.</p>	<p>Article 105 Article 93 More than half of and no less than two (2) independent directors shall have the right to propose for an extraordinary general meeting of shareholders to the board of directors. The board of directors shall give a written reply on agreeing or disagreeing to convene an extraordinary general meeting of shareholders according to the provisions of the laws, administrative regulations and the Articles of Association within 10 days after receiving a proposal put forward by independent directors on convening an extraordinary general meeting of shareholders.</p> <p>The board of directors will issue a notice to convene a shareholders’ general meeting within 5 days after making the resolution where it agrees to convene an extraordinary general meeting of shareholders; where the board of directors disagree to convene a shareholders’ general meeting, it shall explain the reasons and make a public notice.</p>

Before the Amendment	After the Amendment
<p>Article 95 The following procedures shall be followed where shareholders require to convene an extraordinary general meeting of shareholders or a classified shareholder meeting:</p> <p>.....</p> <p>(3) Where the board of directors does not agree to hold an extraordinary general meeting of shareholders or classified shareholders' meeting or fails to give a reply within ten (10) days upon receipt of the proposal, the shareholders that solely or collectively hold ten percent (10%) or more shares of the Company shall have the right to propose the board of supervisors to hold an extraordinary general meeting of shareholders, and shall put forward the request to the board of supervisors in written form;</p> <p>.....</p>	<p>Article 108 Article 95 The following procedures shall be followed where shareholders require to convene an extraordinary general meeting of shareholders or a classified shareholder meeting:</p> <p>.....</p> <p>(3) Where the board of directors does not agree to hold an extraordinary general meeting of shareholders or classified shareholders' meeting or fails to give a reply within ten (10) days upon receipt of the proposal, the shareholders that solely or collectively hold ten percent (10%) or more shares of the Company shall have the right to propose the board of supervisors to hold an extraordinary general meeting of shareholders <u>or classified shareholders' meeting</u>, and shall put forward the request to the board of supervisors in written form;</p> <p>.....</p>

Before the Amendment	After the Amendment
<p>Article 96 Where the board of supervisors or shareholders decide to convene the shareholders’ general meeting on its/their own initiative, it/they shall send out a written notice to the board of directors, and shall put on the records of the dispatched office of the securities regulatory authority of the State Council at the locality of the Company, the banking and insurance regulatory authority of the State Council and the Stock Exchange where the Company’s stocks are listed for trading.</p> <p>Before the resolution of the shareholders’ general meeting is announced, the proportion of shares held by the summoning shareholders shall be no less than ten percent (10%).</p> <p>The shareholders that convene the meeting shall, when sending out a notice on meeting and circulating an announcement on the resolution of the shareholders’ general meeting, submit the relevant certification materials to the securities regulatory authority of the State Council at the locality of the Company and the Stock Exchange where the Company’s stocks are listed for trading.</p>	<p>(Delete)</p>
<p>Article 99 The contents of a proposal shall be within the duty of the shareholders’ general meeting, have definite topics and specific matters for resolution, and shall be in line with the laws, administrative regulations and the Articles of Association. The proposal shall be submitted or delivered to the board of directors by written form.</p>	<p>(Delete)</p>

Before the Amendment	After the Amendment
<p>Article 100 Where the Company convenes a shareholders' general meeting, the board of directors, the board of supervisors and the shareholders that solely or collectively hold three percent (3%) or more of the shares of the Company may put forward a proposal to the Company.</p> <p>The shareholders that solely or collectively hold three percent (3%) or more of the shares of the Company may put forward an interim proposal and submit it to the convener in written form within ten (10) days before the meeting is held. The convener shall issue a supplementary notice on the meeting and announce the contents of the interim proposal within two (2) days upon receipt of the aforesaid proposal. If the listing rules state otherwise where the Company's stocks are listed, the contents shall meet the rules as well.</p> <p>Unless it is prescribed by the preceding paragraph, the convener shall, after sending out a notice on the shareholders' general meeting, not amend the proposal as mentioned in the aforesaid notice or add any new proposal.</p> <p>The shareholders' general meeting shall not vote on or make a resolution for any proposal that is not listed in the notice on the general meeting of shareholders or that is inconsistent with Article 99 of the Articles of Association.</p>	<p>Article 111 Article 100 Where the Company convenes a shareholders' general meeting, the board of directors, the board of supervisors and the shareholders that solely or collectively hold three percent (3%) or more of the shares of the Company may put forward a proposal to the Company.</p> <p>The shareholders that solely or collectively hold three percent (3%) or more of the shares of the Company may put forward an interim proposal and submit it to the convener Board of Directors in written form within ten (10) days before the meeting is held. The convener Board of Directors shall issue a supplementary notice on the meeting and announce the contents of the interim proposal notify other shareholders and submit the proposal to the shareholders' general meeting for deliberation within two (2) days upon receipt of the aforesaid proposal. The contents of a proposal shall be within the duty of the shareholders' general meeting, have definite topics and specific matters for resolution. If the listing rules state otherwise where the Company's stocks are listed, the contents shall meet the rules as well.</p> <p>Unless it is prescribed by the preceding paragraph, the convener shall, after sending out a notice on the shareholders' general meeting, not amend the proposal as mentioned in the aforesaid notice or add any new proposal.</p> <p>The shareholders' general meeting shall not vote on or make a resolution for any proposal that is not listed in the notice on the general meeting of shareholders or that is inconsistent with Article 99 of the Articles of Association.</p>

Before the Amendment	After the Amendment
<p>Article 101 Where the Company shall convene a shareholders' general meeting, the convener shall send out a written notice to all registered shareholders on the matters to be examined as well as the assembly date and location twenty (20) days before the annual general meeting (excluding the date of the meeting), or fifteen (15) days before the extraordinary general meeting (excluding the date of the meeting). If the listing rules of the stock exchange where the Company's shares are listed have other provisions, the longer notice period shall prevail.</p>	<p><u>Article 112</u> Article 101 Where the Company shall convene a shareholders' general meeting, the convener shall send out a written notice to all registered shareholders on the matters to be examined as well as the assembly date and location twenty (20) days before the annual general meeting (excluding the date of the meeting), or fifteen (15) days before the extraordinary general meeting (excluding the date of the meeting). If the listing rules of the stock exchange where the Company's shares are listed have other provisions, the longer notice period shall prevail.</p> <p><u>The Company shall notify the banking and insurance regulatory authority of the State Council at least three working days before the shareholders' general meeting is convened. If the aforesaid period cannot be satisfied under special circumstances, the Company shall forthwith notify the banking and insurance regulatory authority of the State Council and specify the reasons.</u></p>
<p>Article 110 A shareholder shall entrust the proxy in writing, which shall be signed by the entrusting party or by the proxy entrusted by the entrusting party in writing; if the shareholder is a legal entity, the written entrustment file shall be sealed by the legal entity's stamp or signed by its directors or the proxy officially appointed by the shareholder.</p>	<p><u>Article 121</u> Article 110 A shareholder shall entrust the proxy in writing, which shall be signed by the entrusting party or by the proxy entrusted by the entrusting party in writing; if the shareholder is a legal entity, the written entrustment file shall be sealed by the legal entity's stamp or signed by its directors or the proxy officially appointed by the shareholder.</p> <p><u>Large shareholders may entrust the proxy to attend the shareholders' general meeting, and such proxy can only be a shareholder and his related party, person acting in concert, nominated director and supervisor. Large shareholders shall not attend the shareholders' general meeting as entrusted by non-related parties or persons acting in concert.</u></p>

Before the Amendment	After the Amendment
<p>Article 111 A shareholder shall attend the meeting upon the strength of his/her ID card or other valid certificates or proof or stock account certificate that can prove his/her identity; a proxy who attends the meeting entrusted by a shareholder shall show his/her valid ID card and the letter of attorney issued by the shareholder.</p> <p>Institutional shareholders should assign his/her legal representative or a proxy authorised by the legal representative to attend the meeting. Where a legal representative attends the meeting, he/she should show the ID card, and a valid certification to prove the qualification of the legal representative; where an entrusted proxy attends the meeting, the proxy should show his/her ID card, a written letter of attorney issued by the legal representative of the institutional shareholder unit in accordance with the laws.</p>	<p>Article 122 Article 111 A shareholder shall attend the meeting upon the strength of his/her ID card or other valid certificates or proof or stock stock account certificate that can prove his/her identity; a proxy who attends the meeting entrusted by a shareholder shall show his/her valid ID card and the letter of attorney issued by the shareholder.</p> <p>Institutional shareholders should assign his/her legal representative or a proxy authorised by the legal representative to attend the meeting. Where a legal representative attends the meeting, he/she should show the ID card, and a valid certification to prove the qualification of the legal representative; where an entrusted proxy attends the meeting, the proxy should show his/her ID card, a written letter of attorney issued by the legal representative of the institutional shareholder unit in accordance with the laws.</p>
<p>(New Section)</p>	<p><u>Article 126 Large shareholders shall support medium and minor shareholders to obtain effective opportunities to attend and vote at the shareholders’ general meetings, and shall not obstruct or instigate the Company to obstruct medium and minor shareholders to attend the shareholders’ general meetings, or set up other barriers to medium and minor shareholders to attend shareholders’ general meetings.</u></p>
<p>Article 115 When a shareholders’ general meeting is held, all the directors and supervisors and the secretary of the Board of Directors shall attend the meeting, and the president and other senior management personnel shall attend the meeting as nonvoting delegates.</p>	<p>Article 127 Article 115 When a shareholders’ general meeting is held, all the directors and supervisors and the secretary of the Board of Directors shall attend the meeting, and the president and other senior management personnel shall attend the meeting as nonvoting delegates.</p> <p><u>The banking and insurance regulatory authority of the State Council and its dispatched offices may dispatch staff to be present at the shareholders’ general meetings of the Company.</u></p>

Before the Amendment	After the Amendment
<p>Article 122 The following matters shall be resolved by way of special resolutions of the shareholders’ general meeting:</p> <p>(1) Increase or reduction of the Company’s share capital and issuance of any category of shares, warrants or other similar securities;</p> <p>(2) Issuance of the Company’s bonds or listing;</p> <p>(3) Division, merger, dissolution and liquidation or form change of the Company;</p> <p>(4) Amendment of the Articles of Association of the Company;</p> <p>(5) Fixed assets investment, external guarantee, external investment matters which shall be submitted to the shareholders’ general meeting for examination in accordance with the relevant laws, administrative regulations and departmental rules, the provisions of the securities regulatory authority of the locality where the Company’s stocks are listed as well as the provisions of the Company’s Articles of Association and other internal system;</p> <p>(6) Equity incentive plan; and</p> <p>(7) Other matters prescribed in the laws and administrative regulations, departmental regulations, provisions of securities regulatory authority of the locality where the Company shares are listed or the Articles of Association, as well as other matters, as determined by way of an ordinary resolution of the shareholders’ general meeting, which may have a significant impact on the Company and require adoption by way of a special resolution.</p>	<p>Article 134 Article 122 The following matters shall be resolved by way of special resolutions of the shareholders’ general meeting:</p> <p>(1) Increase or reduction of the Company’s share capital registered capital and issuance of any category of shares, warrants or other similar securities;</p> <p>(2) Issuance of the Company’s bonds or listing;</p> <p>(3) Division, merger, dissolution and liquidation or form change of the Company;</p> <p>(4) Amendment of the Articles of Association of the Company;</p> <p>(5) Fixed assets investment, external guarantee, external investment matters which shall be submitted to the shareholders’ general meeting for examination in accordance with the relevant laws, administrative regulations and departmental rules, the provisions of the securities regulatory authority of the locality where the Company’s stocks are listed as well as the provisions of the Company’s Articles of Association and other internal system;</p> <p>(6) Examining and approving the equity incentive plans and schemes; and</p> <p><u>(7) Dismissing independent directors;</u></p> <p>(8) (7) Other matters prescribed in the laws and administrative regulations, departmental regulations, provisions of securities regulatory authority of the locality where the Company shares are listed or the Articles of Association, as well as other matters, as determined by way of an ordinary resolution of the shareholders’ general meeting, which may have a significant impact on the Company and require adoption by way of a special resolution.</p>

Before the Amendment	After the Amendment
<p>Article 129 Votes of the shareholders’ general meeting shall be taken by raising hands for resolutions, unless relevant regulations of the securities regulatory authority of the locality where the shares of the Company are listed require voting by poll, or the following persons require voting by ballot before or after voting by raising hands:</p> <p>(1) The meeting presider;</p> <p>(2) At least two (2) shareholders having voting rights or proxies of shareholders having voting rights; and</p> <p>(3) One or several shareholders (including their proxies) holding individually or jointly ten percent (10%) or more of the voting shares at the meeting.</p> <p>.....</p>	<p>Article 141 Article 129 Votes of the shareholders’ general meeting shall be taken by raising hands for resolutionsvoting, unless relevant regulations of the securities regulatory authority of the locality where the shares of the Company are listed require voting by poll, or the following persons require voting by ballot before or after voting by raising hands:</p> <p>(1) The meeting presider;</p> <p>(2) At least two (2) shareholders having voting rights or proxies of shareholders having voting rights; and</p> <p>(3) One or several shareholders (including their proxies) holding individually or jointly ten percent (10%) (inclusive) or more of the voting shares at the meeting.</p> <p>.....</p>
<p>Article 133 Before the shareholders’ general meeting votes on proposals, it shall recommend two (2) shareholders to take part in the calculation and monitoring of the cast of ballots. In case any matter for deliberation concerns the interest of any shareholder, such shareholder and his/her proxy shall not take part in the calculation and monitoring of the cast of ballots.</p> <p>When the shareholders’ general meeting is voting on the proposals, the lawyers, representatives of shareholders and supervisors shall be jointly responsible for the calculation and monitoring of ballots, the voting results shall be announced on the site and shall be recorded in the minute of the meeting.</p> <p>The shareholders or their proxies that vote through network or by any other means shall have the right to check their voting results through the corresponding voting system.</p>	<p>Article 145 Article 133 Before the shareholders’ general meeting votes on proposals, it shall recommend two (2) shareholders to take part in the calculation and monitoring of the cast of ballots. In case any matter for deliberation concerns the interest of is associated/connected with any shareholder, such shareholder and his/her proxy shall not take part in the calculation and monitoring of the cast of ballots.</p> <p>When the shareholders’ general meeting is voting on the proposals, the lawyers, representatives of shareholders and supervisors shall be jointly responsible for the calculation and monitoring of ballots, the voting results shall be announced on the site and shall be recorded in the minute of the meeting.</p> <p>The shareholders or their proxies that vote through network or by any other means shall have the right to check their voting results through the corresponding voting system.</p>

Before the Amendment	After the Amendment
<p>Article 138 Where counting of votes is held at a shareholders’ general meeting, the result of the counting shall be recorded in the minutes of the meeting.</p> <p>The minutes of the meeting together with the attendance records signed by the attending shareholders and proxies’ power of attorneys shall be kept at the Company’s domicile.</p>	<p>Article 150 Article 138 Where counting of votes is held at a shareholders’ general meeting, the result of the counting shall be recorded in the minutes of the meeting.</p> <p>The minutes of the meeting together with the attendance records signed by the attending shareholders and proxies’ power of attorneys shall be permanently kept at the Company’s domicile.</p> <p><u>The Company shall forthwith submit documents such as the minutes and resolutions of shareholders’ general meetings to the banking and insurance regulatory authority of the State Council.</u></p>
<p>Article 142 Where the shareholders’ general meeting adopts the proposal on the election of relevant directors or supervisors, the post-taking time of the newly appointed directors or supervisors shall be calculated from the date when the resolution of the shareholders’ general meeting is adopted.</p>	<p>(Delete)</p>

Before the Amendment	After the Amendment
<p>Article 147 Shareholders of the affected class, whether or not having the right to vote at the general meetings, shall nevertheless have the right to vote at class meetings on matters referred to in clauses (2) to (8) and (11) to (12) of Article 146, but interested shareholders shall not be entitled to vote at class meetings.</p> <p>The interested shareholders referred to in the preceding paragraph have the following meanings:</p> <p>(1) In the case of a repurchase of its own shares by the Company by making repurchase offers to all shareholders on a same pro rata basis or through public dealing on a stock exchange in accordance with Article 34 of the Articles of Association, “interested shareholder” shall refer to the controlling shareholder as defined in Article 69 of the Articles of Association;</p> <p>.....</p>	<p>Article 158 Article 147 Shareholders of the affected class, whether or not having the right to vote at the general meetings, shall nevertheless have the right to vote at class meetings on matters referred to in clauses (2) to (8) and (11) to (12) of Article 146 Article 157, but interested shareholders shall not be entitled to vote at class meetings.</p> <p>The interested shareholders referred to in the preceding paragraph have the following meanings:</p> <p>(1) In the case of a repurchase of its own shares by the Company by making repurchase offers to all shareholders on a same pro rata basis or through public dealing on a stock exchange in accordance with Article 34 of the Articles of Association Article 36, “interested shareholder” shall refer to the controlling shareholder as defined in Article 69 of the Articles of Association;</p> <p>.....</p>
<p>Article 152 The directors of the Company are natural persons. The directors of the Company must have the service qualifications serving as directors required by the banking and insurance regulatory authority of the State Council, and only serve as directors of the Company after their service qualifications are examined and approved by the banking and insurance regulatory authority of the State Council.</p>	<p>Article 163 Article 152 The directors of the Company are natural persons, <u>who shall be elected and dismissed by the shareholders’ general meeting</u>. The directors of the Company must have the service qualifications serving as directors required by the banking and insurance regulatory authority of the State Council, <u>who shall be elected by the shareholders’ general meeting</u>, and only serve as directors of the Company after their service qualifications are examined and approved by the banking and insurance regulatory authority of the State Council.</p>

Before the Amendment	After the Amendment
<p>Article 153 The directors are elected or replaced by the shareholders’ general meeting for a term of three (3) years. A director may, if re-elected upon expiration of the term of office, serve consecutive terms. Before the expiration of the term, the shareholders’ general meeting cannot remove a director from his/her post without cause. The directors of the Company need not hold shares of the Company.</p> <p>The term of office of directors is from the date of the resolution passed by the shareholders’ general meeting, until the expiration of the term of office of the current Board. Where no election is conducted in time before the expiration of the term of office of a director, the existing director shall, before the director-elected takes office, continue to perform his duty as a director in accordance with laws, administrative regulations, and departmental rules and the Articles of Association.</p> <p>The president or other senior management personnel can concurrently serve as a director, but the total number of directors concurrently serving as the president or other senior management personnel positions and the directors serving as the representatives of the employees shall be no more than half (1/2) of directors of the Company.</p> <p>After elected by the shareholders’ general meeting, the service qualifications of the directors shall be examined and approved by the banking and insurance regulatory authority of the State Council.</p> <p>Under the prerequisite to abide by relevant laws and administrative regulations, the shareholders’ general meeting may remove any director before the expiration of his/her term of office by way of an ordinary resolution (but claims made by the director pursuant to any contract are not affected).</p>	<p>Article 164 Article 153 The directors are elected or replaced by the shareholders’ general meeting for has a term of no more than three (3) years. A director may, if re-elected upon expiration of the term of office, serve consecutive terms. Before the expiration of the term, the shareholders’ general meeting cannot remove a director from his/her post without cause. The directors of the Company need not hold shares of the Company.</p> <p>The term of office of directors is from the date of the resolution passed by the shareholders’ general meeting, until the expiration of the term of office of the current Board. Where no election is conducted in time before the expiration of the term of office of a director, the existing director shall, before the director-elected takes office, continue to perform his duty as a director in accordance with laws, administrative regulations, and departmental rules and the Articles of Association.</p> <p>The president or other senior management personnel can concurrently serve as a director, but the total number of directors concurrently serving as the president or other senior management personnel positions and the directors serving as the representatives of the employees shall be no more than half (1/2) of directors of the Company.</p> <p>After elected by the shareholders’ general meeting, the service qualifications of the directors shall be examined and approved by the banking and insurance regulatory authority of the State Council.</p> <p>Under the prerequisite to abide by relevant laws and administrative regulations, the shareholders’ general meeting may remove any non-independent director before the expiration of his/her term of office by way of an ordinary resolution (but claims made by the director pursuant to any contract are not affected).</p>

Before the Amendment	After the Amendment
<p>Article 154 The way and procedures for the nomination and election of directors are as follows:</p> <p>(1) The shareholders that individually or jointly hold more than 3 percent (3%) of the voting shares of the Company are entitled to nominate director candidate to the shareholders’ general meeting, and the directors are elected by the shareholders’ general meeting of the Company;</p> <p>.....</p> <p>(6) A shareholder and its related parties shall not simultaneously nominate directors and supervisors; if a director (supervisor) nominated by a shareholder and its related parties has been appointed as a director, and before the expiration or replacement of the term of office of the director (supervisor), the shareholder is not allowed to nominate any supervisor (director) candidate;</p> <p>The number of directors nominated by the same shareholder and its associates, in principle, shall not exceed one third (1/3) of the total number of members of the Board of Directors, unless otherwise prescribed by the State;</p> <p>.....</p>	<p>Article 165 Article 154 The way and procedures for the nomination, approval and election of non-independent directors are as follows:</p> <p>(1) The Board of Directors, or the Nomination and Remuneration Evaluation Committee and shareholders that individually or jointly hold more than 3 percent (3%) of the total voting shares of the Company are entitled to nominate director candidate to the shareholders’ general meeting candidates for non-independent directors, and such directors are elected by the shareholders’ general meeting of the Company;</p> <p>.....</p> <p>(6) A shareholder and its related parties shall not simultaneously nominate directors and supervisors; if a director (supervisor) nominated by a shareholder and its related parties has been appointed as a director, and before the expiration or replacement of the term of office of the director (supervisor), the shareholder is not allowed to nominate any supervisor (director) candidate;</p> <p>The number of directors nominated by the same shareholder and its associates, in principle, shall not exceed one third (1/3) of the total number of members of the Board of Directors, unless otherwise prescribed by the State;</p> <p>.....</p>

Before the Amendment	After the Amendment
<p>Article 156 The directors shall comply with the laws, administrative regulations and the Articles of Association, and bear the following diligence obligations to the Company:</p> <p>(1) shall cautiously, carefully and diligently exercise the rights conferred by laws and the Articles of Association, in order to ensure the Company’s business practices comply with national laws, administrative regulations and the requirements of the national economic policies, and commercial activities shall not exceed the business range stipulated on the business license;</p> <p>(2) shall be fair to all shareholders;</p> <p>(3) shall carefully read the business, financial reports of the Company, timely understand the business operations and management of the Company;</p> <p>(4) shall sign a written confirmation to the Company’s periodic reports, to ensure that the information disclosed by the Company is true, accurate and complete;</p> <p>(5) personally exercise the legally conferred disposal right of the Company, shall not be manipulated by others; without the permit of laws, regulations or without the approval of shareholders’ general meeting upon informed circumstances, shall not grant the disposal right to others for exercise;</p>	<p><u>Article 167</u> Article 156 The directors shall comply with the laws, administrative regulations and the Articles of Association, and <u>bear the following responsibilities or obligations in addition to the following diligence obligations to the Company the obligation of fidelity specified in the Article 166 of the Articles of Association:</u></p> <p>(1) shall cautiously, carefully and diligently exercise the rights conferred by laws and the Articles of Association, in order to ensure the Company’s business practices comply with national laws, administrative regulations and the requirements of the national economic policies, and commercial activities shall not exceed the business range stipulated on the business license;</p> <p>(2) shall be fair to all shareholders;</p> <p><u>(2) (3) shall carefully read the business, financial reports of the Company, timely understand constantly focus on the business operations and management of the Company, and be entitled to ask the senior management to provide materials related to the Company’s operation and management and make explanations on relevant issues in a comprehensive, prompt and accurate manner;</u></p> <p><u>(3) (4) shall sign a written confirmation to the Company’s periodic reports, to ensure that the information disclosed by the Company is true, accurate and complete;</u></p>

Before the Amendment	After the Amendment
<p>(6) Directors being the chairmen of the Audit Committee of the Board of Directors and Risk Management and Related Transactions Control Committee of the Board of Directors shall not work less than twenty-five (25) working days per year for the Company;</p> <p>(7) shall truthfully provide relevant information and data to the Board of Supervisors, and shall not prevent the exercise of functions and powers of the Board of Supervisors or the supervisors;</p> <p>(8) actively participate in relevant trainings, understand the rights, obligations and responsibilities of directors, be familiar with relevant laws and regulations, and grasp relevant knowledge that shall be possessed as a director;</p> <p>(9) be diligent and fulfil duties, and maintain the financial security of the Company; and</p> <p>(10) other diligence obligations stipulated by laws, administrative regulations, and departmental rules and the Articles of Association.</p>	<p><u>(4) (5) personally exercise the legally conferred disposal right of the Company, shall not be manipulated by others; without the permit of laws, regulations or without the approval of shareholders' general meeting upon informed circumstances, shall not grant the disposal right to others for exercise;</u></p> <p><u>(5) shall attend the board meetings on time, fully examine the items deliberated at the board meetings, issue independent, professional and objective opinions, and vote independently on the basis of prudent judgement;</u></p> <p><u>(6) shall bear liabilities for resolutions of the board meetings;</u></p> <p><u>(7) shall supervise the implementation of resolutions of the shareholders' general meetings and the Board of Directors by the senior management;</u></p> <p>(6) Directors being the chairmen of the Audit Committee of the Board of Directors and Risk Management and Related Transactions Control Committee of the Board of Directors shall not work less than twenty-five (25) working days per year for the Company;</p> <p><u>(8) (7) shall truthfully provide relevant information and data to the Board of Supervisors, and shall not prevent the exercise of functions and powers of the Board of Supervisors or the supervisors;</u></p>

Before the Amendment	After the Amendment
	<p><u>(9)</u> (8) actively participate in relevant trainings, understand the rights, obligations and responsibilities of directors, be familiar with relevant laws, regulations and regulatory requirements, and constantly have the grasp relevant professional knowledge and capabilities required for the fulfillment of responsibilities that shall be possessed as a director;</p> <p><u>(10)</u> (9) be diligent and fulfil duties, and maintain the financial security of the Company; and</p> <p><u>(11)</u> shall be liable for the Company and all the shareholders and fairly treat all the shareholders during the fulfillment of responsibilities;</p> <p><u>(12)</u> shall implement high-standard code of professional ethics, and consider the legitimate rights and interests of stakeholders;</p> <p><u>(13)</u> shall bear the faithful and diligence obligations to the Company, fulfil the responsibilities in a prudent manner, and guarantee sufficient time and energy for performance of duties; and</p> <p><u>(14)</u> (10) shall abide by other diligence obligations stipulated by laws, administrative regulations, and departmental rules and the Articles of Association.</p>

Before the Amendment	After the Amendment
(New Section)	<p><u>Article 168 Directors nominated by large shareholders shall perform the duties on basis of professional judgment, fairly treat all the shareholders, make independent, professional and objective decisions following the principle of maintaining the maximum benefits of the Company, and bear liabilities for the decisions made without impairing the legitimate rights and interests of the Company and other stakeholders.</u></p>
<p>Article 157 Where a director neither personally attends the board meeting for two (2) consecutive times, nor engages another director to attend the board meeting, he/she shall be deemed not to perform the duties, and the Board of Directors shall recommend the shareholders' general meeting to dismiss and replace him.</p>	<p><u>Article 169 Article 157 Directors shall attend at least more than 2/3 of the on-site board meetings in person every year. The director unable to attend can entrust another director to attend the meeting in a written form, and the power of attorney shall state the directors' individual opinions and voting intentions on the proposal.</u> Where a director neither personally attends the board meeting for two (2) consecutive times, nor engages another director to attend the board meeting, he/she shall be deemed not to perform the duties, and the Board of Directors shall recommend the shareholders' general meeting to dismiss and replace him.</p> <p><u>Independent directors shall not entrust non-independent directors to attend the meeting. In principle, one director can only accept the entrustment of two directors at the most that fail to attend the meeting in person. When matters related to related party transactions are deliberated, non-related directors shall not entrust the related directors to attend the meeting.</u></p>

Before the Amendment	After the Amendment
<p>Article 159 Where the number of the directors in the Board of Directors of the Company is less than the statutory number due to the resignation of a director within his term of office, such director shall, until a new director is elected, continue to perform his duty as a director in accordance with laws, administrative regulations, and departmental rules and the Articles of Association.</p> <p>Except as provided in the preceding clauses, the resignation of directors shall come into force upon the delivery of the resignation report to the Board of Directors.</p>	<p><u>Article 171</u> Article 159 Where the number of the directors in the Board of Directors of the Company is less than the statutory number <u>or 2/3 of the number stipulated in the Articles of Association due to the failure of election in time before the expiration of the term of office of a director</u> or resignation of a director within his term of office, <u>the Company will promptly launch the director election procedures</u>; the <u>resigning</u> director shall, until a new director is elected, continue to perform his <u>duty responsibilities</u> as a director in accordance with laws, administrative regulations, and departmental rules and the Articles of Association. <u>Where the Company is currently disposing of major risks, the directors of the Company shall not resign without the approval of the regulatory authority.</u></p> <p>Except as provided in the preceding clauses, the resignation of directors shall come into force upon the delivery of the resignation report to the Board of Directors.</p>
<p>(New Section)</p>	<p><u>Article 172</u> <u>Where directors fail to perform their duties due to dismissal by the shareholders' general meeting, death, loss of independence by independent directors or other circumstances, leading to the number of directors in the Board of Directors less than the statutory number or the minimum number required for the voting by the Board of Directors, the powers and functions of the Board of Directors shall be exercised by the shareholders' general meeting till the number of directors in the Board of Directors complies with requirements.</u></p>

Before the Amendment	After the Amendment
<p>Article 166 Independent directors of the Company refer to the directors that do not hold any position other than the directors and the members of the special committee of the Board of Directors, and have no relationship with the Company and major shareholders which possibly impedes his independent and objective judgment. Independent directors shall meet the following basic requirements:</p> <p>(1) in accordance with the laws, regulations and other relevant regulations, have the qualifications to be serving as directors of the Company;</p> <p>(2) perform the duties independently, not affected by the main shareholders, actual controllers, or other units or individuals that have interests with the Company;</p> <p>(3) have a basic knowledge for the operation of listed companies, familiar with relevant laws, administrative regulations, departmental rules and regulations;</p> <p>(4) have more than five (5) years of legal, economic, financial or other working experiences beneficial for performing duties of independent directors;</p> <p>(5) have a university degree or related intermediate professional titles;</p> <p>(6) ensure sufficient time and effort to effectively perform the duties of independent directors, and work no less than fifteen (15) days for the Company in each year;</p>	<p>Article 179 Article 166 Independent directors of the Company refer to the directors that do not hold any position other than the directors and the members of the special committee of the Board of Directors, and have no relationship with the Company and major shareholders or actual controllers which possibly impedes impedes his independent and objective judgment on affairs of the Company. Independent directors shall meet the following basic requirements:</p> <p>(1) in accordance with the laws, regulations and other relevant regulations, have the qualifications to be serving as directors of the Company;</p> <p>(2) perform the duties independently, not affected by the main shareholders, actual controllers, or other units or individuals that have interests with the Company;</p> <p>(3) have a basic knowledge for the operation of listed companies, familiar with relevant laws, administrative regulations, departmental rules and regulations;</p> <p>(4) have more than five (5) years of legal, economic, financial or other working experiences beneficial for performing duties of independent directors;</p> <p>(5) have a university degree or related intermediate professional titles;</p> <p>(6) ensure sufficient time and effort to effectively perform the duties of independent directors, and work no less than fifteen (15) days for the Company in each year;</p>

Before the Amendment	After the Amendment
<p>(7) familiar with laws and regulations related to commercial bank management;</p> <p>(8) able to read, understand and analyse the credit statistics reports and financial statements of commercial banks;</p> <p>(9) meet the relevant requirements on independent directors stipulated in the Listing Rules of the Hong Kong Stock Exchange; and</p> <p>(10) meet other requirements stipulated by laws, administrative regulations, departmental rules or regulatory authority.</p>	<p><u>(7) serve as an independent director (including employment with the Company) in more than five domestic and foreign enterprises at the same time, and such enterprises or institutions don't have any connected relationship or interest conflicts;</u></p> <p><u>(8) not take office as an independent director in more than two commercial banks at the same time (including employment with the Company);</u></p> <p><u>(9)</u> (7) familiar with laws and regulations related to commercial bank management;</p> <p><u>(10)</u> (8) able to read, understand and analyse the credit statistics reports and financial statements of commercial banks;</p> <p><u>(11)</u> (9) meet the relevant requirements on independent directors stipulated in the Listing Rules of the Hong Kong Stock Exchange; and</p> <p><u>(12)</u> (10) meet other requirements stipulated by laws, administrative regulations, departmental rules or regulatory authority.</p>
<p>Article 168 The members of the Company's Board of Directors shall have one third (1/3) or more independent directors, including at least 1 accounting professional.</p>	<p><u>Article 181</u> Article 168 <u>The number of independent directors of the Company shall be no less than 1/3 of total</u> members of the Company's Board of Directors shall have one third (1/3) or more independent directors, including at least 1 accounting professional.</p>

Before the Amendment	After the Amendment
<p>Article 169 The way and procedures for nomination of independent directors:</p> <p>(1) the Nomination and Remuneration Committee of the Board of Directors and a shareholder(s) individually or jointly hold(s) more than 1% of the total number of voting shares of the Company may propose candidates qualified for independent directors to the Board of Directors;</p> <p>(2) The same shareholder may only nominate one independent director candidate, and is not allowed to nominate independent director and external supervisor at the same time; the shareholder who has nominated directors shall not be allowed to nominate the independent director;</p> <p>(3) The nominator of independent director shall obtain prior consent of the nominee before the nomination. The nominator shall fully understand the occupation, education, job title, detailed work experience, and all of the part-time work of the nominee, and comment on the qualifications and independence of the nominee to serve as independent director, and the nominee shall make a public statement that no relationship exists between him/her and the Company which may affect his/her independence and objective judgment;</p> <p>(4) The shareholders that individually or jointly hold more than 1% of the issued shares of the Company are entitled to nominate independent director candidate to the shareholders' general meeting, and independent directors are elected by the shareholders' general meeting; and</p> <p>(5) The term of office of the independent directors is the same as the term of office of the directors of the Company. The term of independent directors in the Company shall comply with the provisions of laws and regulatory authority, and an independent director may, if re-elected upon expiration of the term of office, serve consecutive terms, and the terms served shall not exceed six years cumulatively.</p>	<p>Article 182 Article 169 The way and procedures for nomination of independent directors:</p> <p>(1) the Nomination and Remuneration Evaluation Committee of the Board of Directors, a shareholder(s) individually or jointly hold(s) more than 1%1% of the total number of voting shares of the Company and the Board of Supervisors may propose candidates qualified for independent directors to the Board of DirectorsBoard of Directors, and <u>independent directors shall be elected by the shareholders' general meeting;</u></p> <p>(2) The same shareholder may only nominate one independent director candidate, and is not allowed to nominate independent director and external supervisor at the same time; the shareholder who has nominated <u>non-independent</u> directors and his related parties shall not be allowed to nominate the independent director;</p> <p>(3) The nominator of independent director shall obtain prior consent of the nominee before the nomination. The nominator shall fully understand the occupation, education, job title, detailed work experience, and all of the part-time work of the nominee, and comment on the qualifications and independence of the nominee to serve as independent director, and the nominee shall make a public statement that no relationship exists between him/her and the Company which may affect his/her independence and objective judgment;</p> <p>(4) The shareholders that individually or jointly hold more than 1% of the issued shares of the Company are entitled to nominate independent director candidate to the shareholders' general meeting, and independent directors are elected by the shareholders' general meeting; and</p>

Before the Amendment	After the Amendment
	<p>(4) (5) The term of office of the independent directors is the same as the term of office of the directors of the Company. The term of independent directors in the Company shall comply with the provisions of laws and regulatory authority, and an independent director may, if re-elected upon expiration of the term of office, serve consecutive terms, and the terms served shall not exceed six years cumulatively.</p>
<p>Article 170 An independent director may resign before the expiration of the term of office. Before the shareholders' general meeting or the Board of Directors approves the resignation of an independent director, the independent director shall continue to perform his/her duties. The independent director shall submit a written resignation report to the Board of Directors for resignation, and explain any circumstance related to the resignation or which he/she considers necessary to be noticed by shareholders and creditors of the Company. Where the resignation of the independent director results in that the proportion of independent directors of the Board of Directors of the Company is below the minimum requirement of the laws and regulations, the resignation report of the independent director shall take effect after the new independent director fills his/her vacancy.</p>	<p>Article 183 Article 170 An independent director may resign before the expiration of the term of office. Before the shareholders' general meeting or the Board of Directors approves the resignation of an independent director, the independent director shall continue to perform his/her duties. The independent director shall submit a written resignation report to the Board of Directors for resignation, and explain any circumstance related to the resignation or which he/she considers necessary to be noticed by shareholders and creditors of the Company. Where the resignation of the independent director results in that the proportion of independent directors of the Board of Directors of the Company is below the minimum requirement of the laws and regulations, the resignation report of the independent director shall take effect after the new independent director fills his/her vacancy.</p> <p><u>Where the resignation of the independent director during his term of office results in that the number of independent directors of the Board of Directors of the Company is below 1/3 of the total members of the Board of Directors, the resigning independent director shall continue to perform his duties before a new independent director takes office, except the resignation due to losing independence or dismissal.</u></p>

Before the Amendment	After the Amendment
<p>Article 171 An independent director in one of the following circumstances shall be removed by the shareholders' general meeting proposed by the Board of Directors:</p> <p>(1) not meets the service qualifications for an independent director due to position change and not resign personally;</p> <p>(2) the number of board meetings attended in person in one year is less than two thirds (2/3) of the total number of board meetings;</p> <p>(3) neither attends in person the board meeting nor engages another independent director to attend the board meeting for two (2) consecutive times; or not attend in person the board meeting for three (3) consecutive times; and</p> <p>(4) other circumstances not suitable to serve as an independent director stipulated by the laws and regulations.</p>	<p>Article 184 Article 171 Where an independent director is in one of the following circumstances, the Board of Directors of the Company shall apply to the shareholders' general meeting for dismissal within three months, and elect a new independent director; shall be removed by the shareholders' general meeting proposed by the Board of Directors:</p> <p>(1) not meets the service qualifications for an independent director due to position change and not resign personally;</p> <p>(2) the number of board meetings attended in person in one year is less than two thirds (2/3) of the total number of board meetings;</p> <p>(3) neither attends in person the board meeting nor engages another independent director to attend the board meeting for two (2) three (3) consecutive times; or not attend in person the board meeting for three (3) consecutive times fail to perform the duties as an independent director; and</p> <p>(4) other circumstances not suitable to serve as an independent director stipulated by the laws and regulations.</p>

Before the Amendment	After the Amendment
<p>Article 173 Independent directors bear fiduciary obligations and shall be diligent and fulfil duties. In addition to the functions and powers conferred to directors by the Company Law and other relevant laws, regulations and the Articles of Association, the independent directors of the Company also enjoy the following special functions and powers:</p> <p>(1) the associated/connected transactions shall be submitted to the Board of Directors for discussion after the approval of independent directors in accordance with laws, administrative regulations, departmental rules, the provisions of the securities regulatory authority of the place where the shares of the Company are listed, the Articles of Association and other internal rules; before making judgments, independent directors can hire an intermediary to issue independent financial adviser reports, as the basis for the judgments;</p> <p>(2) propose to the Board of Directors for the employment or dismissal of the accounting firm;</p> <p>(3) submit proposal for the convening of an extraordinary general meeting of shareholders to the Board of Directors;</p> <p>(4) propose the convening of the board meeting;</p> <p>(5) independently hire an accounting firm and advisory institution; and</p>	<p><u>Article 186</u> Article 173 Independent directors bear fiduciary obligations and shall be diligent and fulfil duties. In addition to the functions and powers conferred to directors by the Company Law and other relevant laws, regulations and the Articles of Association, the independent directors of the Company also enjoy the following special functions and powers: <u>and shall fulfill duties in a credible, independent and diligent manner, and protect the legitimate rights and interests of the Company, medium and minor shareholders and financial consumers without being influenced by shareholders, actual controllers, senior management or other units or individuals that have interests with the Company.</u></p> <p><u>In case of major defects or dysfunction of the corporate governance mechanism of the Company, independent directors shall promptly report relevant situations to the banking and insurance regulatory authority of the State Council, and keep the circumstance confidential. The dysfunction of the corporate governance mechanism of the Company includes but is not limited to:</u></p>

Before the Amendment	After the Amendment
<p>(6) publicly call for voting rights to shareholders prior to the shareholders' general meeting.</p> <p>The performance of above-mentioned functions and powers of independent directors shall obtain the consent of more than half (1/2) of all the independent directors. If the above-mentioned proposal is not adopted or the above-mentioned functions and powers cannot be properly exercised, the Company shall disclose the related situation.</p>	<p>(1) the associated/connected transactions shall be submitted to the Board of Directors for discussion after the approval of independent directors in accordance with laws, administrative regulations, departmental rules, the provisions of the securities regulatory authority of the place where the shares of the Company are listed, the Articles of Association and other internal rules; before making judgments, independent directors can hire an intermediary to issue independent financial adviser reports, as the basis for the judgments;</p> <p>(2) propose to the Board of Directors for the employment or dismissal of the accounting firm;</p> <p>(3) submit proposal for the convening of an extraordinary general meeting of shareholders to the Board of Directors;</p> <p>(4) propose the convening of the board meeting;</p> <p>(5) independently hire an accounting firm and advisory institution; and</p> <p>(6) publicly call for voting rights to shareholders prior to the shareholders' general meeting.</p> <p>The performance of above-mentioned functions and powers of independent directors shall obtain the consent of more than half (1/2) of all the independent directors. If the above-mentioned proposal is not adopted or the above-mentioned functions and powers cannot be properly exercised, the Company shall disclose the related situation.</p>

Before the Amendment	After the Amendment
	<p><u>(1) Failure to elect the Board of Directors for over one consecutive year;</u></p> <p><u>(2) Failure to make effective resolutions by the Board of Directors due to long-term conflict between directors, and such conflict cannot be solved at the shareholders' general meeting;</u></p> <p><u>(3) Failure to convene the shareholders' general meeting for over one consecutive year;</u></p> <p><u>(4) Failure to reach the proportion stipulated by the law or the Articles of Association for the voting by the shareholders' general meeting, and failure to make effective resolutions of the shareholders' general meeting for over one consecutive year;</u></p> <p><u>(5) Failure to adopt the proposal on capital increase due to insufficient capital adequacy ratio;</u></p> <p><u>(6) Serious difficulty in the Company's operation and management due to failure of normal operation of the existing governance mechanism;</u></p> <p><u>(7) Other circumstances recognized by the regulatory authority.</u></p>
(New Section)	<p><u>Article 187 Independent directors may choose one independent director to convene special meetings of independent directors and study relevant issues of performance of duties.</u></p>

Before the Amendment	After the Amendment
<p>Article 174 Independent directors may express objective and impartial independent opinions on the matters discussed on the Board of Directors, and independent directors shall be particularly concerned about the following issues when expressing their opinions:</p> <p>(1) the associated/connected transactions that shall be submitted to the Board of Directors or the shareholders' general meeting for deliberation in accordance with laws, administrative regulations, departmental rules, the provisions of the securities regulatory authority of the place where the shares of the Company are listed, the Articles of Association and other internal systems of the Company;</p> <p>(2) profit distribution programmes;</p> <p>(3) engagement and dismissal of senior management personnel;</p> <p>(4) matters that may result in significant losses to the Company;</p> <p>(5) matters that may harm the interests of depositor or medium and minor shareholders; and</p> <p>(6) the employment of external auditor, etc.</p>	<p>Article 188 Article 174 Independent directors may express objective and impartial independent opinions on the matters discussed <u>deliberated</u> on the <u>shareholders' general meetings or</u> the Board of Directors, and independent directors shall be particularly concerned about the following issues when expressing their opinions <u>independent opinions shall be particularly issued on following issues to the shareholders' general meetings or the Board of Directors:</u></p> <p>(1) the associated/connected transactions that shall be submitted to the Board of Directors or the shareholders' general meeting for deliberation in accordance with laws, administrative regulations, departmental rules, the provisions of the securities regulatory authority of the place where the shares of the Company are listed, the Articles of Association and other internal systems of the Company;</p> <p><u>(2) Nomination, engagement and dismissal of directors, and appointment and dismissal of the senior management;</u></p> <p><u>(3) Remuneration of directors and the senior management;</u></p> <p>(4) (2) profit distribution programmes;</p> <p>(3) engagement and dismissal of senior management personnel;</p> <p>(4) matters that may result in significant losses to the Company;</p>

Before the Amendment	After the Amendment
	<p>(5) matters that may harm the interests of depositor or medium and minor shareholders; and</p> <p>(6) the employment of external auditor, etc.</p> <p><u>(5) engagement or dismissal of an accounting firm providing regular legal audits on the financial reports of the Company;</u></p> <p><u>(6) other matters that may have important impacts on the legitimate rights and interests of the Company, medium and minor shareholders, financial consumers or medium and minor shareholders;</u></p> <p><u>(7) matters that may result in significant losses to the Company;</u></p> <p><u>(8) Other matters stipulated in laws, administrative regulations, departmental rules, the provisions of the securities regulatory authority of the place where the shares of the Company are listed, and the Articles of Association.</u></p> <p><u>Independent directors shall express one of the following categories of opinions on the abovementioned matters: consent; reserved opinions and the reasons; objections and the reasons; inability to issue opinions and the obstacles.</u></p>
<p>Article 175 In addition to the fulfilment of above-mentioned responsibilities, independent directors shall also form an independent opinion on the following matters to the Board of Directors or the shareholders' general meeting:</p> <p>(1) nomination, engagement and removal of directors;</p> <p>(2) engagement or dismissal of senior management personnel;</p> <p>(3) remuneration of directors, and senior management personnel of the Company;</p>	<p>(Delete)</p>

Before the Amendment	After the Amendment
<p>(4) existing or new associated/connected transactions of shareholders, actual controllers and other associated enterprises of the Company that shall be submitted to the Board of Directors for deliberation in accordance with laws, administrative regulations, departmental rules, the provisions of the securities regulatory authority of the place where the shares of the Company are listed, the Articles of Association and other internal rules of the Company and whether the Company is taking effective measures to recover arrears;</p> <p>(5) matters considered by independent directors that could possibly harm the interests of medium and minor shareholders; and</p> <p>(6) other matters stipulated by laws, administrative regulations, departmental rules, the provisions of the securities regulatory authority of the place where the shares of the Company are listed, and the Articles of Association.</p> <p>Independent directors shall express one of the following categories of opinions on the abovementioned matters: consent; reserved opinions and the reasons; objections and the reasons; inability to issue opinions and the obstacles. If relevant matters are required to be disclosed, the Company shall announce the opinions of independent directors, where the opinions of independent directors differs and an agreement cannot be reached, the Board of Directors shall separately disclose the opinions of each independent director.</p>	

Before the Amendment	After the Amendment
<p>Article 177 In order to ensure the effective functioning of independent directors, the Company shall provide the necessary conditions for independent directors:</p> <p>(1) the Company shall ensure that the independent directors are entitled to the same right of information as other directors;</p> <p>.....</p>	<p>Article 190 Article 177 In order to ensure the effective functioning of independent directors, the Company shall provide the necessary conditions for independent directors:</p> <p>(1) the Company shall ensure that the independent directors are entitled to the same right of information as other directors, <u>and promptly and completely provide necessary information for the independent directors to participate in the decision-making;</u></p> <p>.....</p>
<p>Article 179 The Board of Directors consists of eleven (11) to fifteen (15) directors, including 1 chairman of Board of Directors and one (1) vice chairman of Board of Directors, and the number of independent director shall be not less than one third (1/3) of all directors.</p>	<p>Article 192 Article 179 The Board of Directors consists of eleven (11) to fifteen (15) directors, including 1 chairman of Board of Directors and one (1) vice chairman of Board of Directors, and the number of <u>including three (3) executive directors and eight (8) non-executive directors (including</u> independent director.</p> <p><u>In addition to directors, executive directors also serve as the senior management; non-executive directors don't serve as other positions than directors or the senior management.</u></p> <p><u>The Board of Directors shall have no less than four independent directors, no less than one independent director stationed in Hong Kong, China, and the total number of independent directors</u> shall be no less than one third (1/3) of <u>the total members</u> of the Board of Directors.</p>

Before the Amendment	After the Amendment
<p>Article 180 The Board of Directors shall exercise the following functions and powers:</p> <p>(1) convene the shareholders’ general meeting and to report to the shareholders’ general meeting;</p> <p>(2) implement the resolutions of the shareholders’ general meeting;</p> <p>(3) decide the development plan of the Company and formulate business development strategy of the Company and supervise the implementation of the strategy;</p> <p>(4) decide the operation plan, investment plan, and major assets disposal plan of the Company;</p> <p>(5) formulate the risk tolerance level, risk management and internal control policies of the Company;</p> <p>(6) formulate the annual financial budget plan and final account plan of the Company;</p> <p>(7) formulate the profit distribution plan and loss make-up plan of the Company;</p> <p>(8) formulate the plans for the increase or decrease of the registered capitals, the issuance of bonds or other securities and the listing of the Company;</p> <p>(9) formulate capital plan and bear the ultimate responsibility of capital management;</p>	<p>Article 193 Article 180 The Board of Directors shall exercise the following functions and powers:</p> <p>(1) convene the shareholders’ general meeting and to report to the shareholders’ general meeting;</p> <p>(2) implement the resolutions of the shareholders’ general meeting; <u>deliberate and approve the external investment, asset acquisition, asset disposal and cancellation, asset mortgage, related party/connected transaction and data governance of the Company within the scope authorized by the shareholders’ general meeting of the Company in accordance with laws, regulations and regulatory requirements;</u></p> <p>(3) decide the development plan of the Company and formulate business development strategy of the Company and supervise the implementation of the strategy;</p> <p><u>(3)-(4) decide the operation plan, investment plan, and major assets disposal plan of the Company, formulate scientific, reasonable and stable development strategy of the Company and supervise the implementation thereof, determine the market positioning and development objective, and reflect the differentiation and specialization;</u></p> <p><u>(4)-(5) formulate the risk tolerance level, risk management and internal control policies of the Company, and bear the ultimate liability for the comprehensive risk management;</u></p>

Before the Amendment	After the Amendment
<p>(10) make the plans for major acquisitions of the Company, the acquisitions of the stock of the Company or merger, division, dissolution and form change of the Company;</p> <p>(11) regularly evaluate and improve the Company's corporate governance;</p> <p>(12) within the authorised range of the shareholders' general meeting, decide the Company's external investment, acquisition and selling of assets, pledged assets, external guarantee matters, associated/connected transactions, external donations and other matters;</p> <p>(13) determine arrangement plans for the Company's internal management agencies, branches and capacity, and the number of management personnel;</p> <p>(14) according to the nomination of the chairman of Board of Directors, engage or dismiss the president and secretary of the Board of the Company; upon the nomination of the president, engage or dismiss the vice president, assistant president, financial director and other senior management personnel;</p> <p>(15) decide the remuneration matters and disciplinary matters of senior management personnel and supervise and ensure that senior management effectively fulfil management responsibilities;</p> <p>(16) formulate the basic management system, validate work rules for the president;</p>	<p><u>(5) continue to focus on the internal control of the Company, formulate good internal control culture and carry out regular research and evaluation on the robustness, rationality and effectiveness of the internal control;</u></p> <p><u>(6) bear ultimate liability for the establishment, operation and maintenance of the internal audit system, and the independence and effectiveness of internal audit;</u></p> <p>(67) formulate the annual financial budget plan and final account plan of the Company;</p> <p>(78) formulate the profit distribution plan and loss make-up plan of the Company;</p> <p>(89) formulate the plans for the increase or decrease of the registered capitals, the issuance of bonds or other securities and the listing of the Company;</p> <p>(910) formulate capital plan and bear the ultimate responsibility of capital management;</p> <p>(+011) make <u>formulate</u> the plans for major acquisitions of the Company, the acquisitions of the stock <u>shares</u> of the Company or merger, division, dissolution and form change of the Company;</p> <p>(+112) regularly evaluate and improve the Company's corporate governance, <u>and protect the legitimate rights and interests of financial consumers and other stakeholders;</u></p>

Before the Amendment	After the Amendment
<p>(17) formulate the amendment plan for the Articles of Association;</p> <p>(18) manage the information disclosure matters of the Company and bear the ultimate liability of authenticity, accuracy, completeness and promptness of the Company's accounting and financial report;</p> <p>(19) propose on the engagement or replacement of the accounting firm that audits the Company to the shareholders' general meeting;</p> <p>(20) establish the mechanism of the identification, investigation and management of the conflict of interests between the Company and shareholders, especially major shareholders;</p> <p>(21) listen to the work report of the president of the Company and check the work of the president;</p> <p>(22) protect the legitimate rights and interests of depositors and other stakeholders;</p> <p>(23) verify the Company's compliance with the Corporate Governance Code specified in Listing Rules of Hong Kong Stock Exchange and the information disclosed in the Corporate Governance Report; and</p>	<p>(12) within the authorised range of the shareholders' general meeting, decide the Company's external investment, acquisition and selling of assets, pledged assets, external guarantee matters, associated/connected transactions, external donations and other matters;</p> <p>(13) determine arrangement plans for the Company's internal management agencies; branches and capacity, and the number of management personnel;</p> <p>(14) according to the nomination of the chairman of Board of Directors, engage or dismiss the president and secretary of the Board of the Company; upon the nomination of the president, engage or dismiss the vice president, assistant president, financial director and other senior management personnel;</p> <p>(15) <u>establish and implement the responsibility performance accountability system of the senior management, supervise the effective performance of responsibilities by the senior management,</u> decide the remuneration matters and disciplinary matters of senior management personnel and supervise and ensure that senior management effectively fulfil management responsibilities <u>specify the specific way for accountability of malfunction and improper performance of responsibilities;</u></p>

Before the Amendment	After the Amendment
<p>(24) in charge of determining green credit development strategies, examining and approving the green credit objectives determined and the green credit reports submitted by senior management, and supervising and appraising the Company's implementation of green credit development strategies; and</p> <p>(25) other functions and powers conferred by laws, administrative regulations, departmental rules or the Articles of Association.</p>	<p>(16) formulate the basic management system, validate work rules for the president, <u>listen to the work reports by the president of the Company, and inspect the work of the president;</u></p> <p>(17) formulate the amendment plan for the Articles of Association;</p> <p>(18) manage the information disclosure matters of the Company and bear the ultimate liability of authenticity, accuracy, completeness and promptness of the Company's accounting and financial report;</p> <p>(19) propose on the engagement or replacement of the accounting firm that audits the Company to the shareholders' general meeting;</p> <p>(20) establish the mechanism of the identification, investigation and management of the conflict of interests between the Company and shareholders, especially major shareholders;</p> <p>(21) listen to the work report of the president of the Company and check the work of the president;</p> <p>(22) protect the legitimate rights and interests of depositors and other stakeholders;</p> <p>(23) verify the Company's compliance with the Corporate Governance Code specified in Listing Rules of Hong Kong Stock Exchange and the information disclosed in the Corporate Governance Report; and</p>

Before the Amendment	After the Amendment
	<p><u>(17) formulate the amendment plan for the Articles of Association, formulate the rules of procedures of the shareholders' general meetings and the Board of Directors, and deliberate and approve the working rules of the Special Committee of the Board of Directors;</u></p> <p><u>(18) propose the appointment or dismissal of an accounting firm which will provide regular and legal audits on the financial reports of the Company to the shareholders' general meeting;</u></p> <p><u>(19) (24) in charge of determining green credit development strategies, examining and approving the green credit objectives determined and the green credit reports submitted by senior management, and supervising and appraising the Company's implementation of green credit development strategies; and</u></p> <p><u>(20) establish the mechanism of the identification, investigation and management of the conflict of interests between the Company and shareholders, especially major shareholders; bear the ultimate liability for the management of shareholders' affairs;</u></p> <p><u>(21) verify the Company's compliance with the Corporate Governance Code specified in Listing Rules of Hong Kong Stock Exchange and the information disclosed in the Corporate Governance Report;</u></p>

Before the Amendment	After the Amendment
	<p><u>(22) in charge of the information disclosure matters of the Company and bear the ultimate liability of authenticity, accuracy, completeness and promptness of the Company’s accounting and financial report;</u></p> <p>(23)–(25) other functions and powers conferred by laws, administrative regulations, departmental rules or the Articles of Association.</p> <p><u>The powers and functions of the Board of Directors shall be collectively exercised by the Board of Directors. The powers and functions of the Board of Directors stipulated in the Company Law shall not be authorized to be exercised by the chairman of Board of Directors, directors, other institutions or individuals in principle. When necessary, some specific decision-making matters shall be authorized with resolutions of the Board of Directors in accordance with the law. One authorization shall be respectively given to one matter. It is prohibited to authorize the functions and powers of the Board of Directors generally or permanently to other institutions or individuals.</u></p>
<p>Article 183 The Board of Directors shall regularly or irregularly report work to the Board of Supervisors, to accept the supervision from the Board of Supervisors.</p>	<p>(Delete)</p>
<p>Article 184 The Board of Directors lifting duties of the president within the engagement period shall promptly inform the Board of Supervisors and make a written statement to the Board of Supervisors.</p>	<p>(Delete)</p>
<p>Article 188 The regular board meeting shall be convened at least at quarterly intervals, convened by the chairman of Board of Directors, and noticed all directors and supervisors in a written form before fourteen (14) days prior to the meeting.</p>	<p>Article 198 Article 188 The board <u>meetings can be divided into regular meetings and extraordinary meetings. The regular board meeting</u> shall be convened at least at quarterly intervals <u>four times per year</u>, convened by the chairman of Board of Directors, and noticed all directors and supervisors in a written form before fourteen (14) days prior to the meeting.</p>

Before the Amendment	After the Amendment
<p>Article 190 Upon any of the following circumstances, the chairman of Board of Directors convenes and presides over an interim board meeting within 10 days after receiving the proposal:</p> <p>(1) proposed by shareholders representing more than one tenth (1/10) of the voting rights;</p> <p>(2) proposed by more than one third (1/3) of directors;</p> <p>(3) proposed by the Board of Supervisors;</p> <p>(4) the chairman of Board of Directors considers necessary;</p> <p>(5) proposed by more than half (1/2) of independent directors;</p> <p>(6) proposed by the president;</p> <p>(7) the regulatory department requires to hold the meeting; and</p> <p>(8) other circumstances stipulated in the Articles of Association.</p>	<p>Article 200 Article 190 Upon any of the following circumstances, the chairman of Board of Directors convenes and presides over an interim board meeting within 10 days after receiving the proposal:</p> <p>(1) proposed by shareholders representing more than one tenth (1/10) of the voting rights;</p> <p>(2) proposed by more than one third (1/3) of directors;</p> <p>(3) proposed by the Board of Supervisors;</p> <p>(4) the chairman of Board of Directors considers necessary;</p> <p>(5) proposed by more than half (1/2) of two independent directors;</p> <p>(6) proposed by the president;</p> <p>(6) (7) the regulatory department requires to hold the meeting; and</p> <p>(7) (8) other circumstances stipulated in the Articles of Association.</p>
<p>Article 191 The ways of notice for an interim board meeting are: issue the notice to each director in the form of fax, express mail, hand delivery, or e-mail; the notice period is: three (3) working days before the meeting. Where the interim board meeting is needed to be held as soon as possible under emergency situation, the meeting notice may be issued by telephone or other oral ways, but the convener shall give an explanation at the meeting.</p>	<p>Article 201 Article 191 The ways of notice for an interim board meeting are: issue the notice to each director in the form of fax, express mail, hand delivery, or e-mail or other electronic media; the notice period is: three (3) working days before the meeting. Where the interim board meeting is needed to be held as soon as possible under emergency situation, the meeting notice may be issued by telephone or other oral ways, but the convener shall give an explanation at the meeting.</p>

Before the Amendment	After the Amendment
<p>Article 192 The meeting notice of the board meeting includes the following:</p> <p>(1) the time and place of the meeting;</p> <p>(2) duration of the meeting;</p> <p>(3) the subject and issues; and</p> <p>(4) the date of the notice.</p>	<p>Article 202 Article 192 The meeting notice of the board meeting includes the following:</p> <p>(1) the time and place of the meeting;</p> <p>(2) duration of the meeting;</p> <p>(3) the subject and issues; and</p> <p>(4) the date of the notice.</p> <p><u>The banking and insurance regulatory authority of the State Council and its dispatched offices may dispatch staff to be present at the board meetings of the Company. The Company shall notify the banking and insurance regulatory authority of the State Council at least 3 working days before the board meeting is convened. If the aforesaid period cannot be satisfied under special circumstances, the Company shall forthwith notify the banking and insurance regulatory authority of the State Council and specify the reasons.</u></p>
<p>Article 193 The board meeting shall be held upon the attendance of more than half of directors. The resolutions of the Board of Directors must be passed upon the approval of more than half of all the directors, and the major investment, the major fixed asset disposal plans, capital supplement plans, major equity changes and financial restructuring and other major matters that shall be submitted to the Board of Directors for deliberation in Item (7), (8), (10), (14) and (17) in Article 180 of the Articles of Association and the provisions of the internal systems of the Company must be passed upon the approval of more than two thirds (2/3) of directors.</p>	<p>Article 203 Article 193 The board meeting shall be held upon the attendance of more than half of directors. The resolutions of the Board of Directors must be passed upon the approval of more than half of all the directors; and the major investment, the major fixed asset disposal plans, capital supplement plans, major equity changes and financial restructuring and other major matters that shall be submitted to the Board of Directors for deliberation in Item (7), (8), (10), (14) and (17) in Article 180 of the Articles of Association and the provisions of the internal systems of the Company must be passed upon the approval of more than two thirds (2/3) of directors.</p>

Before the Amendment	After the Amendment
<p>Article 195 The voting method for the resolution of the Board of Directors is to vote by disclosed ballot. Each director shall have one vote.</p> <p>Under the prerequisite to sufficiently ensure directors to express opinions and have the full conditions to understand the meeting subject and issues and other information, the interim board meeting may be held in a communication voting method and make resolutions, and signed by the attending directors.</p> <p>The profit distribution plans, major external investment, the major asset disposal plans, engagement and dismissal of senior management personnel, capital supplement plans, major equity changes and financial restructuring and other major matters that shall be submitted to the Board of Directors for deliberation in Item (7), (8), (10), (14) and (17) in Article 180 of the Articles of Association and the provisions of the internal systems of the Company shall not be voted in a communication way and shall be passed by the affirmative votes of more than two thirds (2/3) of directors in the Board of Directors.</p>	<p>Article 205 Article 195 The voting method for the resolution of the Board of Directors is to vote <u>may be voted at on-site meetings or via written signature. Each director shall have one vote at the board meeting, and vote by disclosed ballot.</u> Each director shall have one vote.</p> <p>Under the prerequisite to sufficiently ensure directors to express opinions and have the full conditions to understand the meeting subject and issues and other information, the interim board meeting may be held in a communication voting method and make resolutions, and signed by the attending directors.</p> <p>The profit distribution <u>plans, remuneration</u> plans, major external investment, the major asset disposal plans, engagement and dismissal of senior management personnel, capital supplement plans, major equity changes and financial restructuring and other major matters that shall be submitted to the Board of Directors for deliberation in Item (7), (8), (10), (14) <u>(13)</u> and (17) <u>(16)</u> in Article 180 <u>Article 193</u> of the Articles of Association and the provisions of the internal systems of the Company shall not be voted in a communication <u>written signature</u> way and shall be passed by the affirmative votes of more than two thirds (2/3) of directors in the Board of Directors.</p>

Before the Amendment	After the Amendment
<p>Article 196 The board meeting shall be attended by directors personally. Regular or interim board meeting may be held by telephone or similar communications equipment, as long as the participating directors can hear speech of other directors and make normal communication, all the participating directors shall be deemed to have personally attended the meeting. The director unable to attend can entrust another director to attend the meeting in a written form, the power of attorney shall clearly state the agent's name, ID number, the reason why the principal cannot attend, the agency matters, the scope and validity of authorization, the brief comments of the principal on each proposal, and the instructions of the principal on the voting intention for each proposal, and signed and sealed by the principal.</p> <p>The director who attends the meeting on behalf of another director shall exercise the rights of directors within the authority. The director not attending the board meeting and not entrusting a representative to attend the meeting shall be deemed to have waived the right to vote.</p> <p>Except as otherwise required by the Articles of Association of the Company and the Listing Rules of the Stock Exchange in which the shares are listed, the Board of Directors may accept a written motion to replace the board meeting, the draft of the motion shall be sent to each director by specially-assigned persons, post, telegram or fax, if the Board of Directors has distributed the motion to all directors, after the number of directors signing to consent has reached the quorum for making a decision, and the motion is sent to the Board Secretary by the above-mentioned ways, the motion shall be the resolution of the Board of Directors, and the board meeting is not needed to be convened.</p>	<p>Article 206 Article 196 The board meeting shall be attended by directors personally. Regular or interim Board meeting may be held by telephone or similar communications equipment, as long as the participating directors can hear speech of other directors and make normal communication <u>attend the meeting via telephone or video and fully express their opinions and suggestions</u>, all the participating directors shall be deemed to have personally attended the meeting. The director unable to attend can entrust another director to attend the meeting in a written form, the power of attorney shall clearly state the agent's name, ID number, the reason why the principal cannot attend, the agency matters, the scope and validity of authorization, the brief comments of the principal on each proposal, and the instructions of the principal on the voting intention for each proposal, and signed and sealed by the principal.</p> <p>The director who attends the meeting on behalf of another director shall exercise the rights of directors within the authority. The director not attending the board meeting and not entrusting a representative to attend the meeting shall be deemed to have waived the right to vote.</p> <p>Except as otherwise required by the Articles of Association of the Company and the Listing Rules of the Stock Exchange in which the shares are listed, the Board of Directors may accept a written motion to replace the board meeting, the draft of the motion shall be sent to each director by specially-assigned persons, post, telegram or fax, if the Board of Directors has distributed the motion to all directors, after the number of directors signing to consent has reached the quorum for making a decision, and the motion is sent to the Board Secretary by the above-mentioned ways, the motion shall be the resolution of the Board of Directors, and the board meeting is not needed to be convened.</p>

Before the Amendment	After the Amendment
<p>Article 197 The Board of Directors shall make meeting minutes for all decisions of matters discussed at the meeting, and the attending directors and the recorder shall sign on the meeting minutes. The attending directors shall have the rights to require making explanatory notes on their speech at the meeting.</p>	<p><u>Article 207</u> Article 197 The Board of Directors shall make meeting minutes for all decisions of matters discussed at the <u>on-site</u> meeting, and the attending directors and the recorder shall sign on the meeting minutes. <u>The attending directors with different opinions on the meeting minutes may have the rights to require making</u> make additional remarks explanatory notes on their speech at the meeting <u>when affixing signatures. The Company shall record the situations of the on-site board meetings in the audio and video form. The meeting minutes shall be permanently kept.</u></p> <p><u>The Company shall promptly submit the minutes and resolutions of the board meetings to the banking and insurance regulatory authority of the State Council.</u></p>
<p>Article 199 The office of Board of Directors is a working body established by the Board of Directors of the Company and is mainly responsible for the preparation and information disclosure of the shareholders' general meeting, the board meeting, and the meetings of the special committees of the Board of Directors, and other daily affairs of the Board of Directors and the special committees of the Board of Directors.</p>	<p><u>Article 209</u> Article 199 The office of Board of Directors is a working body established by the Board of Directors of the Company, <u>with 1(one) office chief set up</u> and is mainly responsible for the preparation and information disclosure of the shareholders' general meeting, the board meeting, and the meetings of the special committees of the Board of Directors, and other daily affairs of the Board of Directors and the special committees of the Board of Directors.</p>
<p>(New Section)</p>	<p><u>Article 210</u> <u>The Company shall forthwith report the governance regulation and evaluation results and regulatory opinions issued by the banking and insurance regulatory authority of the State Council and its dispatched offices, as well as the rectifications of the Company to directors, the Board of Directors, supervisors and the Board of Supervisors, and make prompt rectifications according to the regulatory requirements.</u></p>

Before the Amendment	After the Amendment
<p>Article 200 The Board of Directors shall have 1 chairman of Board of Directors and 1 vice chairman of Board of Directors. The chairman of Board of Directors and vice chairman of Board of Directors shall be elected by more than half of all the directors on the board meeting, and have a term of office for three (3) years and may be re-elected.</p>	<p>Article 200 Article 211 Article 200 The Board of Directors shall have 1 chairman of Board of Directors and 1 vice chairman of Board of Directors. The chairman of Board of Directors and vice chairman of Board of Directors shall be elected by more than half of all the directors on the board meeting, and have a term of office for three (3) years and may be re-elected.</p>
<p>Article 202 The chairman of the Board of Directors shall exercise the following functions and powers:</p> <p>(1) preside over the shareholders' general meeting and convene and preside over board meetings;</p> <p>(2) supervise and inspect the implementation of resolutions of board meetings;</p> <p>(3) sign the corporate bonds and other negotiable securities;</p> <p>(4) propose the president candidate and the board secretary of the Company to the Board of Directors and other candidates that shall be engaged or dismissed by the Board of Directors proposed by the chairman of Board of Directors;</p> <p>(5) propose member candidates of the special committees of the Board of Directors;</p> <p>(6) sign important documents of the Board of Directors and other documents that shall be signed by the legal representative of the Company;</p> <p>(7) in emergency situations such as natural disasters and other force majeure, exercise the special handling right on the affairs of the Company in compliance with the law and the interests of the Company, and report to the Board of Directors or shareholders' general meeting afterwards;</p>	<p>Article 213 Article 202 The chairman of the Board of Directors <u>leads the Company to strengthen the development of the Board of Directors, and enhance the operation quality and efficiency of the Board of Directors.</u> <u>In addition to general responsibilities as a director, the chairman shall also fulfill other responsibilities in accordance with laws, regulations, regulatory requirements and the Articles of Association,</u> and exercise the following functions and powers:</p> <p>(1) preside over the shareholders' general meeting and convene and preside over board meetings;</p> <p>(2) supervise and inspect the implementation of resolutions of board meetings;</p> <p>(3) sign the corporate bonds and other negotiable securities;</p> <p>(4) propose the president candidate and the board secretary of the Company to the Board of Directors and other candidates that shall be engaged or dismissed by the Board of Directors proposed by the chairman of Board of Directors;</p> <p>(5) propose member candidates of the special committees of the Board of Directors;</p> <p>(6) sign important documents of the Board of Directors and other documents that shall be signed by the legal representative of the Company;</p>

Before the Amendment	After the Amendment
<p>(8) exercise the functions and powers of the Company’s legal representative; and</p> <p>(9) other matters authorised by the Board of Directors.</p>	<p>(7) in emergency situations such as natural disasters and other force majeure, exercise the special handling right on the affairs of the Company in compliance with the law and the interests of the Company, and report to the Board of Directors or shareholders’ general meeting afterwards;</p> <p>(8) exercise the functions and powers of the Company’s legal representative; and</p> <p>(9) other matters authorised by the Board of Directors.</p>
<p>Article 205 In order to fully perform duties, the Board of Directors sets up the Board Nomination and Remuneration Evaluation Committee, Board Risk Management and Related Transaction Control Committee, Board Development Strategy Committee, Board Audit Committee and Board Consumer Rights and Interests Protection Committee,, may also set up other special committees as needed. The special committees of the Board of Directors are responsible for the Board of Directors, the members are nominated by the chairman of Board of Directors and elected by the Board of Directors, and the number of people is not less than three (3). According to the actual circumstances, the Board of Directors may decide the merge and establishment of the relevant committees. The term of office of committees is the same as the Board of Directors, and members may, if re-elected upon expiration of the term of office, serve consecutive terms.</p>	<p><u>Article 216</u> Article 205 In order to fully perform duties, the Board of Directors sets up the Board Nomination and Remuneration Evaluation Committee, Board Risk Management and Related Transaction Control Committee, Board Development Strategy Committee, Board Audit Committee and Board Consumer Rights and Interests Protection Committee, may also set up other special committees as needed <u>according to laws, regulations, regulatory requirements and the needs of the Company. The Board of Directors may decide the merge and establishment of relevant committees according to the actual circumstances.</u></p> <p>The special committees of the Board of Directors are responsible for the Board of Directors. <u>The special committees of the Board of Directors shall be composed of directors with professional knowledge or working experience matching the responsibilities of the special committees.</u> The members are nominated by the chairman of Board of Directors and elected by the Board of Directors, and the number of people is not less than three (3). According to the actual circumstances, the Board of Directors may decide the merge and establishment of the relevant committees. The term of office of committees is the same as the Board of Directors, and members may, if re-elected upon expiration of the term of office, serve consecutive terms.</p>

Before the Amendment	After the Amendment
<p>The chiefs of Board Risk Management and Related Transaction Control Committee, Board Nomination and Remuneration Evaluation Committee and Board Audit Committee are undertaken by independent directors. Independent directors occupy the majority of Board Risk Management and Related Transaction Control Committee, Board Nomination and Remuneration Evaluation Committee and Board Audit Committee. The directors nominated by controlling shareholders shall not be the members of Board Risk Management and Related Transaction Control Committee, Board Nomination and Remuneration Evaluation Committee. The special committees of the Board of Directors shall each have one (1) secretary, responsible for the daily work contact of committees and the meeting preparation of committees.</p> <p>Members of the Audit Committee of the Board of Directors shall have professional knowledge and work experience in such areas as finance, audit and accounting. Members of the Risk Management and Related Transactions Control Committee of the Board of Directors shall have the experience of making judgment and management to all kinds of risks.</p>	<p>The chiefs chairman of Board Risk Management and Related Transaction Control Committee, Board Nomination and Remuneration Evaluation Committee and Board Audit Committee are undertaken by independent directors. <u>The chairmen of the Board Risk Management and Related Transaction Control Committee and Board Audit Committee shall work for no less than 20 working days per year for the Company.</u></p> <p><u>In principle, independent directors shall account for no less than 1/3 in the Board Risk Management and Related Transaction Control Committee,</u> and occupy the majority of Board Nomination and Remuneration Evaluation Committee and Board Audit Committee. The directors nominated by controlling shareholders shall not be the members of Board Risk Management and Related Transaction Control Committee, Board Nomination and Remuneration Evaluation Committee. The special committees of the Board of Directors shall each have one (1) secretary, responsible for the daily work contact of committees and the meeting preparation of committees.</p> <p>Members of the Audit Committee of the Board of Directors shall have professional knowledge and work experience in such areas as finance, audit, and accounting or law. Members of the Risk Management and Related Transactions Control Committee of the Board of Directors shall have the experience of making judgment and management to all kinds of risks.</p> <p><u>The special committees of the Board of Directors shall each have one (1) secretary, responsible for the daily work contact of committees and the meeting preparation of committees.</u></p>

Before the Amendment	After the Amendment
<p>Article 206 The Board Nomination and Remuneration Evaluation Committee are primarily responsible for:</p> <p>(1) formulating the conditions of service, criteria and selection procedures for directors and senior management personnel;</p> <p>(2) performing preliminary assessment on the service qualifications and conditions of directors and senior management personnel, and make recommendations to the Board of Directors;</p> <p>(3) putting forward qualified candidates of independent directors to the Board of Directors;</p> <p>(4) formulating, implementing remuneration and incentive measures and schemes of senior management personnel of the Company;</p> <p>(5) developing performance review standards of the Company's senior management personnel, and report assessment results to the Board of Directors;</p> <p>(6) checking and deciding the amount of annual incentive salaries distributed to the Company's senior management personnel, operating and management personnel and employees; and</p> <p>(7) other matters authorised by the Board of Directors.</p>	<p>Article 217 Article 206 The Board Nomination and Remuneration Evaluation Committee are primarily responsible for:</p> <p>(1) formulating the conditions of service, criteria and selection procedures for directors and senior management personnel, <u>and putting forward suggestions to the Board of Directors;</u></p> <p>(2) performing preliminary assessment on the service qualifications and conditions of directors and senior management personnel, and make recommendations to the Board of Directors;</p> <p>(3) putting forward qualified candidates of independent directors to the Board of Directors;</p> <p>(4) formulating, implementing remuneration and incentive measures and schemes of <u>directors</u> and senior management personnel of the Company, <u>and putting forward suggestions to the Board of Directors;</u></p> <p>(5) developing performance review standards of the Company's senior management personnel, and report assessment results to the Board of Directors;</p> <p>(6) checking and deciding the amount of annual incentive salaries distributed to the Company's senior management personnel, operating and management personnel and employees; and</p>

Before the Amendment	After the Amendment
	<p data-bbox="810 187 1471 410"><u>(7) reviewing and approving the compensation paid to the executive directors and the senior management for their loss or termination of duties or entrustment, and raising suggestions to the Board of Directors;</u></p> <p data-bbox="810 449 1471 634"><u>(8) reviewing and approving the compensation paid due to the dismissal of relevant directors due to their improper acts, and raising suggestions to the Board of Directors;</u></p> <p data-bbox="810 672 1471 857"><u>(9) (7) other matters authorised by relevant laws, administrative regulations, departmental rules, the securities regulatory authority in the place of listing of the shares of the Company and</u> the Board of Directors.</p> <p data-bbox="810 895 1471 1081"><u>The Board Nomination and Remuneration Evaluation Committee shall exercise the right of nomination of directors in an independent and prudent manner without being affected by shareholders.</u></p>

Before the Amendment	After the Amendment
<p>Article 207 Board Risk Management and Related Transaction Control Committee are primarily responsible for:</p> <p>(1) supervising the risk control in terms of the credit, market, and operations of the Company’s senior management personnel;</p> <p>(2) making regular assessment of the risk status of the Company;</p> <p>(3) reviewing the asset and liability management policies of the Company;</p> <p>(4) putting forward a sound advice on risk management and internal control;</p> <p>(5) collecting, compiling lists and information of related parties of the Company;</p> <p>(6) inspecting and supervising the control of the Company’s related party transactions, and the implementation of related party transactions control system by the Company’s directors, senior management personnel, the related parties, and report to the Board of Directors;</p> <p>(7) approving or making preliminary review on matters that shall be approved or preliminary reviewed by Board Risk Management and Related Transaction Control Committee in accordance with the Articles of Association and other internal rules of the Company, keeping records of the relevant matters, and submitting to the Board of Directors for approval as required; and</p> <p>(8) other matters authorised by the Board of Directors.</p>	<p>Article 218 Article 207 Board Risk Management and Related Transaction Control Committee are primarily responsible for:</p> <p>(1) supervising the risk control in terms of the credit, market, and operations of the Company’s senior management personnel;</p> <p>(2) making regular assessment of the risk status of the Company;</p> <p>(3) reviewing the asset and liability management policies of the Company;</p> <p>(3) (4) putting forward a sound advice on risk management and internal control;</p> <p>(4) (5) collecting, compiling lists and information of related parties of the Company;</p> <p>(5) (6) inspecting and supervising the control of the Company’s related party transactions, and the implementation of related party transactions control system by the Company’s directors, senior management personnel, the related parties, and report to the Board of Directors;</p> <p>(6) (7) approving or making preliminary review on matters that shall be approved or preliminary reviewed by Board Risk Management and Related Transaction Control Committee in accordance with the Articles of Association and other internal rules of the Company, keeping records of the relevant matters, and submitting to the Board of Directors for approval as required; and</p> <p>(7) (8) other matters authorised by the Board of Directors.</p>

Before the Amendment	After the Amendment
<p>Article 211 The Board of Directors formulates the rules of procedure and working duties of all committees, and all committees formulate the annual working plan and regularly hold meetings.</p>	<p><u>Article 222</u> Article 211 The Board of Directors formulates the rules of procedure and working duties <u>procedures</u> of all the <u>special</u> committees, and all the <u>special</u> committees formulate the annual working plan and regularly hold meetings.</p>
<p>Article 217 The primary duties of the board secretary are:</p> <p>(1) ensuring that the Company has complete organizational documents and records;</p> <p>.....</p> <p>(6) responsible for drafting board documents and related rules and regulations;</p> <p>(7) responsible for information disclosure of the Company, and taking effective measures to ensure that the information disclosure is timely, accurate, legitimate, true and complete;</p> <p>.....</p>	<p><u>Article 228</u> Article 217 The primary duties of the board secretary are:</p> <p>(1) ensuring that the Company has complete organizational documents and records;</p> <p>.....</p> <p>(6) responsible for drafting board documents and related rules and regulations;</p> <p>(7) responsible for <u>organizing and coordinating</u> information disclosure of the Company, and taking effective measures to ensure that the information disclosure is timely, accurate, legitimate, true and complete;</p> <p>.....</p>
<p>Article 219 The board secretary could concurrently serve as the chief of the office of Board of Directors, responsible for the work of the office of Board of Directors and the daily management work of each committee secretary.</p>	<p><u>Article 230</u> Article 219 The board secretary could concurrently serve as the chief of the office of Board of Directors, responsible for the work of the office of Board of Directors and the daily management work of each committee secretary.</p>
<p>(New Section)</p>	<p><u>Article 232</u> The senior management shall be accountable to the Board of Directors, and accept the supervision by the Board of Supervisors. They shall report the Company's operation and management situations in a prompt, accurate and complete manner and provide relevant materials as required by the Board of Directors and the Board of Supervisors.</p>

Before the Amendment	After the Amendment
<p>Article 221 The Company shall have one (1) president, nominated by the chairman of Board of Directors, and appointed or dismissed by the Board of Directors.</p> <p>The Company shall have a number of vice presidents, nominated by the president, appointed or dismissed by the Board of Directors.</p> <p>The president, vice president, assistant to the president, financial officer, board secretary and other persons determined by the Board of Directors are the senior management personnel of the Company.</p> <p>The service qualifications of senior management personnel should be reported to the banking and insurance regulatory authority of the State Council for approval.</p>	<p><u>Article 233</u>Article 221 The Company shall have one (1) president, nominated by the chairman of Board of Directors, and appointed or dismissed by the Board of Directors. <u>The chairman of the Board of Directors shall not serve concurrently as the president.</u></p> <p>The Company shall have a number of vice presidents, nominated by the president, appointed or dismissed by the Board of Directors.</p> <p>The president, vice president, assistant to the president, financial officer, board secretary and other persons determined by the Board of Directors are the senior management personnel of the Company.</p> <p><u>The Company shall have one (1) chief risk officer or appoint one (1) senior management personnel as the person in charge of risks, nominated by the president, and appointed or dismissed by the Board of Directors. The chief risk officer or person in charge of risks shall maintain sufficient independence, and shall not concurrently take charge of any work having interest conflicts with risk management.</u></p> <p>The service qualifications of senior management personnel should be reported to the banking and insurance regulatory authority of the State Council for approval.</p>

Before the Amendment	After the Amendment
<p>Article 222 The faithful obligations stipulated in the Article 155 and the diligence obligations stipulated in the Item (4), (6), (9) of Article 156 of the Articles of Association shall also apply to senior management personnel.</p>	<p><u>Article 234</u> Article 222 <u>The senior management personnel shall abide by laws, regulations, regulatory requirements and the Articles of Association, have good professional virtues, follow high-standard code of professional ethics, bear faithful and diligence obligations to the Company, perform duties in a faithful, diligent and prudent manner, guarantee sufficient time and energy for performance of duties, and shall not be remiss in performance of duties or go beyond the scope of authority.</u></p> <p>The faithful obligations stipulated in the Article 155 <u>Article 166</u> and the diligence obligations stipulated in the Item (4), (6), (9), <u>(14)</u> of Article 156 <u>Article 167</u> of the Articles of Association shall also apply to senior management personnel.</p>
<p>Article 223 The persons who assume the office of other positions except for directors in the companies of the Company's controlling shareholders and actual controllers shall not serve as the senior management personnel of the Company.</p>	<p>(Delete)</p>
<p>(New Section)</p>	<p><u>Article 235 Large shareholders, controlling shareholders and actual controllers of the Company and staff of the enterprise group shall not concurrently serve as the senior management personnel of the Company in principle.</u></p>

Before the Amendment	After the Amendment
<p>Article 226 The senior management personnel should establish a system to report the information to the Board of Directors and its special committees and Board of Supervisors and its special committees, to promptly, accurately and completely report the signing and implementation of material contracts of the Company, and the use of funds, financial status, risk condition, operation performance, business prospects, as well as material litigation, and guarantee matters and clarify the category, content, time and manner of the reporting information in order to ensure the directors and supervisors can acquire all kinds of information timely and accurately. The president must ensure the authenticity of the reports.</p> <p>When proposing decisions on wages, welfares, safety and labour protection and labour insurance, non-reappointment (or dismissal) of the employees of the Company and other issues involving the vital interests of employees, the president should listen to the views of the labour union in advance.</p>	<p>Article 238 Article 226 The senior management personnel should establish a system to report the information to the Board of Directors and its special committees and Board of Supervisors and its special committees, to promptly, accurately and completely report the signing and implementation of material contracts of the Company, and the use of funds, financial status, risk condition, operation performance, business prospects, as well as material litigation, and guarantee matters and clarify the category, content, time and manner of the reporting information in order to ensure the directors and supervisors can acquire all kinds of information timely and accurately. The president must ensure the authenticity of the reports.</p> <p>When proposing decisions on wages, welfares, safety and labour protection and labour insurance, non-reappointment (or dismissal) of the employees of the Company and other issues involving the vital interests of employees, the president should listen to the views of the labour union in advance.</p> <p><u>Senior management personnel shall carry out operation and management activities in accordance with the Article of Association and the authorization of the Board of Directors, and shall proactively implement the resolutions of the shareholders' general meeting and the Board of Directors. The operation and management activities conducted by the senior management personnel within the scope of authority shall not be improperly interfered in by shareholders and the Board of Directors.</u></p>

Before the Amendment	After the Amendment
<p>Article 231 The senior management of the Company should establish and improve the internal control mechanisms with internal rules and regulations, operational risk control system, credit approval system as the main contents based on the needs of the business activities of the Company.</p> <p>The president of the Company shall not be a member of the Credit Review Committee, but has the veto power on the credit decision passed by the Credit Review Committee.</p>	<p>(Delete)</p>
<p>Article 235 The supervisors are assumed by shareholder representatives, the staff representatives of the Company and the external supervisors elected by the shareholders' general meeting. The shareholder supervisors and external supervisors are elected, removed from office or replaced from the shareholders' general meeting; staff representatives assuming the office of supervisors are elected, removed from office or replaced by the staff representatives assembly, the general staff meeting or other forms of democratic elections.</p>	<p>Article 235 Article 246 The supervisors are assumed by shareholder representatives, the staff representatives of the Company and the external supervisors elected by the shareholders' general meeting. <u>The supervisors of the Company shall be natural persons.</u> The shareholder supervisors and external supervisors are elected, removed from office or replaced from the shareholders' general meeting; staff representatives assuming the office of <u>staff</u> supervisors are elected, removed from office or replaced by the staff representatives assembly, the general staff meeting or other forms of democratic elections. <u>The directors and senior management personnel shall not concurrently serve as supervisors.</u></p> <p><u>Supervisors should have expertise or work experience in law, accounting and other aspects. The personnel and structure of Board of Supervisors should be able to ensure the Board of Supervisors' independent and effective exercise of the supervision and inspection on directors and senior management personnel and the finance personnel of the Company.</u></p>

Before the Amendment	After the Amendment
<p>Article 236 The way and procedures for nomination of supervisions are as follows:</p> <p>(1) The shareholder supervisor candidates are nominated by the Board of Supervisor or the shareholders that individually or jointly hold more than three percent (3%) voting shares of the Company, external supervisor candidates are nominated by the Board of Supervisor or the shareholders that individually or jointly hold more than one percent (1%) voting shares of the Company, and staff supervisor candidates are nominated by the Board of Supervisor or the labour union of the Company;</p> <p>(2) The supervisor candidate shall make a written commitment before the shareholders' general meeting to accept the nomination, and undertake that the information provided are true and complete, and ensure that he/she will earnestly discharge his duties as a supervisor upon the appointment; and</p> <p>(3) A shareholder and its related parties shall not simultaneously nominate directors and supervisors to the shareholders' general meeting; if a supervisor (director) candidate nominated by one shareholder and its related parties has held the office as a supervisor (director), before the expiration of his/her term of office or replacement, the shareholder shall not nominate any director (supervisor) candidate.</p>	<p><u>Article 247</u> Article 236 The way and procedures <u>way and procedures for nomination, approval and election</u> of supervisions are as follows:</p> <p>(1) The shareholder supervisor candidates are nominated by the Board of Supervisor or the shareholders that individually or jointly hold more than three percent (3%) voting shares of the Company, external supervisor candidates are nominated by the Board of Supervisor or the shareholders that individually or jointly hold more than one percent (1%) voting shares of the Company, and staff supervisor candidates are nominated by the Board of Supervisor or <u>and</u> the labour union of the Company;</p> <p><u>(2) The Nomination Committee of Board of Supervisors shall conduct preliminary assessment on the qualifications of candidates of shareholder supervisors and external supervisors, and submit qualified candidates to the Board of Supervisors for deliberation; propose the candidates of supervisors to the shareholders' general meeting in the form of written proposal upon approval by the Board of Supervisors through deliberation;</u></p> <p><u>(3)</u> (2) The supervisor candidate shall make a written commitment before the shareholders' general meeting to accept the nomination, and undertake that the information provided are true and complete, and ensure that he/she will earnestly discharge his duties as a supervisor upon the appointment; and</p>

Before the Amendment	After the Amendment
<p>The number of supervisors nominated by the same shareholders and their related parties, in principle, shall not exceed one third (1/3) of the total number of members of the Board of Supervisors, and if exemption is needed due to special ownership structure, such application should be submitted to the banking and insurance regulatory authority of the State Council and explain the reasons.</p>	<p>(4) (3) A shareholder and its related parties shall not simultaneously nominate directors and supervisors to the shareholders' general meeting; if a supervisor (director) candidate nominated by one shareholder and its related parties has held the office as a supervisor (director), before the expiration of his/her term of office or replacement, the shareholder shall not nominate any director (supervisor) candidate;</p> <p>The number of supervisors nominated by the same shareholders and their related parties, in principle, shall not exceed one third (1/3) of the total number of members of the Board of Supervisors, and if exemption is needed due to special ownership structure, such application should be submitted to the banking and insurance regulatory authority of the State Council and explain the reasons;</p> <p><u>(5) The shareholders' general meeting shall vote for each candidate of director individually;</u></p> <p><u>(6) The temporary supplement of supervisors shall be proposed by the Nomination Committee of the Board of Supervisors or shareholders qualified for nomination and submitted to the Board of Supervisors for deliberation, and then elected or replaced at the shareholders' general meeting.</u></p>
<p>Article 237 Supervisors should have expertise or work experience in law, accounting and other aspects. The personnel and structure of Board of Supervisors should be able to ensure the Board of Supervisors' independent and effective exercise of the supervision and inspection on directors and senior management personnel and the finance personnel of the Company.</p> <p>The directors, president, and senior management personnel shall not concurrently serve as supervisors.</p>	<p>(Delete)</p>

Before the Amendment	After the Amendment
(New Section)	<p><u>Article 248 Supervisors shall perform following responsibilities or obligations:</u></p> <p><u>(1) attend board meetings, and inquire about or put forth proposals on resolutions adopted by the Board of Directors;</u></p> <p><u>(2) attend supervisor meetings on time, fully review the resolutions adopted by the Board of Supervisors, issue independent, professional and objective opinions, and make independent voting on the basis of prudent judgement;</u></p> <p><u>(3) bear liability for the resolutions adopted by the Board of Supervisors;</u></p> <p><u>(4) actively participate in trainings organized by the Company and the banking and insurance regulatory authority of the State Council and its dispatched offices, understand the rights and obligations of supervisors, be familiar with relevant laws and regulations, and grasp professional knowledge and capability required for the performance of duties;</u></p> <p><u>(5) bear the faithful and diligence obligations to the Company, fulfil the responsibilities in a diligent and prudent manner, and guarantee sufficient time and energy for performance of duties;</u></p> <p><u>(6) take illegitimate benefits by making use of the position, and not seize the properties of the Company;</u></p> <p><u>(7) actively participate in the supervision and inspection organized by the Board of Supervisors, conduct independent investigation and evidence collection, and put forward questions and supervision opinions realistically;</u></p> <p><u>(8) abide by laws, regulations, regulatory requirements and the Articles of Association.</u></p>

Before the Amendment	After the Amendment
<p>Article 238 The supervisors shall comply with the laws, administrative regulations and the Articles of Association, and bear the faithful obligations and diligence obligations to the Company, and shall not take illegitimate benefits by making use of the position, and not seize the properties of the Company.</p> <p>Where supervisors have the following serious misconducts, the Board of Supervisors should recommend the shareholders' general meeting, the staff representatives assembly for removal:</p> <p>(1) deliberately disclosing the trade secrets of the Company, and impair the legal interests of the Company;</p> <p>(2) accepting illegitimate benefits in the course of the performance of duties, or use the position of supervisors for personal gain;</p> <p>(3) should find problems but be unable to find in supervision or hidden problems that are found, resulting in significant losses to the Company; and</p> <p>(4) other serious misconducts stipulated in laws and the Articles of Association of the Company.</p>	<p>Article 249 Article 238 The supervisors shall comply with the laws, administrative regulations and the Articles of Association, and bear the faithful obligations and diligence obligations to the Company, and shall not take illegitimate benefits by making use of the position, and not seize the properties of the Company. Where supervisors have the following serious misconducts, the Board of Supervisors should recommend the shareholders' general meeting and the staff representatives assembly for removal:</p> <p>(1) deliberately disclosing the trade secrets of the Company, and impair the legal interests of the Company;</p> <p>(2) accepting illegitimate benefits in the course of the performance of duties, or use the position of supervisors for personal gain;</p> <p>(3) should find problems but be unable to find in supervision or hidden problems that are found, resulting in significant losses to the Company; and</p> <p>(4) other serious misconducts stipulated in laws and the Articles of Association of the Company.</p>
<p>Article 239 The term of office of supervisors is three (3) years. A supervisor may, if re-elected upon expiration of the term of office, serve consecutive terms. Before the expiration of the term, the shareholders' general meeting and the staff representatives assembly cannot dismiss the supervisor from his post without cause.</p>	<p>Article 250 Article 239 The term of office of supervisors is shall not exceed three (3) years. A supervisor may, if re-elected upon expiration of the term of office, serve consecutive terms. Before the expiration of the term, the shareholders' general meeting and the staff representatives assembly cannot dismiss the supervisor from his post without cause.</p>

Before the Amendment	After the Amendment
<p>Article 240 Where a supervisor neither personally attends the supervisor meeting for two (2) consecutive times without special reasons, nor appoints another supervisor to attend the supervisor meeting, he/she shall be deemed not to perform the duties, and the shareholders' general meeting or the staff representatives assembly, the general staff meeting or other bodies democratically electing staff supervisors shall replace him. A shareholder supervisor shall not work for the Company less than 15 working days per year.</p> <p>Employee supervisors shall enjoy the right to be involved in formulating rules and regulations concerning the vital interests of the employees and shall be actively involved in the supervision and inspection of the implementation of such rules and regulations.</p>	<p><u>Article 251</u> Article 240 <u>Supervisors shall attend at least more than 2/3 of the on-site supervisor meetings in person every year. The supervisor unable to attend can entrust another supervisor to attend the meeting in a written form, and the power of attorney shall state the supervisor's individual opinions and voting intentions on the proposal.</u> Where a supervisor neither personally attends the supervisor meeting for two (2) consecutive times without special reasons, nor appoints another supervisor to attend the supervisor meeting, he/she shall be deemed not to perform the duties, and the shareholders' general meeting or the staff representatives assembly, the general staff meeting or other bodies democratically electing staff supervisors shall replace him. A shareholder supervisor shall not work for the Company less than 15 working days per year.</p> <p>Employee supervisors shall enjoy the right to be involved in formulating rules and regulations concerning the vital interests of the employees and shall be actively involved in the supervision and inspection of the implementation of such rules and regulations.</p>
<p>Article 242 Where no election is conducted in time before the expiration of the term of office of a supervisor, or the number of the supervisors in the Board of Supervisors of the Company is less than the statutory number due to the resignation of a supervisor within his/her term of office, the existing supervisor shall, before the supervisor elected takes office, continue to perform his/her duty as a supervisor in accordance with laws, administrative regulations, and departmental rules and the Articles of Association.</p>	<p><u>Article 253</u> Article 242 Where no election is conducted in time before the expiration of the term of office of a supervisor, or the number of the supervisors in the Board of Supervisors of the Company is less than the statutory number due to the resignation of a supervisor within his/her term of office, the existing supervisor shall, before the supervisor elected takes office, continue to perform his/her duty as a supervisor in accordance with laws, administrative <u>regulatory requirements</u> and departmental rules and the Articles of Association.</p>
<p>Article 244 A supervisor may attend board meetings, and may inquire about or put forth proposals on matters on which resolutions have been or are to be adopted by the Board of Directors.</p>	<p>(Delete)</p>

Before the Amendment	After the Amendment
(New Section)	<u>Article 259 External supervisors shall not be affected by shareholders, senior management personnel, or other interested units or individuals of the Company during the decision-making and supervision, and protect the legitimate rights and interests of the medium and minor shareholders and other stakeholders.</u>
<p>Article 253 The Board of Supervisors consists of five (5) to nine (9) supervisors, including the supervisors as shareholder representatives, and external supervisors and the supervisors as the staff representatives. The Board of Supervisors has one (1) chairman, one (1) vice chairman, and the number of external supervisors shall be not less than one third (1/3) of the total number of supervisors.</p> <p>The Board of Supervisors shall include shareholder representatives and a certain proportion of staff representatives of the Company, and the proportion of staff representatives shall not be less than one third (1/3) of the total number of supervisors.</p>	<p><u>Article 264</u> Article 253 The Board of Supervisors consists of five (5) to nine (9) <u>seven (7)</u> supervisors, including the <u>one (1)</u> shareholder supervisor supervisors as shareholder representatives, and <u>three (3)</u> external supervisors and the <u>three (3)</u> staff supervisors as the staff representatives. The Board of Supervisors has one (1) chairman, one (1) vice chairman, and the number of external supervisors shall be not less than one third (1/3) of the total number of supervisors.</p> <p><u>External supervisors shall not serve as other posts than supervisors in the Company, and shall not have such relationship as may probably affect their independent and objective judgements with the Company and its shareholders and actual controllers.</u> The Board of Supervisors has one (1) chairman, one (1) vice chairman, and the number of external supervisors shall be not less than one third (1/3) of the total number of supervisors, The Board of Supervisors shall include shareholder representatives and a certain proportion of staff representatives of the Company, and the proportion of staff representative <u>supervisors</u> shall not be less than one third (1/3) of the total number of supervisors.</p>

Before the Amendment	After the Amendment
<p>Article 254 The Board of Supervisors shall exercise the following functions and powers:</p> <p>(1) reviewing the regular reports formulated by the Board of Directors of the Company and putting forth written review opinions on the truth, accuracy and completeness of reports;</p> <p>(2) supervising the Board of Directors to establish steady business philosophy and value criterion, formulate the scientific strategy of development which conform to the practical situations of the Company; regularly evaluating the scientificity, rationality and validity of the strategy of development formulated by the Board of Directors and submitting the assessment reports;</p> <p>(3) supervising and evaluating the performance of directors and senior management personnel of the Company on their duties, reporting the assessment results and reasons for the performance of duties of the directors and senior management personnel to the banking and insurance regulatory authority of the State Council within four (4) months after the end of each year, and reporting the assessment results for the performance of duties of the directors and senior management personnel to the shareholders' general meeting; the performance assessment work is carried out at least once a year; proposing dismissal advice for the directors and senior management personnel that violate laws, administrative regulations, the Articles of Association or resolutions of shareholders' general meeting;</p>	<p><u>Article 265</u> Article 254 The Board of Supervisors shall <u>perform duties</u> and exercise the following functions and powers <u>in accordance with laws and regulations such as the Company Law and the Articles of Association:</u></p> <p><u>(1) formulating the rules of procedures of the supervisor meeting;</u></p> <p><u>(2)</u> (1) reviewing the regular reports formulated by the Board of Directors of the Company and putting forth written review opinions on the truth, accuracy and completeness of reports;</p> <p><u>(3)</u> (2) supervising the Board of Directors to establish steady business philosophy and value criterion, formulate the scientific strategy of development which conform to the practical situations of the Company; regularly evaluating the scientificity, rationality and validity <u>stability</u> of the strategy of development formulated by the Board of Directors and submitting the assessment reports;</p> <p><u>(4) the Board of Supervisors shall bear the ultimate liability for the performance appraisal of the directors and supervisors of the Company;</u></p>

Before the Amendment	After the Amendment
<p>(4) when the acts of directors and senior management personnel impair the interests of the Company, requiring the directors and senior management personnel to rectify, and entitled to report to the shareholders’ general meeting or the relevant regulatory authority according to laws;</p> <p>(5) making self-assessment on the work of the supervisors and the Board of Supervisors and make assessment on the performance of duties of supervisors, reporting the results and reasons for self-assessment of the Board of Supervisors and the assessment of the performance of duties of the supervisors to the banking and insurance regulatory authority of the State Council within four (4) months after the end of each year, and report the assessment results to the shareholders’ general meeting;</p> <p>(6) propose to hold an extraordinary general meeting of shareholders, and convene and preside over shareholders’ general meeting when the Board of Directors doesn’t perform its duties to convene and preside over the shareholders’ general meeting in accordance with the <i>Company Law</i>;</p> <p>(7) putting forth proposals to shareholders’ general meeting;</p> <p>(8) attending the board meetings and the meetings of special committees of the Board of Directors, and may inquire about or put forth proposals on matters on resolutions of the meetings;</p>	<p><u>(5)</u> (3) supervising and evaluating the performance of directors and senior management personnel of the Company on their duties, reporting the assessment results and reasons for the performance of duties of the directors and senior management personnel to the banking and insurance regulatory authority of the State Council within four (4) months after the end of each year, and reporting the assessment results for the performance of duties of the directors and senior management personnel to the shareholders’ general meeting; the performance assessment work is carried out at least once a year; proposing dismissal advice for the directors and senior management personnel that violate laws, administrative regulations, the Articles of Association or resolutions of shareholders’ general meeting;</p> <p><u>(6)</u> (4) when the acts of directors and senior management personnel impair the interests of the Company, requiring the directors and senior management personnel to rectify, and entitled to report to the shareholders’ general meeting or the relevant regulatory authority according to laws;</p> <p><u>(7)</u> (5) making self-assessment on the work of the supervisors and the Board of Supervisors and make assessment on the performance of duties of supervisors, reporting the results and reasons for self-assessment of the Board of Supervisors and the assessment of the performance of duties of the supervisors to the banking and insurance regulatory authority of the State Council within four (4) months after the end of each year, and report the assessment results to the shareholders’ general meeting;</p>

Before the Amendment	After the Amendment
<p>(9) conducting off-office auditing on senior management personnel;</p> <p>(10) inquiring into the directors, Board of Directors, and senior management personnel;</p> <p>(11) reviewing the Company's profit distribution programme, and putting forth written review opinions on the compliance and rationality of the profit distribution programme;</p> <p>(12) supervising the compliance, engagement terms of the appointment, dismissal, reappointment of the accounting firm and the fairness of remunerations as well as the independence and effectiveness of the external audit work;</p> <p>(13) supervising and inspecting the Company's financial activities, business decisions, risk management and internal control and urging for modifications;</p> <p>(14) supervising the election and employment procedure of the directors of the Company;</p> <p>(15) supervising the scientificity and rationality of the remuneration rules and policies of the Company and the remuneration solution for the senior management personnel;</p> <p>(16) taking legal proceedings against directors and senior management personnel in accordance with Article 152 of the <i>Company Law</i>;</p>	<p>(8) (6) propose to hold an extraordinary general meeting of shareholders, and convene and preside over shareholders' general meeting when the Board of Directors doesn't perform its duties to convene and preside over the shareholders' general meeting in accordance with the <i>Company Law</i>;</p> <p>(9) (7) putting forth proposals to shareholders' general meeting;</p> <p>(10) (8) attending the board meetings and the meetings of special committees of the Board of Directors, and may inquire about or put forth proposals on matters on resolutions of the meetings;</p> <p>(11) (9) conducting off-office auditing on senior management personnel;</p> <p>(12) (10) inquiring into the directors, Board of Directors, and senior management personnel;</p> <p>(13) (11) reviewing the Company's profit distribution programme, and putting forth written review opinions on the compliance and rationality of the profit distribution programme;</p> <p>(14) (12) supervising the compliance, engagement terms of the appointment, dismissal, reappointment of the accounting firm and the fairness of remunerations as well as the independence and effectiveness of the external audit work;</p>

Before the Amendment	After the Amendment
<p>(17) investigating any irregularities in the operations of the Company; when necessary, may engage accounting firms, law firms and other professional firms to assist the work;</p> <p>(18) regularly communicating with the banking and insurance regulatory authority about the circumstances of the Company; and</p> <p>(19) other functions and powers conferred by the Articles of Association and the shareholders' general meeting.</p>	<p><u>(15)</u> (13) supervising and inspecting the Company's financial activities, business decisions, risk management and internal control and urging for modifications;</p> <p><u>(16) providing guidance and supervision on the internal audit, and entitled to ask the Board of Directors and the senior management to provide relevant audit information;</u></p> <p><u>(17)</u> (14) supervising the election and employment procedure of the directors of the Company;</p> <p><u>(18)</u> (15) supervising the scientificity and rationality of <u>the implementation of</u> the remuneration rules and policies of the Company and the remuneration solution for the senior management personnel;</p> <p><u>(19)</u> (16) taking legal proceedings against directors and senior management personnel in accordance with Article 152 of the <i>Company Law</i>;</p> <p><u>(20)</u> (17) investigating any irregularities in the operations of the Company; when necessary, may engage accounting firms, law firms and other professional firms to assist the work;</p> <p><u>(21)</u> (18) regularly communicating with the banking and insurance regulatory authority about the circumstances of the Company; and</p> <p><u>(22)</u> (19) other functions and powers conferred <u>matters stipulated by laws, regulations, regulatory requirements and</u> the Articles of Association and the shareholders' general meeting.</p>

Before the Amendment	After the Amendment
<p>Article 258 The Board of Supervisors discusses matters in the form of the meeting of Board of Supervisors. The Board of Supervisors shall hold a meeting at least at quarterly intervals. The meeting notice shall be delivered to all supervisors ten (10) days before the meeting. Supervisors may propose to hold an interim meeting of Board of Supervisors.</p> <p>The motions on the meeting of Board of Supervisors is discussed and voted by Board of Supervisors term by term. The resolutions of the Board of Supervisors shall be passed by more than two thirds (2/3) of supervisors through voting.</p> <p>When all external supervisors of the Company consider the motion materials on the meeting of Board of Supervisors are insufficient or unclear, they may jointly request to postpone to convene the meeting of Board of Supervisors or postpone the deliberation on relevant motions, and the Board of Supervisors shall adopt it.</p>	<p>Article 269 Article 258 The Board of Supervisors discusses matters in the form of the meeting of Board of Supervisors. The Board of Supervisors shall hold a meeting at least four times per year at quarterly intervals. The meeting notice shall be delivered to all supervisors ten (10) days before the meeting. Supervisors may propose to hold an interim meeting of Board of Supervisors.</p> <p>The motions on the meeting of Board of Supervisors is discussed and voted by Board of Supervisors term by term. The resolutions of the Board of Supervisors shall may be voted at on-site meetings or via written signature. The resolutions of the Board of Supervisors shall be passed by more than two thirds (2/3) a majority of all the supervisors through voting.</p> <p>When all external supervisors of the Company consider the motion materials on the meeting of Board of Supervisors are insufficient or unclear, they may jointly request to postpone to convene the meeting of Board of Supervisors or postpone the deliberation on relevant motions, and the Board of Supervisors shall adopt it.</p> <p>The supervisor meeting shall be attended by supervisors personally. Supervisor meeting may be held by communications equipment, as long as the participating supervisors can attend the meeting via telephone or video and fully express their opinions and suggestions, all the participating supervisors shall be deemed to have personally attended the meeting.</p>

Before the Amendment	After the Amendment
<p>Article 260 When the regular meeting and interim meeting of the Board of Supervisors are to be held, the office of the Board of Supervisors shall submit the written meeting notice ten (10) and five (5) days in advance before the meeting, respectively, by direct delivery, fax, email or other means to all the supervisors. If not delivered directly, it shall be confirmed by phone calls and the corresponding records shall be made.</p> <p>In any event of urgency, which an interim meeting of Board of Supervisors is required to be convened as soon as possible, the notice of the meeting can be made at any time by verbal or telephone, but the convener shall make statements to explain it at the meeting.</p>	<p>Article 271 Article 260 When the regular meeting and interim meeting of the Board of Supervisors are to be held, the office of the Board of Supervisors shall submit the written meeting notice ten (10) and five (5) days in advance before the meeting, respectively, by direct delivery, fax, email or other means to all the supervisors. If not delivered directly, it shall be confirmed by phone calls and the corresponding records shall be made.</p> <p>In any event of urgency, which an interim meeting of Board of Supervisors is required to be convened as soon as possible, the notice of the meeting can be made at any time by verbal or telephone, but the convener shall make statements to explain it at the meeting.</p> <p><u>The banking and insurance regulatory authority of the State Council and its dispatched offices may dispatch staff to be present at the supervisor meeting of the Company. The Company shall notify the banking and insurance regulatory authority of the State Council at least three (3) working days before the supervisor meeting is convened. If the aforesaid period cannot be satisfied under special circumstances, the Company shall forthwith notify the banking and insurance regulatory authority of the State Council and specify the reasons.</u></p>
<p>Article 263 Meetings of the Board of Supervisors shall be physically held on-site. In any event of urgency, a meeting of the Board of Supervisors can be voted by way of correspondence, but the convener of the meeting (chairman of the meeting) shall make a statement of the specific urgency matters to the Board of Supervisors. Supervisors shall deliver the written opinions and voting intentions towards the matters considered with their signatures as confirmations to the office of the Board of Supervisors when voting by correspondence.</p>	<p>(Delete)</p>

Before the Amendment	After the Amendment
<p>Article 265 The Board of Supervisors shall make meeting minutes for all decisions of matters discussed at the meeting, and the attending supervisors and the recorder shall sign on the minutes.</p> <p>The supervisors shall have the rights to require making explanatory notes on the minutes on their speech at the meeting.</p>	<p><u>Article 275</u> Article 265 The Board of Supervisors shall make meeting minutes for all decisions of matters discussed at the meeting, and the attending supervisors and the recorder shall sign on the minutes. <u>The meeting minutes shall be permanently kept.</u></p> <p>The supervisors shall have the rights to require making explanatory notes on the minutes on their speech at the meeting.</p> <p><u>The Company shall promptly submit documents such as the minutes and resolutions of the supervisor meeting to the banking and insurance regulatory authority of the State Council and its dispatched offices.</u></p>
<p>Article 268 The Board of Supervisors has one (1) office chief, nominated by the chairman of Board of Supervisors and appointed by Board of Supervisors, responsible for the daily management work of the office of Board of Supervisors and secretaries of all special committees.</p>	<p><u>Article 278</u>Article 268 The Board of Supervisors has one (1) office chief, nominated by the chairman of Board of Supervisors and appointed by Board of Supervisors, responsible for the daily management work of the office of Board of Supervisors and secretaries of all special committees.</p>

Before the Amendment	After the Amendment
<p>Article 271 The staff supervisors also shall accept the supervision from the staff representatives assembly, the general staff meeting or other democratic form, and regularly report work to the staff representatives assembly.</p>	<p><u>Article 281</u> Article 271 The staff supervisors also shall accept the supervision from the staff representatives assembly, the general staff meeting or other democratic form, and regularly report work to the staff representatives assembly.</p> <p><u>The staff supervisors shall proactively give play to their superiority in operation and management, and promote the better work of the Board of Supervisors for the long-term interests of the Company. Employee supervisors shall listen to employees' opinions and suggestions on rules, regulations or major issues involving the vital interests of employees, make authentic, accurate and comprehensive reflection at the supervisor meeting, and protect the legitimate rights and interests of employees.</u></p> <p><u>The staff supervisors shall regularly report on their work to the staff representatives assembly and actively accept the supervision by employees. They shall issue opinions on relevant resolutions adopted by the staff representatives assembly and exercise the right of voting at the supervisor meeting.</u></p>
<p>Article 272 The appointment and dismissal of the chairman of Board of Supervisors shall passed by two thirds (2/3) of the members of the Board of Supervisors through voting. The vice chairman of the Board of Supervisors shall be elected by more than half (1/2) of all the supervisors. The chairman of the Board of Supervisors shall convene and preside over the meeting of the Board of Supervisors; and where the chairman of the Board of Supervisors cannot perform such functions or fails to do so, the vice chairman of the Board of Supervisors shall convene and preside over the meeting of the Board of Supervisors; and where the vice chairman of the Board of Supervisors cannot perform such functions or fails to do so, a supervisor jointly elected by more than half (1/2) of the supervisors shall convene and preside over the meeting of the Board of Supervisors.</p>	<p><u>Article 282</u> Article 272 The appointment and dismissal of the chairman <u>and</u> vice chairman of Board of Supervisors shall passed by two thirds (2/3) of the members of the Board of Supervisors through voting. The vice chairman of the Board of Supervisors shall be elected by more than half (1/2) of all the supervisors. The chairman of the Board of Supervisors shall convene and preside over the meeting of the Board of Supervisors; and where the chairman of the Board of Supervisors cannot perform such functions or fails to do so, the vice chairman of the Board of Supervisors shall convene and preside over the meeting of the Board of Supervisors; and where the vice chairman of the Board of Supervisors cannot perform such functions or fails to do so, a supervisor jointly elected by more than half (1/2) of the supervisors shall convene and preside over the meeting of the Board of Supervisors.</p>

Before the Amendment	After the Amendment
<p>Article 274 The chairman of Board of Supervisors exercise the following functions and powers:</p> <p>(1) convening and presiding over the meeting of Board of Supervisors;</p> <p>(2) supervising and inspecting the implementation of resolutions of Board of Supervisors;</p> <p>(3) examining and signing documents related to the Board of Supervisors;</p> <p>(4) reporting the work of Board of Supervisors to shareholders’ general meeting on behalf of the Board of Supervisors;</p> <p>(5) organizing the performance of duties of Board of Supervisors, and organizing the formulation of work plan of Board of Supervisors and the implementation of decisions of Board of Supervisors;</p> <p>(6) other functions and powers conferred by the Board of Supervisors; and</p> <p>(7) other duties stipulated in laws, regulations, and the Articles of Association.</p>	<p>Article 284 Article 274 The chairman of Board of Supervisors <u>shall lead the Company to strengthen the development of the Board of Supervisors, and enhance the operation quality and efficiency of the Board of Supervisors. In addition to general responsibilities as a supervisor, the chairman shall also fulfill other responsibilities in accordance with laws, regulations, regulatory requirements and the Articles of Association, and</u> exercise the following functions and powers:</p> <p>(1) convening and presiding over the meeting of Board of Supervisors;</p> <p>(2) supervising and inspecting the implementation of resolutions of Board of Supervisors;</p> <p>(3) examining and signing documents related to the Board of Supervisors;</p> <p>(4) reporting the work of Board of Supervisors to shareholders’ general meeting on behalf of the Board of Supervisors;</p> <p>(5) organizing the performance of duties of Board of Supervisors, and organizing the formulation of work plan of Board of Supervisors and the implementation of decisions of Board of Supervisors;</p> <p>(6) other functions and powers conferred by the Board of Supervisors; and</p> <p>(7) other duties stipulated in laws, regulations, and the Articles of Association.</p>
<p>Article 283 The views of the external audit institutions should be fully taken into consideration in the event of evaluating the performance of the directors and supervisors.</p>	<p>(Delete)</p>

Before the Amendment	After the Amendment
<p>Article 295 The Company shall, with the prior approval of shareholders in shareholders' general meeting, enter into a contract in writing with a director or supervisor wherein his/her remunerations are stipulated, including:</p> <p>(1) remunerations in respect of his/her service as director, supervisor and other senior management personnel of the Company;</p> <p>(2) remunerations in respect of his/her service as director, supervisor and other senior management personnel of any subsidiary of the Company;</p> <p>(3) remunerations in respect of the provision of other services in connection with the management of the Company or any of its subsidiaries; and</p> <p>(4) compensation for loss of the position or retirement from office.</p> <p>Article 296 Except under a contract entered into in accordance with the foregoing, no proceedings may be brought to a court by a director or supervisor against the Company for any benefits in respect of the matters abovementioned.</p>	<p>Article 304 Article 295 The Company shall, with the prior approval of shareholders in shareholders' general meeting, enter into a contract in writing with a director or supervisor wherein his/her remunerations are stipulated, including:</p> <p>(1) remunerations in respect of his/her service as director, supervisor and other senior management personnel of the Company;</p> <p>(2) remunerations in respect of his/her service as director, supervisor and other senior management personnel of any subsidiary of the Company;</p> <p>(3) remunerations in respect of the provision of other services in connection with the management of the Company or any of its subsidiaries; and</p> <p>(4) compensation for loss of the position or retirement from office.</p> <p>Article 296 Except under a contract entered into in accordance with the foregoing, no proceedings may be brought to a court by a director or supervisor against the Company for any benefits in respect of the matters abovementioned.</p>

Before the Amendment	After the Amendment
<p>Article 297 The contract for remunerations entered into between the Company and its directors or supervisors should provide that in the event of a takeover of the Company, the directors and supervisors shall, subject to the prior approval of the shareholders in shareholders’ general meeting, have the right to receive compensation or other payment for loss of the position or retirement. A takeover of the Company as referred to above means:</p> <p>(1) Takeover offer made by any person to all shareholders; and</p> <p>(2) An offer made by any person with a view to rendering the offer or a “controlling shareholder” as well as the meaning of Article 69 of the Articles of Association.</p> <p>If the relevant director or supervisor does not comply with this Article 297 of the Articles of Association, any sum so received by him/her shall belong to those persons who have sold their shares as a result of the said offer made. The expenses incurred in distributing that sum pro rata among those persons shall be borne by the relevant director or supervisor and shall not be paid out of that sum.</p>	<p>Article 305 Article 297 The contract for remunerations entered into between the Company and its directors or supervisors should provide that in the event of a takeover of the Company, the directors and supervisors shall, subject to the prior approval of the shareholders in shareholders’ general meeting, have the right to receive compensation or other payment for loss of the position or retirement. A takeover of the Company as referred to above means:</p> <p>(1) Takeover offer made by any person to all shareholders; and</p> <p>(2) An offer made by any person with a view to rendering the offer or to a “controlling shareholder”. as well as the meaning of Article 69 of the Articles of Association.</p> <p>If the relevant director or supervisor does not comply with this Article 297 of the Articles of Association, any sum so received by him/her shall belong to those persons who have sold their shares as a result of the said offer made. The expenses incurred in distributing that sum pro rata among those persons shall be borne by the relevant director or supervisor and shall not be paid out of that sum.</p>
<p>Article 298 Job qualifications for directors, supervisors, and senior management personnel of the Company shall comply with the laws, administrative regulations, departmental rules, normative documents, and the provisions of the Articles of Association and the requirements of the regulatory authority. The job qualifications of directors, senior management personnel shall be reviewed by the banking and insurance regulatory authority of the State Council in accordance with the above provisions.</p>	<p>(Delete)</p>

Before the Amendment	After the Amendment
<p>Article 299 The legal persons or any other organizations shall, within 10 working days from the day of becoming non-natural person shareholders of the Company, report the following information related to their related parties to the Risk Management and Related Transactions Control Committee of the Company:</p> <p>(1) The controlling natural person shareholders, directors and key management personnel;</p> <p>(2) The controlling non-natural person shareholders;</p> <p>(3) The legal persons or other organizations directly, indirectly or jointly controlled by them, and their directors and key management personnel.</p> <p>If any of the reporting matters as listed in the first paragraph of this Article has changed, it shall be submitted to the Risk Management and Related Transactions Control Committee of the Board of Directors of the Company within 10 working days upon the occurrence of such change.</p>	<p>(Delete)</p>
<p>(New Section)</p>	<p><u>Article 306 Where the Company’s major shareholder or its controlling shareholder, actual controller, related party, person acting in concert, or ultimate beneficiary, among others, is a financial institution, the Company shall, when conducting interbank business with it, comply with laws and regulations and the relevant requirements of relevant regulatory departments on the interbank business. The Company shall regard the major shareholders and its controlling shareholders, actual controllers, related parties, persons acting in concert, and ultimate beneficiaries as its own related parties for management according to the penetration principle.</u></p>

Before the Amendment	After the Amendment
<p>(New Section)</p>	<p><u>Article 307 The Company shall not evade the approval or regulatory requirements of major related party transactions in hidden ways such as concealing connected relationship and splitting transactions.</u></p> <p><u>The Company shall not extend the financing chain, obscure the business nature or evade regulatory requirements by making use of nested transaction, or finance, transfer assets, make arbitrage or conceal risks for shareholders and the related parties in violation of relevant regulations.</u></p>
<p>Article 300 The directors and senior management personnel of the Company shall, within 10 working days from commencing their terms of office, and the natural persons shall, within 10 working days from becoming major natural person shareholders of the Company, report their close relatives and related party legal persons or other organizations as listed in Articles 299 (3) to the Related Transactions Control Committee of the Company. If any of the reported matters is changed, a report shall be made within 10 working days upon the occurrence of such change.</p> <p>Directors and senior management personnel of the Head Office, branches and subsidiaries of the Company as well as personnel entitled to decide on or participate in the credit extension and transfer of assets shall report their close relatives and related party legal persons or other organizations as listed in Articles 299 (3) in accordance with Administrative Measures for Related Party Transactions of Harbin Bank Co., Ltd. (《哈爾濱銀行股份有限公司關聯交易管理辦法》).</p>	<p><u>Article 308</u> Article 300 The directors and senior management personnel of the Company shall, within 10 working days from commencing their terms of office, and the natural persons shall, within 10 working days from becoming major natural person shareholders of the Company, report their close relatives and related party legal persons or other organizations as listed in Articles 299 (3) to the Related Transactions Control Committee of the Company. If any of the reported matters is changed, a report shall be made within 10 working days upon the occurrence of such change.</p> <p>Directors and senior management personnel of the Head Office, branches and subsidiaries of the Company as well as personnel entitled to decide on or participate in the credit extension and transfer of assets shall report their close relatives and related party legal persons or other organizations as listed in Articles 299 (3) in accordance with Administrative Measures for Related Party Transactions of Harbin Bank Co., Ltd. (《哈爾濱銀行股份有限公司關聯交易管理辦法》). <u>Supervisors, senior management and personnel with the right to approve or make decisions on the core business such as large-amount credit granting, asset transfer and utilization of insurance funds, shall report their related parties to the Company according to relevant provisions of the Articles of Association within 15 working days from commencing their terms of office.</u></p>

Before the Amendment	After the Amendment
	<p><u>Natural persons, legal persons or non-legal-person organizations who hold more than 5% of the shares of the Company or hold less than 5% of the shares of the Company but have a significant impact on the operation and management of the Company, shall report the related parties to the Company according to relevant provisions of the Articles of Association within 15 working days from the day when the shareholding ratio reaches 5% or they can exert significant impacts.</u></p> <p><u>In case of changes in any of the reporting matters as listed in the first paragraph of this Article has changed, it shall be reported to the Company within 15 working days upon the occurrence of such change, and the situation o the related parties shall be updated.</u></p>
<p>Article 301 With regard to a natural person, legal person or any other organization who is obliged to report in accordance with Articles 299 and 300, he/she/it shall give a written statement to the Company besides a report so as to ensure the reported information is true, accurate and complete and undertake that he/she/it is liable for corresponding compensations if any false information or serious omission in the report results in any loss to the Company.</p>	<p>(Delete)</p>
<p>(New Section)</p>	<p><u>Article 309 Related party transactions shall conclude written agreements, and be conducted under terms no better than similar transactions with non-related parties according to the business principle. Where necessary, the Risk Management and Related Transactions Control Committee of the Board of Directors may appoint independent third parties such as financial consultants to issue reports as the basis for judgment.</u></p>

Before the Amendment	After the Amendment
<p>Article 302 The ordinary related party transactions shall be subject to examination and approval according to the internal authorization procedure of the Company, and shall report to the Risk Management and Related Transaction Control Committee of the Board of Directors for records. The ordinary related party transactions may be subject to examination and approval according to the procedure for major related party transactions.</p> <p>The Risk Management and Related Transactions Control Committee shall give an opinion on each major related party transaction, which, subject to examination and approval, shall be submitted to the Board of Directors for approval.</p> <p>Major related party transactions as determined under the Administrative Measures for the Related Party transactions between the Commercial Banks and their Insiders or Shareholders shall be reported to the Board of Supervisors within 10 working days from the date of obtaining approval as well as to the banking and insurance regulatory authority of the State Council.</p> <p>Related party transactions involving related relationship with the directors and senior management personnel shall be reported to the Board of Supervisors within 10 working days from the date of obtaining approval.</p>	<p><u>Article 310</u> Article 302 The Company shall improve the internal control mechanism of related party transactions, optimize the management procedures of related party transactions, and clearly document the review opinions of key links, resolutions and minutes of the meetings of the Risk Management and Related Transactions Control Committee of the Board of Directors.</p> <p>The ordinary related party transactions shall be subject to <u>examination</u> and approval according to the internal <u>management system</u> and authorization procedure of the Company, and shall report to the Risk Management and Related Transaction Control Committee of the Board of Directors for records. The ordinary related party transactions may be subject to examination and approval according to the procedure for major related party transactions. The Risk Management and Related Transactions Control Committee <u>of the Board of Directors</u> shall give an opinion on examine each major related party transaction, which; subject to examination and approval, shall be then submitted to the Board of Directors for approval.</p> <p>Major related party transactions as determined under the Administrative Measures for the Related Party transactions between the Commercial Banks and their Insiders or Shareholders shall be reported to the Board of Supervisors within 10 working days from the date of obtaining approval as well as to the banking and insurance regulatory authority of the State Council.</p>

Before the Amendment	After the Amendment
	<p data-bbox="810 187 1469 370">Related party transactions involving related relationship with the directors and senior management personnel shall be reported to the Board of Supervisors within 10 working days from the date of obtaining approval.</p> <p data-bbox="810 412 1469 710"><u>The resolutions deliberated at the board meeting shall be passed upon the approval of more than two thirds (2/3) of the directors without associated relationship. In the event of less than three (3) attending directors without associated relationship, the matter shall be submitted to the shareholders' general meeting for deliberation.</u></p>
<p data-bbox="124 736 785 953">Article 303 In case the Board of Directors or the Risk Management and Related Transactions Control Committee votes or makes decisions on any related party transaction, the person related to such related party transaction shall abstain from voting.</p>	<p data-bbox="810 736 1469 1034"><u>Article 311</u> Article 303 In case <u>the Risk Management</u> and Related Transactions Control Committee of the Board of Directors <u>of the Company, the Board of Directors and shareholders' general meeting</u> votes or makes decisions on any related party transaction, the <u>interested</u> person related to <u>of</u> such related party transaction shall abstain from voting.</p> <p data-bbox="810 1076 1469 1374"><u>Where the Company is unable to convene the shareholders' general meeting due to avoiding principle, the Board of Directors shall be responsible for deliberation and it shall not be applicable to provisions on avoiding in the first paragraph hereof. However, the related directors shall issue a statement for non-existence of tunneling.</u></p>
<p data-bbox="124 1393 785 1576">Article 304 The independent directors of the Company shall issue written opinions on the fairness of the major related party transactions and the performance of the internal examination and approval procedure.</p>	<p data-bbox="810 1393 1469 1766"><u>Article 312</u> Article 304 The independent directors of the Company shall issue written opinions on the fairness <u>and compliance</u> of the major related party transactions <u>one by one</u> and the performance of the internal examination and approval procedure. <u>Where the independent director deems it necessary, he may appoint an independent third party such as an intermediary organ to provide opinions at the expense of the Company.</u></p>

Before the Amendment	After the Amendment
(New Section)	<p><u>Article 313 In case of failure to report related parties as stipulated or engagement of related party transactions in violation of regulations, the Company shall investigate the responsibility of relevant personnel according to the internal accountability system, and report the investigation situation to the Risk Management and Related Transactions Control Committee of the Board of Directors.</u></p>
(New Section)	<p><u>Article 314 The credit balance granted by the Company to a single related party shall not exceed 10% of the net capital of the Company at the end of last quarter; the total credit balance granted by the Company to a single group, to whom a related legal person or non-legal-person organization belongs, shall not exceed 15% of the net capital of the Company at the end of last quarter; the credit balance granted to all related parties shall not exceed 50% of the net capital of the Company at the end of last quarter.</u></p> <p><u>When calculating the credit balance, the Company may deduct the amount of the deposits as security and the certificates of bank deposits and treasury bonds as pledge provided by the related parties at the time of granting credit.</u></p>

Before the Amendment	After the Amendment
(New Section)	<p><u>Article 317 Where the Company’s directors, supervisors, senior management or other relevant employees violate the provisions hereof on the related party transaction, the CBIRC or its dispatched offices may take following measures for relevant persons in charge:</u></p> <p><u>(1) order to make corrections;</u></p> <p><u>(2) record into the performance record and make an announcement in the industry;</u></p> <p><u>(3) order the Company to investigate;</u></p> <p><u>(4) other measures that may be taken by the CBIRC or its dispatched offices in accordance with the law.</u></p> <p><u>Should the related parties of the Company violate the relevant provisions on related party transactions hereof, the CBIRC or its dispatched offices may make public censure or take other measures.</u></p>

Before the Amendment	After the Amendment
(New Section)	<p><u>Article 318 Where the Company's shareholders and its controlling shareholders or actual controllers force the Company to engage in following acts through exerting influence on the Company, the CBIRC or its dispatched offices may order them to make corrections within the stipulated period; in case of failure to do so, the shareholder's right may be restricted; the controlling shareholder with severe circumstances may be ordered to transfer shares.</u></p> <p><u>(1) conducted related party transactions in violation of Article 307 of the Articles of Association;</u></p> <p><u>(2) did not conduct related party transactions in accordance with the business principle stipulated in Article 309 of the Articles of Association;</u></p> <p><u>(3) did not review the related party transactions in accordance with Article 310 of the Articles of Association;</u></p> <p><u>(4) provided guarantee for the financing activities of related parties in violation of the provisions of the Articles of Association;</u></p> <p><u>(5) provided credit with the pledged shares of the Company;</u></p> <p><u>(6) appointed an accounting firm controlled by related parties to provide service therefor;</u></p> <p><u>(7) the balance of credit or financing to the related parties exceeding the proportion stipulated herein;</u></p> <p><u>(8) did not disclose information in accordance with the provisions of the Articles of Association.</u></p>

Before the Amendment	After the Amendment
<p>Article 305 The banking and insurance regulatory authority of the State Council may order the directors and senior management personnel in any one of the following circumstances to make corrections within a prescribed period of time; if they fail to make corrections within the prescribed period of time or in serious cases, the banking and insurance regulatory authority of the State Council may order the Company to change its directors and senior management personnel:</p> <p>(1) did not report according to Article 300 of the Articles of Association;</p> <p>(2) did not undertake according to Article 301 of the Articles of Association;</p> <p>(3) made false reports or reports with major omissions;</p> <p>(4) did not abstain from voting according to Article 303 of the Articles of Association;</p> <p>(5) in case of independent directors, did not issue written opinions according to Article 304 of the Articles of Association.</p>	<p>Article 319 Article 305 The banking and insurance regulatory authority of the State Council CBIRC or its dispatched offices may order the directors and senior management personnel of the Company in any one of the following circumstances to make corrections within a prescribed period of time; if they fail to make corrections within the prescribed period of time or in serious cases, the banking and insurance regulatory authority of the State Council CBIRC or its dispatched offices may order the Company to change its directors and senior management personnel: <u>or restrict their rights.</u></p> <p>(1) did not report according to Article 300308 of the Articles of Association;</p> <p>(2) did not undertake according to Article 301 of the Articles of Association;</p> <p>(2)(3) made false reports or reports with major omissions;</p> <p>(3)(4) did not abstain from voting according to Article 303 311 of the Articles of Association;</p> <p>(4)(5) in case of independent directors, did not issue written opinions according to Article 304 312 of the Articles of Association.</p>

Before the Amendment	After the Amendment
(New Section)	<p data-bbox="810 187 1471 559"><u>Article 320 Large shareholders shall abide by laws, regulations and relevant provisions of the CBIRC on related party transactions to guarantee the transparency and fairness of transactions with the Company. Large shareholders are prohibited to conduct improper related party transactions with the Company by following means, or utilize their influence on the Company to obtain improper benefits:</u></p> <p data-bbox="810 602 1471 821"><u>(1) obtain credit granted by banks including loans, bill acceptance and discounts, bond investments, investments by specific purpose vehicles under such terms as better than the similar transactions with non-related parties;</u></p> <p data-bbox="810 863 1471 1008"><u>(2) illegally occupy or allocate the Company's funds or other rights and interests by means of borrowings or guarantee;</u></p> <p data-bbox="810 1051 1471 1195"><u>(3) the Company bears the unreasonable expenses or relevant expenses that shall be borne by large shareholders or its related parties;</u></p> <p data-bbox="810 1238 1471 1383"><u>(4) purchase or rent the Company's assets under terms better than the similar transactions with non-related parties, or sell or lease bad assets to the Company;</u></p> <p data-bbox="810 1425 1471 1608"><u>(5) use the Company's intangible assets for free or under terms better than the similar transactions with non-related parties, or charge high royalties of intangible assets against the Company;</u></p>

Before the Amendment	After the Amendment
	<p><u>(6) seek for business opportunities for the Company by making use of the status as a large shareholder;</u></p> <p><u>(7) seek for benefits by making use of information or business secrets of the Company that are not made public;</u></p> <p><u>(8) conduct improper related party transactions or obtain improper benefits in other ways.</u></p>
(New Section)	<p><u>Article 321 Large shareholders shall fully evaluate the necessity and rationality of the related party transactions with the Company, and shall not evade the review of related transactions by concealing the connected relationship, splitting transactions and extending the financing chain by nested transactions.</u></p>
(New Section)	<p><u>Article 322 When conducting major related transactions with the Company, large shareholders and its related parties shall provide relevant materials in accordance with relevant regulations and regulatory requirements, which shall be reported and disclosed by the Company in accordance with relevant regulations.</u></p> <p><u>Large shareholders shall provide cooperation for the Company in the dynamic management of related party transactions, promptly summarize the accumulative amount of related party transactions, monitor whether relevant provisions on the concentration ratio of related transactions are satisfied, reflect the overall situation of the related party transactions with the Company on a regular basis, and promptly take measures according to the early warning of the Company.</u></p> <p><u>In case large shareholders make private placement of bonds, the Company shall not provide guarantee therefor or make purchase directly or via financial products.</u></p>

Before the Amendment	After the Amendment
<p>Article 321 Dividends shall be distributed in the following forms:</p> <p>(1) Cash; and</p> <p>(2) Shares.</p> <p>The profit distribution of the Company attaches the emphasis on the reasonable return on the investment of investors. The Company's profit distribution policy should maintain a certain continuity and stability, and the Company shall distribute dividends in the profitable year. The profits distributed by the Company in the form of cash shall not be less than ten percent (10%) of the achieved profits available for distribution in each year.</p> <p>Any amount paid upon any shares before a call is made on shares shall bear interest thereon, and however, the shareholder is not entitled to any dividends of such pre-paid share capital declared subsequently. The Company may exercise the power to cease sending dividend warrants to holders of overseas-listed foreign shares by post if such warrants have been left uncashed on two consecutive occasions, provided that the Company may do so on the first occasion on which such undelivered warrants are returned.</p>	<p>Article 332 Article 321 Dividends shall be distributed in the following forms:</p> <p>(1) Cash; and</p> <p>(2) Shares.</p> <p>The profit distribution of the Company attaches the emphasis on the reasonable return on the investment of investors. The Company's profit distribution policy should maintain a certain continuity and stability, and the Company shall distribute dividends in the profitable year. The profits distributed by the Company in the form of cash shall not be less than ten percent (10%) of the achieved profits available for distribution in each year <u>in conformity with regulatory requirements.</u></p> <p>Any amount paid upon any shares before a call is made on shares shall bear interest thereon, and however, the shareholder is not entitled to any dividends of such pre-paid share capital declared subsequently. The Company may exercise the power to cease sending dividend warrants to holders of overseas-listed foreign shares by post if such warrants have been left uncashed on two consecutive occasions, provided that the Company may do so on the first occasion on which such undelivered warrants are returned.</p>

Before the Amendment	After the Amendment
<p>The Company may exercise the power to sell the shares of a holder of overseas-listed foreign shares who is unreachable in the way the Board of Directors considers appropriate only upon fulfilling the following requirements:</p> <p>(1) During a period of twelve (12) years at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed by the shareholder; and</p> <p>(2) On expiry of twelve (12) years, the Company gives notice of its intention to sell the shares by way of an advertisement published in one or more newspapers published in the place where the shares of the Company are listed, and notifies the securities regulatory body of the place in which the shares of the Company are listed.</p> <p>When power is granted to forfeit unclaimed dividends, the power may be exercised only in six (6) years after the date of declaring dividend date or six (6) years later.</p> <p>The Company shall pay cash dividends and other amounts to holders of domestic shares in Renminbi. The Company shall calculate and declare cash dividends and other payments which are payable to holders of H shares in Renminbi, and shall pay such amounts in Hong Kong dollar. The Company shall pay cash dividends and other amounts to holders of overseas listed foreign shares in foreign currency in accordance with the relevant foreign exchange control regulations of the State.</p> <p>Dividends distributed in shares shall be upon resolutions of the shareholders' general meeting and reported to the banking and insurance regulatory authority for approval.</p>	<p>The Company may exercise the power to sell the shares of a holder of overseas-listed foreign shares who is unreachable in the way the Board of Directors considers appropriate only upon fulfilling the following requirements:</p> <p>(1) During a period of twelve (12) years at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed by the shareholder; and</p> <p>(2) On expiry of twelve (12) years, the Company gives notice of its intention to sell the shares by way of an advertisement published in one or more newspapers published in the place where the shares of the Company are listed, and notifies the securities regulatory body of the place in which the shares of the Company are listed.</p> <p>When power is granted to forfeit unclaimed dividends, the power may be exercised only in six (6) years after the date of declaring dividend date or six (6) years later.</p> <p>The Company shall pay cash dividends and other amounts to holders of domestic shares in Renminbi. The Company shall calculate and declare cash dividends and other payments which are payable to holders of H shares in Renminbi, and shall pay such amounts in Hong Kong dollar. The Company shall pay cash dividends and other amounts to holders of overseas listed foreign shares in foreign currency in accordance with the relevant foreign exchange control regulations of the State.</p> <p>Dividends distributed in shares shall be upon resolutions of the shareholders' general meeting and reported to the banking and insurance regulatory authority for approval.</p>

Before the Amendment	After the Amendment
<p>Article 323 The Company shall implement an internal audit system, establish an independent and vertical audit management system, and the internal audit department is responsible for the Board of Directors. The internal audit department shall engage full-time auditors to conduct internal audit of income and expenditure of its finances and economic activities.</p>	<p><u>Article 334</u> Article 323 The Company shall implement an internal audit system, establish an independent and vertical audit management system, and the internal audit department is responsible for the Board of Directors <u>chief auditor or person in charge of audit, and reports thereto.</u> The internal audit department shall engage full-time auditors to conduct internal audit of income and expenditure of its finances and economic activities.</p> <p><u>The Company has a chief auditor or person in charge of audit, who is responsible for the Board of Directors. The chief auditor or person in charge of audit shall be appointed and dismissed by the Board of Directors, and shall report work to the Board of Directors and the Audit Committee of the Board of Directors on a regular basis.</u></p>
<p>Article 324 Performance assessment and remuneration mechanism and its implementation should subject to special audit annually conducted by the internal audit department, the audit results shall be reported to the Board of Directors and Board of Supervisors, and be submitted to the banking and insurance regulatory authority. The design and implementation of the Company's remuneration system shall be incorporated into the scope of internal audit.</p>	<p>(Delete)</p>

Before the Amendment	After the Amendment
<p>Article 326 The Company shall engage an independent accounting firm the relevant regulations of the State to audit the Company’s annual financial statements and review the Company’s other financial reports. The external audit institutions shall incorporate the design and implementation of the Company’s remuneration system into the audit scope.</p> <p>The Company’s engagement of an accounting firm shall be decided by shareholders’ general meeting.</p>	<p>Article 336 Article 326 The Company shall engage an independent, professional and qualified accounting firm the relevant regulations of the State to audit the Company’s annual financial statements, review the Company’s other financial reports, and conduct regular evaluation on the internal control of the Company. The external audit institutions shall incorporate the design and implementation of the Company’s remuneration system into the audit scope.</p> <p>The Company’s engagement of an accounting firm shall be decided by shareholders’ general meeting.</p> <p><u>The Company shall promptly submit external audit reports and the audit opinions of the audit institutions on the validity of the internal control of the Company to the banking and insurance regulatory authority of the State Council and/or its dispatched offices. Where external audit institutions issue non-standard audit reports to financial reports, the Board of Directors of the Company shall make special explanations and public disclosure of the audit opinions and involved matters.</u></p>

Before the Amendment	After the Amendment
<p>Article 328 The accounting firm engaged by the Company shall have the following rights:</p> <p>(1) To inspect at any time the accounting books, records and vouchers of the Company, and to require the directors, president and other senior management personnel of the Company to provide any relevant information and explanation thereof;</p> <p>(2) To require the Company to take all reasonable steps to obtain all necessary information and explanation for the performing the duties from its subsidiaries; and</p> <p>(3) To attend shareholders' general meeting and to receive all notices of, and other communications relating to, any shareholders' general meeting which any shareholder is entitled to receive, and to be heard at any shareholders' general meeting in relation to matters concerning its role as the accounting firm of the Company.</p>	<p><u>Article 338</u> Article 328 <u>External audit institutions shall perform audit responsibilities in an independent, objective, impartial and prudent manner;</u> the accounting firm engaged by the Company shall have the following rights:</p> <p>(1) To inspect at any time the accounting books, records and vouchers of the Company, and to require the directors, president and other senior management personnel of the Company to provide any relevant information and explanation thereof;</p> <p>(2) To require the Company to take all reasonable steps to obtain all necessary information and explanation for the performing the duties from its subsidiaries; and</p> <p>(3) To attend shareholders' general meeting and to receive all notices of, and other communications relating to, any shareholders' general meeting which any shareholder is entitled to receive, and to be heard at any shareholders' general meeting in relation to matters concerning its role as the accounting firm of the Company.</p>

Before the Amendment	After the Amendment
<p>Article 332 The Company’s engagement, removal and non-reengagement of an accounting firm shall be resolved by shareholders’ general meeting and filed with the securities regulatory authority and the banking and insurance regulatory authority of the State Council.</p> <p>Where it is proposed that any resolution be passed at a shareholders’ general meeting concerning the engagement of an accounting firm, which is not an incumbent firm, to fill a casual vacancy in the office of the accountants’ firm, or to reengage an accounting firm which was engaged by the Board of Directors to fill a casual vacancy, or to remove the accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>.....</p>	<p>Article 342 Article 332 The Company’s engagement, removal and non-reengagement of an accounting firm shall be resolved by shareholders’ general meeting and filed with the securities regulatory authority and the banking and insurance regulatory authority of the State Council. Where it is proposed that any resolution be passed at a shareholders’ general meeting concerning the engagement of an accounting firm, which is not an incumbent firm, to fill a casual vacancy in the office of the accountants’ firm, or to reengage an accounting firm which was engaged by the Board of Directors to fill a casual vacancy, or to remove the accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>.....</p>
<p>Article 344 In the event of merger or division of the Company, the Board of Directors of the Company shall take necessary measures to protect the legal interests of shareholders that object to the merger or division of the Company.</p>	<p>(Delete)</p>

Before the Amendment	After the Amendment
<p>Article 363 Definitions</p> <p>(1) The “actual controller” shall refer to the persons who, not being a shareholder of the Company, is able to exercise control over the acts of the Company through an investment relationship, any agreement or other arrangement.</p> <p>(2) The “connected relationship” shall refer to the relationship between the Company’s controlling shareholders, actual controllers, directors, supervisors, senior management personnel and the enterprises under their direct or indirect control, as well as other relationships that may result in the transfer of the interests of the Company. However, state-owned enterprises shall not have the relationship aforementioned due to jointly being controlled by the State.</p>	<p>Article 372 Article 363 Definitions</p> <p><u>(1) The “controlling shareholders” shall refer to those who hold 50% or more of the total shares of the Company, or hold less than 50% of the total shares of the Company but have a significant impact on the resolution of the shareholders’ general meeting based on its voting right in proportion to shares of the Company.</u></p> <p><u>(2) (1) The “actual controller” shall refer to the persons who, not being a shareholder of the Company, is able to exercise control over the acts of the Company through an investment relationship, any agreement or other arrangement.</u></p> <p><u>(3) The “person acting in concert” shall refer to relevant investors who make concerted actions with such investor through agreements or other arrangements to expand the number of shares or voting rights of the Company.</u></p> <p><u>(4) The “ultimate beneficiary” shall refer to the person who is entitled to the return on equity of the Company.</u></p> <p><u>(5) The “related party” shall refer to the legal person or natural person recognized to have connected relationship according to the regulatory requirements of the regulatory authority on related party transactions. However, state-owned enterprises shall not have the relationship aforementioned due to jointly being controlled by the State.</u></p>

Before the Amendment	After the Amendment
	<p><u>(6) (2)</u> The “connected relationship” shall refer to the relationship between the Company’s controlling shareholders, actual controllers, directors, supervisors, senior management personnel and the enterprises under their direct or indirect control, as well as other relationships that may result in the transfer of the interests of the Company. However, state-owned enterprises shall not have the relationship aforementioned due to jointly being controlled by the State.</p> <p><u>(7) The “on-site meeting” refers to the meeting held on site or via video or telephone, which can guarantee the instant exchange and discussion between the participants.</u></p> <p><u>(8) The “written signature” shall refer to the mode of meeting which adopts resolutions on the motions through respective delivery or circulation delivery for deliberation.</u></p> <p><u>(9) The “banking and insurance regulatory authority of the State Council” or “regulatory authority” shall refer to the CBIRC and its dispatched offices.</u></p>
<p>The Proposed Amendments to the Articles of Association include amendments to the name of regulatory authority, i.e. “banking and insurance regulatory authority of the State Council” was amended as “banking and insurance regulatory authority of the State Council”.</p>	

Note: Changes in the numbering of articles due to the amendments to the Articles of Association would not be listed separately as they do not involve any changes in the substantial contents of the Articles of Association.